

**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, 2013

OR

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

For the transition period from _____ to _____
Commission File Number 001-35243

SUNCOKE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

90-0640593
(I.R.S. Employer
Identification No.)

1011 Warrenville Road, Suite 600
Lisle, Illinois 60532
(630) 824-1000
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	☒	Accelerated filer	☐
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Non-accelerated filer	☐	Smaller reporting company	☐
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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

As of July 26, 2013 , there were 70,001,070 shares of the Registrant's 0.01 par value Common Stock outstanding.

SUNCOKE ENERGY, INC.

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PART I – FINANCIAL INFORMATION

SunCoke Energy, Inc. Consolidated Statements of Income (Unaudited)

Item 1. Consolidated Financial Statements

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
(Dollars and shares in millions, except per share amounts)				
Revenues				
Sales and other operating revenue	\$ 403.6	\$ 460.7	\$ 855.1	\$ 941.3
Other income, net	0.1	0.2	2.5	0.9
Total revenues	403.7	460.9	857.6	942.2
Costs and operating expenses				
Cost of products sold and operating expenses	332.4	377.4	714.8	785.7
Selling, general and administrative expenses	21.8	20.5	42.4	41.2
Depreciation, depletion and amortization	23.4	20.2	47.3	38.6
Total costs and operating expenses	377.6	418.1	804.5	865.5
Operating income	26.1	42.8	53.1	76.7
Interest expense, net	12.1	11.8	27.9	23.8
Income before income tax expense and loss from equity method investment	14.0	31.0	25.2	52.9
Income tax expense	1.1	7.0	5.9	12.3
Loss from equity method investment	0.2	—	0.2	—
Net income	12.7	24.0	19.1	40.6
Less: Net income attributable to noncontrolling interests	7.0	1.3	11.3	1.0
Net income attributable to SunCoke Energy, Inc.	\$ 5.7	\$ 22.7	\$ 7.8	\$ 39.6
Earnings attributable to SunCoke Energy, Inc. per common share:				
Basic	\$ 0.08	\$ 0.32	\$ 0.11	\$ 0.56
Diluted	\$ 0.08	\$ 0.32	\$ 0.11	\$ 0.56
Weighted average common shares outstanding:				
Basic	70.0	70.0	70.0	70.0
Diluted	70.2	70.3	70.2	70.3

(See Accompanying Notes)

SunCoke Energy, Inc.
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in millions)			
Net income	\$ 12.7	\$ 24.0	\$ 19.1	\$ 40.6
Other comprehensive income (loss):				
Reclassifications of prior service benefit and actuarial loss amortization to earnings (net of related tax expense of \$0.4 million and \$0.7 million for the three and six months ended June 30, 2013, respectively, and \$0.3 million and \$0.6 million for the three and six months ended June 30, 2012, respectively)	(0.5)	(0.5)	(1.0)	(0.9)
Currency translation adjustment	(3.5)	(1.1)	(3.4)	(0.9)
Comprehensive income	8.7	22.4	14.7	38.8
Less: Comprehensive income attributable to noncontrolling interests	7.0	1.3	11.3	1.0
Comprehensive income attributable to SunCoke Energy, Inc.	\$ 1.7	\$ 21.1	\$ 3.4	\$ 37.8

(See Accompanying Notes)

SunCoke Energy, Inc.
Consolidated Balance Sheets

	June 30, 2013	December 31, 2012
	(Unaudited)	
	(Dollars in millions, except per share amounts)	
Assets		
Cash and cash equivalents	\$ 348.1	\$ 239.2
Receivables	59.5	70.0
Inventories	138.6	160.1
Income tax receivable	2.2	—
Deferred income taxes	2.6	2.6
Total current assets	551.0	471.9
Investment in Brazil cokemaking operations	41.0	41.0
Equity method investment	64.8	—
Properties, plants and equipment, net	1,413.6	1,396.6
Lease and mineral rights, net	52.3	52.5
Goodwill	9.4	9.4
Deferred charges and other assets	41.4	39.6
Total assets	\$ 2,173.5	\$ 2,011.0
Liabilities and Equity		
Accounts payable	\$ 139.3	\$ 132.9
Current portion of long-term debt	0.5	3.3
Accrued liabilities	75.0	91.2
Interest payable	18.4	15.7
Income taxes payable	—	3.9
Total current liabilities	233.2	247.0
Long-term debt	648.5	720.1
Obligation for black lung benefits	34.4	34.8
Retirement benefit liabilities	41.5	42.5
Deferred income taxes	364.2	361.5
Asset retirement obligations	16.5	13.5
Other deferred credits and liabilities	17.8	16.7
Total liabilities	1,356.1	1,436.1
Equity		
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued and outstanding shares at June 30, 2013 and December 31, 2012	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued and outstanding 69,984,754 and 69,988,728 shares at June 30, 2013 and December 31, 2012, respectively	0.7	0.7
Treasury stock, 751,649 shares at June 30, 2013 and 603,528 at December 31, 2012	(11.8)	(9.4)
Additional paid-in capital	441.6	436.9
Accumulated other comprehensive loss	(12.3)	(7.9)
Retained earnings	126.6	118.8
Total SunCoke Energy, Inc. stockholders' equity	544.8	539.1
Noncontrolling interests	272.6	35.8
Total equity	817.4	574.9
Total liabilities and equity	\$ 2,173.5	\$ 2,011.0

(See Accompanying Notes)

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

	Six Months Ended June 30,	
	2013	2012
	(Dollars in millions)	
Cash Flows from Operating Activities:		
Net income	\$ 19.1	\$ 40.6
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	47.3	38.6
Deferred income tax expense	3.4	10.0
Payments (in excess of) less than expense for retirement plans	(0.9)	1.0
Share-based compensation expense	3.6	3.5
Loss from equity method investment	0.2	—
Changes in working capital pertaining to operating activities:		
Receivables	10.5	12.7
Inventories	21.5	9.7
Accounts payable	6.4	(27.3)
Accrued liabilities	(16.2)	5.7
Interest payable	2.7	(0.3)
Income taxes	(5.9)	(0.2)
Other	(2.7)	(7.3)
Net cash provided by operating activities	89.0	86.7
Cash Flows from Investing Activities:		
Capital expenditures	(61.4)	(20.7)
Equity method investment	(67.7)	—
Net cash used in investing activities	(129.1)	(20.7)
Cash Flows from Financing Activities:		
Proceeds from issuance of common units of SunCoke Energy Partners, L.P., net of offering costs	237.8	—
Proceeds from issuance of long-term debt	150.0	—
Debt issuance costs	(6.0)	—
Repayment of long-term debt	(225.0)	(1.7)
Proceeds from exercise of stock options	0.9	2.6
Repurchase of common stock	(2.4)	(4.4)
Cash distributions to noncontrolling interests	(6.3)	—
Net cash provided by (used in) financing activities	149.0	(3.5)
Net increase in cash and cash equivalents	108.9	62.5
Cash and cash equivalents at beginning of period	239.2	127.5
Cash and cash equivalents at end of period	\$ 348.1	\$ 190.0

(See Accompanying Notes)

At June 30, 2013	<u>69,984,754</u>	<u>\$ 0.7</u>	<u>751,649</u>	<u>\$(11.8)</u>	<u>\$ 441.6</u>	<u>\$ (12.3)</u>	<u>\$126.6</u>	<u>\$ 544.8</u>	<u>\$ 272.6</u>	<u>\$817.4</u>
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(See Accompanying Notes)

SunCoke Energy, Inc.
Notes to the Consolidated Financial Statements

1. General

Description of Business

SunCoke Energy, Inc. ("SunCoke Energy", "Company", "we", "our" and "us") is an independent owner and operator of five cokemaking facilities in the eastern and midwestern regions of the United States ("U.S.") and operator of a cokemaking facility for a project company in Brazil in which it has a preferred stock investment. The cokemaking operations include blast furnace coke manufacturing at the Company's Jewell Coke Company, L.P. ("Jewell") facility in Vansant, Virginia; Indiana Harbor Coke Company, L.P. ("Indiana Harbor") facility in East Chicago, Indiana; Haverhill North Coke Company ("Haverhill") facility in Franklin Furnace, Ohio; Gateway Energy & Coke Company, LLC ("Granite City") facility in Granite City, Illinois; and Middletown Coke Company, Inc. ("Middletown") facility in Middletown, Ohio.

On March 18, 2013, we completed the transaction to form a cokemaking joint venture with VISA Steel Limited ("VISA Steel") in India called VISA SunCoke Limited (the "joint venture"). The joint venture is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility's associated steam generation units in Odisha, India. See Note 4.

In addition to its cokemaking operations, the Company has metallurgical coal mining operations in the eastern United States. The metallurgical coal produced from underground and surface mines in Virginia and West Virginia is used primarily at the Jewell cokemaking facility.

On January 17, 2012 (the "Distribution Date"), we became an independent, publicly-traded company following our separation from Sunoco, Inc. ("Sunoco"). The Separation occurred in two steps (the "Separation"):

- We were formed as a wholly-owned subsidiary of Sunoco in 2010. On July 18, 2011 (the "Separation Date"), Sunoco contributed the subsidiaries, assets and liabilities that were primarily related to its cokemaking and coal mining operations to us in exchange for shares of our common stock. As of such date, Sunoco owned 100 percent of our common stock. On July 26, 2011, we completed an initial public offering ("IPO") of 13,340,000 shares of our common stock, or 19.1 percent of our outstanding common stock. Following the IPO, Sunoco continued to own 56,660,000 shares of our common stock, or 80.9 percent of our outstanding common stock.
- On the Distribution Date, Sunoco made a pro-rata, tax free distribution (the "Distribution") of the remaining shares of our common stock that it owned in the form of a special stock dividend to Sunoco shareholders. Sunoco shareholders received 0.53046456 of a share of common stock for every share of Sunoco common stock held as of the close of business on January 5, 2012, the record date for the Distribution. After the Distribution, Sunoco ceased to own any shares of our common stock.

Our consolidated financial statements include SunCoke Energy Partners, L.P. (the "Partnership"), a publicly-traded partnership and variable interest entity. We are considered to be the primary beneficiary of the Partnership for accounting purposes as we have the sole ability to direct the activities of the Partnership that most significantly impact its economic performance. See Note 3.

Quarterly Reporting

The accompanying Consolidated Financial Statements included herein have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim reporting. Certain information and disclosures normally included in financial statements have been omitted pursuant to the rules and regulation of the Securities and Exchange Commission ("SEC"). In management's opinion, all adjustments (which include only normal recurring adjustments) necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented have been made. The results of operations for the period ended June 30, 2013 are not necessarily indicative of the operating results for the full year.

Reclassifications

Certain amounts in the prior period Consolidated Financial Statements have been reclassified to conform to the current year presentation.

New Accounting Standards

On January 1, 2013, we adopted Accounting Standards Update ("ASU") 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. This ASU requires the disclosure of changes to accumulated other comprehensive income to be presented by component on the face of the financial statements or in a separate note to the financial statements. This ASU also requires the disclosure of significant items reclassified out of accumulated other comprehensive income to net income during the period either on the face of the financial statements or in a separate note to the financial statements. This standard is effective prospectively for interim and annual periods beginning after December 15, 2012. See Note 16.

2. Arrangements Between Sunoco and SunCoke Energy, Inc.

In connection with the IPO, SunCoke Energy and Sunoco entered into certain agreements that effected the separation of SunCoke Energy's business from Sunoco, provided a framework for its relationship with Sunoco after the separation and provided for the allocation between SunCoke Energy and Sunoco of Sunoco's assets, employees, liabilities and obligations attributable to periods prior to, at and after the Separation.

Tax Sharing Agreement. On the Separation Date, SunCoke Energy and Sunoco entered into a tax sharing agreement that governs the parties' respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and other matters regarding taxes. Upon and subsequent to the Separation, SunCoke Energy made noncash distributions of \$65.1 million related to the settlement of tax attributes under the tax sharing agreement with Sunoco during the six months ended June 30, 2012. A corresponding reduction was made to SunCoke Energy's equity accounts. See Note 5.

Transition Services Agreement. On the Separation Date, SunCoke Energy and Sunoco entered into a transition services agreement. The services provided under this agreement generally terminated upon completion of the Distribution on January 17, 2012. The fees paid to Sunoco under this agreement were not material to the financial statements for the three and six months ended June 30, 2013 and 2012.

Guaranty, Keep Well, and Indemnification Agreement. On the Separation Date, SunCoke Energy and Sunoco entered into a guaranty, keep well, and indemnification agreement. Under this agreement, SunCoke Energy: (1) guarantees the performance of certain obligations of its subsidiaries, prior to the date that Sunoco or its affiliates may become obligated to pay or perform such obligations, including the repayment of a loan from Indiana Harbor Coke Company L.P.; (2) indemnifies, defends, and holds Sunoco and its affiliates harmless against all liabilities relating to these obligations; and (3) restricts the assets, debts, liabilities and business activities of one of its wholly-owned subsidiaries, so long as certain obligations of such subsidiary remain unpaid or unperformed. In addition, SunCoke Energy released Sunoco from its guaranty of payment of a promissory note owed by one of its subsidiaries to another of its subsidiaries.

3. Formation of a Master Limited Partnership

On January 24, 2013, we completed the initial public offering of the Partnership through the sale of 13,500,000 common units of limited partner interests in the Partnership in exchange for \$231.8 million of proceeds, net of \$24.7 million of offering costs, \$6.0 million of which were paid during 2012 (the "Partnership offering"). Of these net proceeds, \$67.0 million was retained by the Partnership for environmental remediation capital expenditures and \$12.4 million for sales discounts related to tax credits owed to our customers. Upon the closing of the Partnership offering, we own the general partner of the Partnership, which consists of a 2.0 percent ownership interest and incentive distribution rights, and a 55.9 percent limited partner interest in the Partnership. The key assets of the Partnership are a 65 percent interest in each of our Haverhill and Middletown cokemaking and heat recovery facilities. We are also party to an omnibus agreement pursuant to which we will provide the Partnership with: (1) remarketing efforts upon the occurrence of certain potential adverse events under our coke sales agreements; (2) indemnification of certain environmental costs; and (3) preferential rights for growth opportunities.

In connection with the closing of the Partnership offering, we entered into an amendment to our Credit Agreement and the Partnership repaid \$225.0 million of our Term Loan and issued \$150.0 million of senior notes ("Partnership Notes"). See Note 9.

As the general partner of the Partnership, we have the sole ability to direct the activities of the Partnership that most significantly impact its economic performance. We are also considered to be the primary beneficiary of the Partnership for accounting purposes and consolidate the results of the Partnership in our results. The Partnership's condensed consolidated balance sheets as of June 30, 2013 and December 31, 2012, as presented below, are included in the consolidated balance sheets of SunCoke Energy.

	SunCoke Energy Partners, L.P.	SunCoke Energy Partners, L.P. Predecessor
	June 30, 2013	December 31, 2012
	(Unaudited)	
	(Dollars in millions)	
Assets		
Cash	\$ 115.6	\$ —
Receivables	26.7	27.4
Inventories	56.3	63.2
Properties, plants and equipment, net	764.0	768.7
Deferred income taxes	—	21.4
Deferred charges and other assets	7.8	4.8
Total assets	<u>\$ 970.4</u>	<u>\$ 885.5</u>
Liabilities and Equity		
Accounts payable	48.2	41.5
Accrued liabilities	3.6	17.0
Interest payable	4.8	—
Long-term debt	149.7	225.0
Deferred income taxes	1.6	—
Other deferred credits and liabilities	0.3	0.3
Total equity	<u>762.2</u>	<u>601.7</u>
Total liabilities and parent net equity	<u>\$ 970.4</u>	<u>\$ 885.5</u>

On May 31, 2013, the Partnership paid a quarterly cash distribution totaling \$9.8 million, of which \$4.1 million was paid to public unitholders of the Partnership. On July 23, 2013, the Partnership declared a quarterly cash distribution totaling \$13.5 million, of which \$5.7 million will be paid to public unitholders of the Partnership. The distribution will be paid on August 30, 2013, to unitholders of record on August 15, 2013.

4. Equity Method Investment

On March 18, 2013, we completed the transaction to form a joint venture with VISA Steel. The joint venture is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility's associated steam generation units in Odisha, India. We invested \$67.7 million to acquire a 49 percent interest in the joint venture with VISA Steel holding the remaining 51%. This investment is accounted for under the equity method under which investments are initially recorded at cost. We recognize our share of earnings in the joint venture on a one-month lag and began recognizing such earnings in the second quarter of 2013. We intend to permanently reinvest the earnings of the joint venture, and accordingly, no provision for U.S. income taxes has been recorded on such earnings. During the three and six months ended June 30, 2013, we recognized \$0.2 million of equity losses in the joint venture.

5. Income Taxes

Prior to the Distribution Date, SunCoke Energy and certain subsidiaries of Sunoco were included in the consolidated federal and certain consolidated, combined or unitary state income tax returns filed by Sunoco. However, SunCoke Energy's provision for income taxes and the deferred income tax amounts reflected in the Consolidated Financial Statements have been determined on a theoretical separate-return basis. Prior to the Separation Date, any current federal and state income tax amounts were settled with Sunoco under a previous tax sharing arrangement. Under this previous tax sharing arrangement, net operating losses and tax credit carryforwards generated on a theoretical separate-return basis could be used to offset future taxable income determined on a similar basis. Such benefits were reflected in the Company's deferred tax assets, notwithstanding the fact that such net operating losses and tax credits may actually have been realized on Sunoco's consolidated income tax returns, or may be realized in future consolidated income tax returns covering the period through the Distribution Date.

On the Separation Date, SunCoke Energy and Sunoco entered into a new tax sharing agreement that governs the parties' respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and other matters regarding taxes. In general, under the tax sharing agreement:

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- With respect to any periods ending at or prior to the Distribution, SunCoke Energy is responsible for any U.S. federal income taxes and any U.S. state or local income taxes reportable on a consolidated, combined or unitary return, in each case, as would be applicable to SunCoke Energy as if it filed tax returns on a stand-alone basis. With respect to any periods beginning after the Distribution, SunCoke Energy is responsible for any U.S. federal, state or local income taxes of it or any of its subsidiaries.
- Sunoco is responsible for any income taxes reportable on returns that include only Sunoco and its subsidiaries (excluding SunCoke Energy and its subsidiaries), and SunCoke Energy is responsible for any income taxes filed on returns that include only it and its subsidiaries.
- Sunoco is responsible for any non-income taxes reportable on returns that include only Sunoco and its subsidiaries (excluding SunCoke Energy and its subsidiaries), and SunCoke Energy is responsible for any non-income taxes filed on returns that include only it and its subsidiaries.

SunCoke Energy is generally not entitled to receive payment from Sunoco in respect of any of SunCoke Energy's tax attributes or tax benefits or any reduction of taxes of Sunoco. Moreover, Sunoco is generally entitled to refunds of income taxes with respect to periods ending at or prior to the Distribution. If SunCoke Energy realizes any refund, credit or other reduction in otherwise required tax payments in any period beginning after the Distribution Date as a result of an audit adjustment resulting in taxes for which Sunoco would otherwise be responsible, then, subject to certain exceptions, SunCoke Energy must pay Sunoco the amount of any such taxes for which Sunoco would otherwise be responsible. Further, if any taxes result to Sunoco as a result of a reduction in SunCoke Energy's tax attributes for a period ending at or prior to the Distribution Date pursuant to an audit adjustment (relative to the amount of such tax attribute reflected on Sunoco's tax return as originally filed), then, subject to certain exceptions, SunCoke Energy is generally responsible to pay Sunoco the amount of any such taxes.

SunCoke Energy has also agreed to certain restrictions that are intended to preserve the tax-free status of the contribution and the Distribution. These covenants include restrictions on SunCoke Energy's issuance or sale of stock or other securities (including securities convertible into our stock but excluding certain compensatory arrangements), and sales of assets outside the ordinary course of business and entering into any other corporate transaction which would cause SunCoke Energy to undergo a 50 percent or greater change in its stock ownership.

SunCoke Energy has generally agreed to indemnify Sunoco and its affiliates against any and all tax-related liabilities incurred by them relating to the contribution or the Distribution to the extent caused by an acquisition of SunCoke Energy's stock or assets, or other of its actions. This indemnification applies even if Sunoco has permitted SunCoke Energy to take an action that would otherwise have been prohibited under the tax-related covenants as described above.

Under the tax sharing agreement, certain deferred tax assets attributable to net operating losses and tax credit carryforwards, which had been reflected in SunCoke Energy's Consolidated Balance Sheets prior to the Separation Date on a theoretical separate-return basis, were no longer realizable by SunCoke Energy. Accordingly, after the Separation Date, current and deferred tax benefits totaling \$229.2 million were eliminated from the Consolidated Balance Sheets, \$65.1 million of which were eliminated in the six months ending June 30, 2012, with a corresponding reduction to SunCoke Energy's equity accounts.

SunCoke Energy's tax provision was computed on a theoretical separate-return basis through the Distribution Date. To the extent any tax assets or liabilities computed on that basis differ from amounts actually payable or realizable under the provisions of the tax sharing agreement, adjustments to the tax assets and liabilities will be reflected as an income tax expense or benefit with a corresponding payable due to Sunoco, if necessary, when such amounts have been effectively settled under the terms of the tax sharing agreement. For the six months ending June 30, 2013, SunCoke recorded income tax expense of \$1.6 million to settle potential obligations under the provisions of the tax sharing agreement. SunCoke Energy will continue to monitor the utilization of all tax attributes subject to the tax sharing agreement as applicable tax returns are filed or as tax examinations progress and will record additional adjustments when necessary, consistent with the terms of the tax sharing agreement.

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

The Company's income tax provision for the three and six months ended June 30, 2013 is lower than the U.S. federal statutory income tax rate principally due to the impact of earnings that are attributable to noncontrolling ownership interests in partnerships and nonconventional fuel tax credits. The income tax provision for the six months ended June 30, 2013 also includes \$0.4 million related to prior period adjustments associated with local income taxes due for our Middletown facility, \$1.4 million of additional valuation allowances associated with state and local taxes and \$1.6 million to settle potential obligations under the provisions of our tax sharing agreement with Sunoco.

The Company's income tax provision for the three and six months ended June 30, 2012 is lower than the U.S. federal statutory income tax rate principally due to the impact of nonconventional fuel tax credits.

We have not provided U.S. income taxes on our share of earnings from our joint venture with VISA Steel as we intend to permanently reinvest the earnings of the joint venture.

6. Inventories

The Company's inventory consists of metallurgical coal, which is the principal raw material for the Company's cokemaking operations, coke, which is the finished good sold by the Company to its customers, and materials, supplies and other.

These components of inventories were as follows:

	June 30, 2013	December 31, 2012
	(Dollars in millions)	
Coal	\$ 96.6	\$ 108.0
Coke	8.9	11.8
Materials, supplies and other	33.1	32.0
Consigned coke inventory ⁽¹⁾	—	8.3
	<u>\$ 138.6</u>	<u>\$ 160.1</u>

- (1) During 2011, we estimated that Indiana Harbor would fall short of its 2011 annual minimum coke production requirements by approximately 122 thousand tons. Accordingly, we entered into contracts to procure approximately 133 thousand tons of coke from third parties. The Company then entered into an agreement to sell approximately 95 thousand tons of this purchased coke to a customer on a consignment basis. During 2012, the customer consumed 73 thousand tons of consigned coke and the remaining 22 thousand tons of consigned coke were consumed during the first quarter of 2013.

7. Retirement Benefits Plans

Defined Benefit Pension Plan and Postretirement Health Care and Life Insurance Plans

The Company has a noncontributory defined benefit pension plan (“defined benefit plan”), which provides retirement benefits for certain of its employees. The Company also has plans which provide health care and life insurance benefits for many of its retirees (“postretirement benefit plans”). The postretirement benefit plans are unfunded and the costs are borne by the Company.

Effective January 1, 2011, pension benefits under the Company’s defined benefit plan were frozen for all participants in this plan. The Company also amended its postretirement benefit plans during the first quarter of 2010. Postretirement medical benefits for future retirees were phased out or eliminated, effective January 1, 2011, for non-mining employees with less than ten years of service and employer costs for all those still eligible for such benefits were capped. As a result of these changes, the Company’s postretirement benefit liability declined \$36.7 million during 2010. Most of the benefit of this liability reduction is being amortized into income through 2016.

Defined benefit plan expense consisted of the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in millions)			
Interest cost on benefit obligations	0.3	0.4	0.7	0.7
Expected return on plan assets	(0.6)	(0.6)	(1.2)	(0.9)
Amortization of actuarial losses	0.3	0.2	0.5	0.5
	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.3</u>

Postretirement benefit plans benefit consisted of the following components:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in millions)			
Service cost	\$ 0.1	\$ 0.1	\$ 0.2	\$ 0.2
Interest cost on benefit obligations	0.4	0.4	0.7	0.9
Amortization of:				
Actuarial losses	0.2	0.4	0.7	0.7
Prior service benefit	(1.4)	(1.4)	(2.9)	(2.8)
	<u>\$ (0.7)</u>	<u>\$ (0.5)</u>	<u>\$ (1.3)</u>	<u>\$ (1.0)</u>

8. Accrued Liabilities

Accrued liabilities consisted of the following:

	June 30, 2013	December 31, 2012
	(Dollars in millions)	
Accrued sales discounts ⁽¹⁾	\$ 27.8	\$ 36.2
Accrued benefits	16.4	21.5
Other taxes payable	11.5	10.9
Other	19.3	22.6
Total	<u>\$ 75.0</u>	<u>\$ 91.2</u>

- (1) At December 31, 2012, we had \$12.4 million accrued related to sales discounts to be paid to our customer at our Haverhill facility. During the first quarter of 2013, we settled this obligation for \$11.8 million which resulted in a gain of \$0.6 million. This gain is recorded in sales and other operating revenue on our consolidated statement of income.

9. Debt

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

	June 30, 2013	December 31, 2012
	(Dollars in millions)	
Term loans, bearing interest at variable rates, due 2018, net of original issue discount of \$1.1 million and \$1.7 million at June 30, 2013 and December 31, 2012, respectively ⁽¹⁾	\$ 99.0	\$ 323.4
7.625% senior notes, due 2019 ("Senior Notes")	400.0	400.0
7.375% senior notes, due 2020 ("Partnership Notes")	150.0	—
Total debt	\$ 649.0	\$ 723.4
Less: current portion of long-term debt	0.5	3.3
Total long-term debt	\$ 648.5	\$ 720.1

(1) Borrowed under the Company's Credit Agreement on July 26, 2011, as amended ("Credit Agreement").

Concurrent with the IPO, SunCoke Energy entered into a Credit Agreement that provides for a seven -year term loan ("Term Loan") in a principal amount of \$300.0 million . The Credit Agreement provides for up to \$75.0 million in uncommitted incremental facility term loans ("Incremental Facilities") that are available subject to the satisfaction of certain conditions. SunCoke Energy also issued \$400.0 million aggregate principal amount of senior notes ("the Senior Notes") that bear interest at a rate of 7.625 percent per annum and will mature in 2019 with all principal paid at maturity.

As of June 30, 2013 , there was \$45.0 million of capacity under the Incremental Facilities. The Credit Agreement also provides for a \$150.0 million revolving facility ("Revolving Facility") that can be used to finance capital expenditures, acquisitions, working capital needs and for other general corporate purposes. As of June 30, 2013 , the Revolving Facility had letters of credit outstanding of \$2.1 million , leaving \$147.9 million available subject to the terms of the Credit Agreement.

In connection with the closing of the Partnership offering, the Partnership repaid \$225.0 million of our Term Loan and we entered into an amendment to our Credit Agreement. In conjunction with the repayment, we incurred a charge of approximately \$2.9 million , which is included in interest expense, net on the consolidated statement of income, representing the write-off of unamortized debt issuance costs and original issue discount related to the portion of the Term Loan extinguished.

The amendment to our Credit Agreement, among other things, modified provisions to reflect the Partnership offering including (i) changing the definition of "Consolidated Net Income" to include cash distributions received by the Company or a Restricted Subsidiary from an Unrestricted Subsidiary that is controlled directly or indirectly by the Company when calculating "Consolidated Net Income", (ii) clarifying that obligations incurred by certain subsidiaries of the Company at or about the timing of the closing of the Partnership offering shall not be included in the definition of "Indebtedness," and (iii) permitting an allowance for Investments in Middletown Coke Company, LLC and Haverhill Coke Company LLC and certain other subsidiaries of the Company. In addition, we also designated Middletown Coke Company, LLC and Haverhill Coke Company LLC as unrestricted subsidiaries. Furthermore, the term of the Credit Agreement was extended to January 2018 . We incurred debt issuance costs of \$0.7 million in conjunction with this amendment which will be amortized through January 2018.

In addition, with the closing of the Partnership offering, the Partnership issued \$150.0 million of Partnership Notes. The Partnership Notes have an interest rate of 7.375 percent and mature on February 1, 2020 . The Partnership may redeem some or all of the Partnership Notes prior to February 1, 2016 by paying a "make-whole" premium. The Partnership also may redeem some or all of the Partnership Notes on or after February 1, 2016 at specified redemption prices. In addition, prior to February 1, 2016 , the Partnership may redeem up to 35 percent of the Partnership Notes using the proceeds of certain equity offerings. If the Partnership sells certain of its assets or experiences specific kinds of changes in control, subject to certain exceptions, the Partnership must offer to purchase the Partnership Notes. In conjunction with the closing of the Partnership offering, the Partnership also entered into a \$100.0 million revolving credit facility with a term extending through January 2018 . In conjunction with these transactions, the Partnership incurred debt issuance costs of \$5.9 million , \$0.8 million of which were immediately expensed and are included in interest expense, net on the consolidated statement of income, as they were related to the portion of the issuance that was considered a modification of the existing Term Loan discussed above. Approximately \$0.6 million of these costs were paid in 2012.

10. Commitments and Contingent Liabilities

The Company is subject to indemnity agreements with current and former third-party investors of Indiana Harbor and Jewell related to certain tax benefits that they earned as limited partners. Based on the partnership's statute of limitations, as well as published filings of the limited partners, the Company believes that tax audits for years 2006 and 2007, relating to tax credits of approximately \$51 million, may still be open for the limited partners and subject to examination. As of June 30, 2013, the Company has not been notified by the limited partners that any items subject to the indemnification are under examination and further believes that the potential for any claims under the indemnity agreements is remote.

SunCoke is also party to an omnibus agreement pursuant to which we will provide remarketing efforts to the Partnership upon the occurrence of certain potential adverse events under our coke sales agreements, indemnification of certain environmental costs and preferential rights for growth opportunities.

In June 2013, AK Steel experienced a blast furnace outage at their Middletown plant. Due to this outage, we have agreed to manage production at our Haverhill cokemaking facility to be consistent with annual contract maximums and to temporarily scale back coke production at our Middletown facility to name plate capacity levels in the second half of 2013. Pursuant to the omnibus agreement, the Company anticipates remitting a quarterly make whole payment based on actual production levels to the Partnership during 2013. The Company expects to make payments totaling approximately \$2 million in 2013 due to the anticipated lower coke production. In addition, the Partnership plans to provide AK Steel extended payment terms on December 2013 coke production and pursuant to our omnibus agreement, the Company will remit to the Partnership the amounts due under normal contract terms and hold the extended-term receivables with AK Steel, resulting in a shift of approximately \$20 million in expected operating cash flow from 2013 to early 2014.

The United States Environmental Protection Agency (the "EPA") has issued Notices of Violations ("NOVs") for our Haverhill and Granite City cokemaking facilities which stem from alleged violations of our air emission operating permits for these facilities. We are working in a cooperative manner with the EPA, the Ohio Environmental Protection Agency and the Illinois Environmental Protection Agency to address the allegations, and a Consent Decree among the parties was lodged in federal court in June 2013. The settlement includes payment of a civil penalty, and we estimate our reasonably probable loss to be approximately \$2.2 million. Further, the settlement consists of capital projects to improve reliability of the energy recovery systems and enhance environmental performance at the Haverhill and Granite City facilities. As a result of discussions with the EPA, we spent approximately \$5 million related to these projects in 2012 and expect to spend approximately \$28 million in 2013. We also plan to spend an additional \$67 million in the 2014 to 2016 time frame. A portion of the proceeds from the Partnership offering is being used to fund \$67 million of the total spending on this project.

The Company has received three NOVs from the EPA related to our Indiana Harbor cokemaking facility. The Company is working in a cooperative manner to address the allegations with the EPA, the Indiana Department of Environmental Management ("IDEM") and Cokenergy, Inc., an independent power producer that owns and operates an energy facility, including heat recovery equipment, a flue gas desulfurization system and a power generation plant that processes hot flue gas from our Indiana Harbor cokemaking facility to produce steam and electricity and to reduce the sulfur and particulate content of such flue gas. Settlement may require payment of a penalty for alleged past violations as well as undertaking capital projects to enhance environmental performance. In conjunction with the contract renewal with our customer, we are undertaking an estimated \$85 million refurbishment project to improve the reliability and condition of the facility. We spent \$14 million related to this project in 2012 and anticipate spending \$68 million in 2013. We believe that the scope of the project will address items that may be required in connection with the settlement of the NOVs at our Indiana Harbor cokemaking facility. At this time, the Company cannot yet assess any future injunctive relief or potential monetary penalty and any potential future citations. The Company is unable to estimate a range of probable or reasonably possible loss.

The Southwest Ohio Air Quality Agency ("SWOAQA") also issued a NOV to our Middletown facility in November 2012. We responded to the NOV by providing a carbon injection plan requested by SWOAQA. At present, the Company cannot assess whether there will be a monetary penalty or any future citations, but we do not expect such a penalty or citations to be material to the financial position, results of operations or cash flows of the Company at June 30, 2013.

Other legal and administrative proceedings are pending or may be brought against the Company arising out of its current and past operations, including matters related to commercial and tax disputes, product liability, antitrust, employment claims, premises-liability claims, allegations of exposures of third parties to toxic substances and general environmental claims. Although the ultimate outcome of these claims cannot be ascertained at this time, it is reasonably possible that some portion of these claims could be resolved unfavorably to the Company. Management of the Company believes that any liability which may arise from such matters would not be material in relation to the financial position, results of operations or cash flows of the Company at June 30, 2013.

11. Restructuring

During the first quarter of 2013 , we implemented a reduction in force at our Coal Mining segment. This reduction in force resulted in the termination of 52 employees eligible to receive certain payments. The Company incurred restructuring charges of \$0.9 million related to this reduction in force during the first quarter of 2013 and does not anticipate any further charges. At June 30, 2013 , there was no liability remaining related to the restructuring.

12. Share-Based Compensation

During the six months ended June 30, 2013 , we granted share-based compensation to eligible participants under the SunCoke Energy, Inc. Long-Term Performance Enhancement Plan (“SunCoke LTPEP”).

Stock Options

We granted stock options to purchase 446,948 shares of common stock during the six months ended June 30, 2013 with an exercise price equal to the closing price of our common stock on the date of grant. The stock options become exercisable in three equal annual installments beginning one year from the date of grant. The stock options expire 10 years from the date of grant. All awards vest immediately upon a change in control and a qualifying termination of employment as defined by the SunCoke LTPEP.

The Company calculates the value of each employee stock option, estimated on the date of grant, using the Black-Scholes option pricing model. The fair value of employee stock options granted during the six months ended June 30, 2013 was \$6.00 using the following weighted-average assumptions:

	Six months ended June 30, 2013
Risk free interest rate	0.93%
Expected term	5 years
Volatility	44%
Dividend yield	—%
Weighted-average exercise price	\$ 16.55

The Company uses the average implied volatility of the Dow Jones U.S. Steel index coupled with the implied volatility of the S&P 600. Since the Company does not have a direct peer group and only has a limited trading history it believes this approach provides a reasonable implied volatility.

The risk-free interest rate assumption is based on the U.S. Treasury yield curve at the date of grant for periods which approximate the expected life of the option. The dividend yield assumption is based on the Company’s future expectation of dividend payouts. The expected life of employee options represents the average contractual term adjusted by the average vesting period of each option tranche. The Company estimated a three percent forfeiture rate for these awards. This estimated forfeiture rate may be revised in subsequent periods if the actual forfeiture rate differs.

As of June 30, 2013 , the Company had 2,312,831 stock options outstanding excluding the stock options issued in conjunction with the award modifications discussed below. The Company recognized compensation cost of \$1.2 million and \$2.1 million for the three and six months ended June 30, 2013 , respectively, and compensation expense of \$0.9 million and \$1.8 million for the three and six months ended June 30, 2012 . As of June 30, 2013 , there was \$7.3 million of total unrecognized compensation cost related to these nonvested stock options. This compensation cost is expected to be recognized over the next 2 years .

Restricted Stock Units

The Company issued 273,918 restricted stock units (“RSU”) for shares of the Company’s common stock during the six months ended June 30, 2013 that vest in three annual installments beginning one year from the grant date. The fair value of the RSUs granted during the six months ended June 30, 2013 of \$16.55 was based on the closing price of our common stock on the date of grant. All awards vest immediately upon a change in control and a qualifying termination of employment as defined by the SunCoke LTPEP.

As of June 30, 2013 , the Company had 547,369 RSUs outstanding exclusive of RSUs issued in conjunction with the award modifications discussed below. The Company recognized \$0.7 million and \$1.0 million in compensation expense during

the three and six months ended June 30, 2013 , respectively, and \$0.4 million and \$0.8 million of compensation expense during the three and six months ended June 30, 2012 , respectively. As of June 30, 2013 , there was \$6.6 million of total unrecognized compensation cost related to these nonvested RSUs. This compensation cost is expected to be recognized over the next 2.5 years .

The Company estimated a three percent forfeiture rate for these awards. This estimated forfeiture rate may be revised in subsequent periods if the actual forfeiture rate differs.

Performance Share Units

The Company issued 96,073 performance share units ("PSU") for shares of the Company's common stock during the six months ended June 30, 2013 that vest on December 31, 2015 . All awards vest immediately upon a change in control and a qualifying termination of employment as defined by the SunCoke LTPEP. The weighted average fair value of the PSU's granted during the six months ended June 30, 2013 is \$19.56 and is based on the closing price of our common stock on the date of grant as well as a Monte Carlo simulation for the portion of the award subject to a market condition.

The number of PSUs ultimately awarded will be adjusted based upon the following metrics: (1) 50 percent of the award will be determined by the Company's three year total shareholder return ("TSR") as compared to the TSR of the companies making up the S&P 600; and (2) 50 percent of the award will be determined by the Company's three year average pre-tax return on capital for the Company's coke business. Each portion of the award may be adjusted between zero and 200 percent of the original units granted.

As of June 30, 2013 , the Company had 96,073 PSUs outstanding. The Company recognized \$0.1 million and \$0.2 million of compensation expense during the three and six months ended June 30, 2013 , respectively. As of June 30, 2013 , there was \$1.7 million of total unrecognized compensation cost related to these nonvested PSUs. This compensation cost is expected to be recognized over the next 2.5 years .

The Company estimated a three percent forfeiture rate for these awards. This estimated forfeiture rate may be revised in subsequent periods if the actual forfeiture rate differs.

Award Modifications

In connection with the Distribution, certain Sunoco common stock awards and stock options that were held by Sunoco employees, Sunoco directors and SunCoke Energy employees were modified and an anti-dilutive provision was added. In general, all Sunoco stock options held by Sunoco employees and Sunoco directors were converted into both Sunoco and SunCoke Energy stock options. Sunoco stock options held by SunCoke Energy employees were converted to SunCoke Energy stock options. All SunCoke Energy common stock issued as a result of option exercises or the vesting of common stock awards will be issued under the SunCoke LTPEP.

At the Distribution Date, 1,219,842 SunCoke Energy stock options were issued in connection with the conversion of the outstanding Sunoco stock options to Sunoco employees and directors, of which 590,572 were outstanding at June 30, 2013 . The converted stock options for Sunoco employees and directors are fully vested and exercisable and any expense associated with the modification of these stock options was recognized by Sunoco. The exercise prices for these stock options range from \$4.77 to \$29.35 per share. The stock options expire 10 years from the date of the original grant and have a weighted average remaining life of 3.9 years . During the six months ended June 30, 2013 , 67,561 options were exercised.

At the Distribution Date, 295,854 SunCoke Energy stock options were issued in connection with the conversion of the outstanding Sunoco stock options for SunCoke Energy employees, of which 282,277 are fully vested and exercisable. The exercise prices for these stock options range from \$8.93 to \$22.31 per share. The stock options expire 10 years from the date of the original grant and have a weighted average remaining contractual term of 5.0 years . In the first quarter of 2012 , SunCoke Energy recorded a \$0.5 million charge in connection with the award modification and the addition of an anti-dilution provision. Compensation expense related to these awards during the three and six months ended June 30, 2013 and 2012 was not material.

At the Distribution Date, outstanding Sunoco common stock units held by SunCoke Energy employees were converted into 95,984 SunCoke Energy restricted stock units, of which 88,087 had vested at June 30, 2013. The remaining 7,897 restricted stock units vested on July 1, 2013. Compensation expense related to these awards was immaterial for the three and six months ended June 30, 2013 . SunCoke Energy recorded \$0.2 million and \$0.3 million in compensation expense related to these awards during the three and six months ended June 30, 2012 , respectively.

13. Share Repurchase Program

In February 2012, the Company's Board of Directors authorized the repurchase of up to 3.5 million shares of the Company's common stock over a three year period in order to counter the dilutive impact of exercised stock options and the vesting of restricted stock grants ("Repurchase Program"). During the six months ended June 30, 2013, the Company repurchased 125,000 shares on the open-market at a cost of approximately \$2.1 million. As of June 30, 2013, the Company had approximately 2.8 million shares remaining available for repurchase under the Repurchase Program.

In addition to shares repurchased under the Repurchase Program discussed above, during the six months ended June 30, 2013, the Company withheld 23,121 shares from participants to satisfy minimum tax withholding obligations, pursuant to the terms of our LTPEP.

14. Earnings per Share

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

The following table sets forth the reconciliation of the weighted-average number of common shares used to compute basic earnings per share ("EPS") to those used to compute diluted EPS:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Shares in millions)			
Weighted-average number of common shares outstanding-basic	70.0	70.0	70.0	70.0
Add: Effect of dilutive share-based compensation awards	0.2	0.3	0.2	0.3
Weighted-average number of shares-diluted	70.2	70.3	70.2	70.3

The potential dilutive effect of 2.9 million and 2.7 million stock options was excluded from the computation of diluted weighted-average shares outstanding for the three and six months ended June 30, 2013 respectively, as the shares would have been anti-dilutive. The potential dilutive effect of 2.4 million stock options and 0.1 million restricted stock units was excluded from the computation of diluted weighted-average shares outstanding for the three and six months ended June 30, 2012, as the shares would have been anti-dilutive.

15. Supplemental Cash Flow Information

Cash flows from operations reflected cash payments for interest and income taxes as follows:

	Six Months Ended June 30,	
	2013	2012
	(Dollars in millions)	
Interest paid	\$ 19.9	\$ 22.1
Income taxes paid	\$ 8.4	\$ 2.2

16. Supplemental Accumulated Other Comprehensive Loss Information

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

	Defined Benefit Plans	Currency Translation Adjustments	Total
	(Dollars in millions)		
At December 31, 2012	\$ (6.6)	\$ (1.3)	\$ (7.9)
Other comprehensive loss before reclassifications	—	(3.4)	(3.4)
Amounts reclassified from accumulated other comprehensive loss	(1.0)	—	(1.0)
Net current period other comprehensive loss	(1.0)	(3.4)	(4.4)
At June 30, 2013	\$ (7.6)	\$ (4.7)	\$ (12.3)

The impact on net income of reclassification adjustments from accumulated other comprehensive loss were as follows:

	Three months ended June 30, 2013	Six months ended June 30, 2013
	(Dollars in millions)	
Amortization of defined benefit plan items to net income:		
Prior service benefit	\$ 1.4	\$ 2.9
Actuarial loss	(0.5)	(1.2)
Total before taxes	0.9	1.7
Income tax expense	(0.4)	(0.7)
Total net of tax	\$ 0.5	\$ 1.0

17. Fair Value Measurements

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

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

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for an identical asset or liability in an active market.
- Level 2 – inputs to the valuation methodology include quoted prices for a similar asset or liability in an active market or model-derived valuations in which all significant inputs are observable for substantially the full term of the asset or liability.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement of the asset or liability.

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

Certain assets and liabilities are measured at fair value on a recurring basis.

Foreign Currency Hedge

The Company occasionally utilizes foreign exchange derivatives to manage the risks associated with fluctuations in foreign currency exchange rates and accounts for them under ASC 815- *Derivatives and Hedging*, which requires all derivatives to be marked to market (fair value). The Company does not purchase or hold any derivatives for trading purposes. On November 26, 2012, the Company entered into agreements to purchase 1.845 billion Indian Rupees at a weighted average rate of 56.075 with a settlement date of January 31, 2013. During the first quarter of 2013, the settlement date for these agreements was extended to March 14, 2013. Additionally, on February 21, 2013, the Company entered into agreements to purchase an additional 1.830 billion Indian Rupees at a weighted average rate of 54.810 with a settlement date of March 14, 2013, at which point our India joint venture investment was fully hedged. The Company did not elect hedge accounting treatment for these foreign exchange contracts and, therefore, the changes in the fair value of the derivative are recorded in other income, net on the consolidated statement of income.

The fair value of the foreign exchange contract at December 31, 2012 was an asset of approximately \$0.6 million. In estimating the fair market value of the foreign exchange contract, the Company utilized published exchange rates at December 31, 2012 between the U.S. dollar and Indian rupee. The contracts were cash settled on March 14, 2013 and the net mark to market impact of the foreign exchange contract was a gain of approximately \$0.9 million for the six months ended June 30, 2013 which was recorded in other income, net on the consolidated statement of income.

Interest Rate Swaps

The Company utilizes interest rate swaps to manage the risk associated with changing interest rates and accounts for them under ASC 815—Derivatives and Hedging, which requires all derivatives to be marked to market (fair value). The Company does not purchase or hold any derivatives for trading purposes. On August 15, 2011, the Company entered into interest rate swap agreements with an aggregate notional amount of \$125.0 million. During the first quarter of 2013, we settled one of the interest rate swaps having a notional amount of \$25.0 million. The impact of this transaction on the financial

statements was not material. The remaining agreements expire 3 years from the forward effective date of October 11, 2011 . Under the outstanding interest rate swap agreements, the Company will pay a weighted average fixed rate of 1.3175 percent in exchange for receiving floating rate payments based on the greater of 1.0 percent or three -month LIBOR. The Company did not elect hedge accounting treatment for these interest rate swaps and, therefore, the changes in the fair value of the interest rate swap agreements are recorded in interest expense. The counterparties of the interest rate swap agreements are large financial institutions which the Company believes are of high quality creditworthiness. While the Company may be exposed to potential losses due to the credit risk of nonperformance by these counterparties, such losses are not anticipated.

The fair value of the swap agreements at June 30, 2013 was a liability of approximately \$0.4 million . The mark to market impact of the swap arrangements was a reduction in interest expense of \$0.2 million and \$0.3 million for the three and six months ended June 30, 2013 , respectively and an increase in interest expense of \$0.1 million and \$0.3 million for the three and six months ended June 30, 2012 , respectively. In estimating the fair market value of interest rate swaps, the Company utilized a present value technique which discounts future cash flows against the underlying floating rate benchmark. Derivative valuations incorporate credit risk adjustments that are necessary to reflect the probability of default by the counterparty. These inputs are not observable in the market and are classified as Level 3 within the valuation hierarchy.

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

Contingent consideration related to the acquisition of Harold Keene Coal Co., Inc. and affiliated companies ("HKCC") is measured at fair value and amounted to \$4.8 million at June 30, 2013 . The estimated fair value is based on significant inputs that are not observable in the market, or Level 3 within the valuation hierarchy. Key assumptions at June 30, 2013 include (a) a risk-adjusted discount rate range of 1.571 percent to 8.534 percent , which reflects a credit spread adjustment for each period, and (b) production levels of HKCC operations between 105 thousand and 318 thousand tons per year. The fair value adjustments to contingent consideration decreased cost of products sold by \$0.2 million for the three months ended June 30, 2013 , and there was no impact to cost of products sold for the six months ended June 30, 2013. The fair value adjustments to contingent consideration decreased cost of products sold by \$0.5 million and \$0.7 million for the three and six months ended June 30, 2012 , respectively.

Non-Financial Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (e.g., when there is evidence of impairment). At June 30, 2013 , no material fair value adjustments or fair value measurements were required for these non-financial assets or liabilities.

Certain Financial Assets and Liabilities not Measured at Fair Value

At June 30, 2013 , the estimated fair value of the Company's debt was estimated to be \$666.7 million , compared to a carrying amount of \$649.0 million , which is net of original issue discount and mandatory pre-payments made since issuance. The fair value was estimated by management based upon estimates of debt pricing provided by financial institutions and are considered Level 3 inputs.

18. Business Segment Information

The Company is an independent owner and operator of five cokemaking facilities in the eastern and midwestern regions of the United States and operator of a cokemaking facility for a project company in Brazil in which it has a preferred stock investment. In addition to its cokemaking operations, the Company has metallurgical coal mining operations in the eastern United States.

The Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking facilities are individual operating segments that have been aggregated into the Domestic Coke segment. Each of these facilities produces coke and all facilities except Jewell recover waste heat which is converted to steam or electricity through a similar production process. The coke production for these facilities is sold directly to integrated steel producers under contracts which provide for the pass-through of coal costs subject to contractual coal-to-coke yields plus an operating cost component and fixed fee component received for each ton of coke sold. Accordingly, the Company's management believes that the facilities in the Domestic Coke segment have similar long-term economic characteristics.

Prior to 2011, the results of our Jewell cokemaking facility were not comparable to our other domestic cokemaking facilities due to a difference in pricing for the coal component of coke price. Beginning in January 2011, the coal component of coke price in the Jewell Coke sales agreement was changed, and as a result the economic characteristics of Jewell became similar to the Company's other domestic cokemaking facilities. Prior to 2013, the Company elected to continue to report Jewell separately due to the differences in comparability of Jewell's results caused by different coal pricing terms in pre 2011

periods versus post 2011 periods. Beginning in January 2013, Jewell has been reflected within the Domestic Coke segment as there is now consistency in Jewell's contract terms between all periods presented. Prior periods have been restated to reflect this change.

On March 18, 2013, we completed the transaction to form a cokemaking joint venture with VISA Steel. The joint venture is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility's associated steam generation units in Odisha, India. We own a 49 percent interest in the joint venture and account for this investment under the equity method. We recognize our share of earnings in joint venture on a one-month lag and began recognizing such earnings in the second quarter of 2013. The results of our joint venture are presented below in the India Coke Segment.

With the addition of the joint venture, our operations in Brazil are no longer our only foreign coke operations and have been renamed the Brazil Coke segment. The Brazil Coke segment operates a cokemaking facility located in Vitória, Brazil for a project company. The Brazil Coke segment earns income from the Brazilian facility through (1) licensing and operating fees payable to us under long-term contracts with the local project company that will run through 2023, subject, in the case of the licensing agreement, to the issuance prior to 2014 of certain patents in Brazil that have been granted in the United States and (2) an annual preferred dividend on our preferred stock investment from the project company guaranteed by the Brazil subsidiary of ArcelorMittal.

The Company's Coal Mining segment conducts coal mining operations near the Company's Jewell cokemaking facility with mines located in Virginia and West Virginia. Currently, a substantial portion of the coal production is sold to the Jewell cokemaking facility for conversion into coke. Some coal is also sold to other cokemaking facilities within the Domestic Coke segment. Intersegment coal revenues for sales to the Domestic Coke segment are reflective of the contract price that the facilities within the Domestic Coke segment charge their customers, which approximate the market prices for this quality of metallurgical coal.

Overhead expenses that can be identified with a segment have been included in determining segment results. The remainder is included in Corporate and Other. Interest expense, net is also excluded from segment results. Identifiable assets are those assets that are utilized within a specific segment.

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

Three Months Ended June 30, 2013						
(Dollars in millions)						
	Domestic Coke	Brazil Coke	India Coke	Coal Mining	Corporate and Other	Consolidated
Sales and other operating revenue	\$ 375.8	\$ 8.0	—	\$ 19.8	\$ —	\$ 403.6
Intersegment sales				\$ 32.9		
Loss from equity method investment	\$ —	\$ —	\$ 0.2	\$ —	\$ —	\$ 0.2
Adjusted EBITDA	\$ 61.3	\$ 1.6	\$ 0.8	\$ (2.6)	\$ (8.7)	\$ 52.4
Depreciation, depletion and amortization	\$ 17.4	\$ 0.1	\$ —	\$ 5.3	\$ 0.6	\$ 23.4
Capital expenditures	\$ 25.0	\$ 0.3	—	\$ 4.5	\$ 1.1	\$ 30.9
Total segment assets	\$ 1,548.2	\$ 52.5	\$ 64.8	\$ 178.6	\$ 329.4	\$ 2,173.5

Three Months Ended June 30, 2012						
(Dollars in millions)						
	Domestic Coke	Brazil Coke	Coal Mining	Corporate and Other		Consolidated
Sales and other operating revenue	\$ 441.5	\$ 9.0	\$ 10.2	\$ —		\$ 460.7
Intersegment sales			\$ 50.6			
Adjusted EBITDA	\$ 62.4	\$ 0.7	\$ 9.3	\$ (5.6)		\$ 66.8
Depreciation, depletion and amortization	\$ 15.0	\$ 0.1	\$ 4.3	\$ 0.8		\$ 20.2
Capital expenditures	\$ 5.5	\$ 0.7	\$ 4.9	\$ 0.1		\$ 11.2
Total segment assets	\$ 1,539.8	\$ 53.9	\$ 193.0	\$ 183.5		\$ 1,970.2

Six Months Ended June 30, 2013						
(Dollars in millions)						
	Domestic Coke	Brazil Coke	India Coke	Coal Mining	Corporate and Other	Consolidated
Sales and other operating revenue	\$ 804.0	\$ 17.7	\$ —	33.4	\$ —	\$ 855.1
Intersegment sales				65.1		
Loss from equity method investment	\$ —	\$ —	\$ 0.2	\$ —	\$ —	\$ 0.2
Adjusted EBITDA	\$ 122.4	\$ 3.2	\$ 0.8	\$ (7.2)	\$ (14.5)	\$ 104.7
Depreciation, depletion and amortization	\$ 35.6	\$ 0.2	\$ —	\$ 10.3	\$ 1.2	\$ 47.3
Capital expenditures	\$ 48.3	\$ 0.8	\$ —	10.3	\$ 2.0	\$ 61.4
Total segment assets	\$ 1,548.2	\$ 52.5	\$ 64.8	178.6	\$ 329.4	\$ 2,173.5

Six Months Ended June 30, 2012					
(Dollars in millions)					
	Domestic Coke	Brazil Coke	Coal Mining	Corporate and Other	Consolidated
Sales and other operating revenue	\$ 893.7	\$ 19.0	\$ 28.6	\$ —	\$ 941.3
Intersegment sales			\$ 96.3		
Adjusted EBITDA	\$ 117.2	\$ 0.8	\$ 16.7	\$ (12.4)	\$ 122.3
Depreciation, depletion and amortization	\$ 28.9	\$ 0.2	\$ 8.4	\$ 1.1	\$ 38.6
Capital expenditures	\$ 9.7	\$ 0.9	\$ 9.0	\$ 1.1	\$ 20.7
Total segment assets	\$ 1,539.8	\$ 53.9	\$ 193.0	\$ 183.5	\$ 1,970.2

The Company evaluates the performance of its segments based on segment Adjusted EBITDA, which is defined as 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 fuels 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.

Set forth below is additional detail as to how we use Adjusted EBITDA as a measure of operating performance, as well as a discussion of the limitations of Adjusted EBITDA as an analytical tool.

Operating Performance. Our management uses Adjusted EBITDA in a number of ways to assess our consolidated financial and operating performance, and we believe this measure is helpful to management in identifying trends in our performance. Adjusted EBITDA helps management identify controllable expenses and make decisions designed to help us meet our current financial goals and optimize our financial performance while neutralizing the impact of capital structure on financial results. Accordingly, we believe this metric measures our financial performance based on operational factors that management can impact in the short-term, namely our cost structure and expenses.

Limitations. Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure. Adjusted EBITDA also has limitations as an analytical tool and should not be considered in isolation or

as a substitute for an analysis of our results as reported under GAAP. Some of these limitations include that Adjusted EBITDA:

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

Below is a reconciliation of Adjusted EBITDA (unaudited) to net income, which is its most directly comparable financial measure calculated and presented in accordance with GAAP:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in millions)			
Adjusted EBITDA attributable to SunCoke Energy, Inc.	\$ 41.7	\$ 65.9	\$ 85.6	\$ 121.9
Add: Adjusted EBITDA attributable to noncontrolling interests ⁽¹⁾	10.7	0.9	19.1	0.4
Adjusted EBITDA	52.4	66.8	104.7	122.3
Subtract:				
Adjustments to loss from equity method investment	1.0	—	1.0	—
Depreciation, depletion and amortization	23.4	20.2	47.3	38.6
Interest expense, net	12.1	11.8	27.9	23.8
Income tax expense	1.1	7.0	5.9	12.3
Sales discounts provided to customers due to sharing of nonconventional fuel tax credits	2.1	3.8	3.5	7.0
Net income	\$ 12.7	\$ 24.0	\$ 19.1	\$ 40.6

(1) Reflects net income attributable to noncontrolling interest adjusted for the noncontrolling interest share of interest, taxes, depreciation and amortization.

The following table sets forth the Company's total sales and other operating revenue by product or service:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	(Dollars in millions)			
Coke sales	\$ 359.7	\$ 425.4	\$ 771.7	\$ 862.3
Steam and electricity sales	16.2	16.1	32.4	31.6
Operating and licensing fees	7.9	9.0	17.7	19.0
Metallurgical coal sales	19.8	10.2	33.3	28.4
Sales and other operating revenue	\$ 403.6	\$ 460.7	\$ 855.1	\$ 941.3

19. Supplemental Condensed Consolidating Financial Information

Certain 100 percent owned subsidiaries of the Company serve as guarantors of the obligations under the Credit Agreement and \$400 million Notes ("Guarantor Subsidiaries"). These guarantees are full and unconditional (subject, in the case of the Guarantor Subsidiaries, to customary release provisions as described below) and joint and several. For purposes of the following footnote, SunCoke Energy, Inc. is referred to as "Issuer." The indenture dated July 26, 2011 among the Company, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., governs subsidiaries designated as "Guarantor Subsidiaries." All other consolidated subsidiaries of the Company are collectively referred to as "Non-Guarantor Subsidiaries."

In connection with the closing of the Partnership offering, we entered into an amendment to our Credit Agreement (see Note 9 for additional information). In conjunction with the amendment, we designated Middletown Coke Company, LLC and Haverhill Coke Company LLC as unrestricted subsidiaries. As such, they are presented as "Non-Guarantor Subsidiaries." Prior periods have been restated to reflect this change.

The guarantee of a Guarantor Subsidiary will terminate upon:

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

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

SunCoke Energy, Inc.
Condensed Consolidating Statement of Income
Three Months Ended June 30, 2013
(Dollars in millions)

	<u>Issuer</u>	<u>Guarantor Subsidiaries</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Combining and Consolidating Adjustments</u>	<u>Total</u>
Revenues					
Sales and other operating revenue	\$ —	\$ 132.9	\$ 270.7	\$ —	\$ 403.6
Equity in earnings of subsidiaries	14.5	18.9	—	(33.4)	—
Other income, net	—	—	0.1	—	0.1
Total revenues	<u>14.5</u>	<u>151.8</u>	<u>270.8</u>	<u>(33.4)</u>	<u>403.7</u>
Costs and operating expenses					
Cost of products sold and operating expenses	—	110.8	221.6	—	332.4
Selling, general and administrative expenses	3.0	12.1	6.7	—	21.8
Depreciation, depletion and amortization	—	10.5	12.9	—	23.4
Total costs and operating expenses	<u>3.0</u>	<u>133.4</u>	<u>241.2</u>	<u>—</u>	<u>377.6</u>
Operating income	<u>11.5</u>	<u>18.4</u>	<u>29.6</u>	<u>(33.4)</u>	<u>26.1</u>
Interest income—affiliate	—	(1.8)	—	1.8	—
Interest cost—affiliate	—	—	1.8	(1.8)	—
Interest expense (income), net	9.3	(2.0)	4.8	—	12.1
Total financing expense, net	<u>9.3</u>	<u>(3.8)</u>	<u>6.6</u>	<u>—</u>	<u>12.1</u>
Income before income tax expense and loss from equity method investment	2.2	22.2	23.0	(33.4)	14.0
Income tax (benefit) expense	(3.5)	4.9	(0.3)	—	1.1
Loss from equity method investment	—	—	0.2	—	0.2
Net income	<u>5.7</u>	<u>17.3</u>	<u>23.1</u>	<u>(33.4)</u>	<u>12.7</u>
Less: Net income attributable to noncontrolling interests	—	—	7.0	—	7.0
Net income attributable to SunCoke Energy, Inc.	<u>\$ 5.7</u>	<u>\$ 17.3</u>	<u>\$ 16.1</u>	<u>\$ (33.4)</u>	<u>\$ 5.7</u>
Comprehensive income	<u>\$ 1.7</u>	<u>\$ 16.7</u>	<u>\$ 19.6</u>	<u>\$ (29.3)</u>	<u>\$ 8.7</u>
Less: Comprehensive income attributable to noncontrolling interests	—	—	7.0	—	7.0
Comprehensive income attributable to SunCoke Energy, Inc.	<u>\$ 1.7</u>	<u>\$ 16.7</u>	<u>\$ 12.6</u>	<u>\$ (29.3)</u>	<u>\$ 1.7</u>

SunCoke Energy, Inc.
Condensed Consolidating Statement of Income
Three Months Ended June 30, 2012
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Revenues					
Sales and other operating revenue	\$ —	\$ 148.1	\$ 312.6	\$ —	\$ 460.7
Equity in earnings of subsidiaries	33.8	21.0	—	(54.8)	—
Other income, net	—	0.2	—	—	0.2
Total revenues	33.8	169.3	312.6	(54.8)	460.9
Costs and operating expenses					
Cost of products sold and operating expenses	—	108.9	268.5	—	377.4
Selling, general and administrative expenses	2.6	10.3	7.6	—	20.5
Depreciation, depletion, and amortization	—	9.6	10.6	—	20.2
Total costs and operating expenses	2.6	128.8	286.7	—	418.1
Operating income	31.2	40.5	25.9	(54.8)	42.8
Interest income—affiliate	—	(1.8)	—	1.8	—
Interest expense—affiliate	—	—	1.8	(1.8)	—
Interest expense (income), net	12.0	(1.9)	1.7	—	11.8
Total financing expense (income), net	12.0	(3.7)	3.5	—	11.8
Income before income tax expense	19.2	44.2	22.4	(54.8)	31.0
Income tax (benefit) expense	(3.5)	4.9	5.6	—	7.0
Net income	22.7	39.3	16.8	(54.8)	24.0
Less: Net income attributable to noncontrolling interests	—	—	1.3	—	1.3
Net income attributable to SunCoke Energy, Inc.	\$ 22.7	\$ 39.3	\$ 15.5	\$ (54.8)	\$ 22.7
Comprehensive income	\$ 21.1	\$ 38.8	\$ 15.7	\$ (53.2)	\$ 22.4
Less: Comprehensive income attributable to noncontrolling interests	—	—	1.3	—	1.3
Comprehensive income attributable to SunCoke Energy, Inc.	\$ 21.1	\$ 38.8	\$ 14.4	\$ (53.2)	\$ 21.1

SunCoke Energy, Inc.
Condensed Consolidating Statement of Income
Six Months Ended June 30, 2013
(Dollars in millions)

	<u>Issuer</u>	<u>Guarantor Subsidiaries</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Combining and Consolidating Adjustments</u>	<u>Total</u>
Revenues					
Sales and other operating revenue	\$ —	\$ 269.8	\$ 585.3	\$ —	\$ 855.1
Equity in earnings of subsidiaries	27.6	38.5	—	(66.1)	—
Other income, net	—	2.4	0.1	—	2.5
Total revenues	<u>27.6</u>	<u>310.7</u>	<u>585.4</u>	<u>(66.1)</u>	<u>857.6</u>
Costs and operating expenses					
Cost of products sold and operating expenses	—	226.4	488.4	—	714.8
Selling, general and administrative expenses	5.5	24.6	12.3	—	42.4
Depreciation, depletion and amortization	—	20.6	26.7	—	47.3
Total costs and operating expenses	<u>5.5</u>	<u>271.6</u>	<u>527.4</u>	<u>—</u>	<u>804.5</u>
Operating income	<u>22.1</u>	<u>39.1</u>	<u>58.0</u>	<u>(66.1)</u>	<u>53.1</u>
Interest income—affiliate	—	(3.6)	—	3.6	—
Interest cost—affiliate	—	—	3.6	(3.6)	—
Interest expense (income), net	19.1	(3.9)	12.7	—	27.9
Total financing expense, net	<u>19.1</u>	<u>(7.5)</u>	<u>16.3</u>	<u>—</u>	<u>27.9</u>
Income before income tax expense and loss from equity method investment	3.0	46.6	41.7	(66.1)	25.2
Income tax (benefit) expense	(4.8)	9.9	0.8	—	5.9
Loss from equity method investment	—	—	0.2	—	0.2
Net income	<u>7.8</u>	<u>36.7</u>	<u>40.7</u>	<u>(66.1)</u>	<u>19.1</u>
Less: Net income attributable to noncontrolling interests	—	—	11.3	—	11.3
Net income attributable to SunCoke Energy, Inc.	<u>\$ 7.8</u>	<u>\$ 36.7</u>	<u>\$ 29.4</u>	<u>\$ (66.1)</u>	<u>\$ 7.8</u>
Comprehensive income	<u>\$ 3.4</u>	<u>\$ 35.6</u>	<u>\$ 37.3</u>	<u>\$ (61.6)</u>	<u>\$ 14.7</u>
Less: Comprehensive income attributable to noncontrolling interests	—	—	11.3	—	11.3
Comprehensive income attributable to SunCoke Energy, Inc.	<u>\$ 3.4</u>	<u>\$ 35.6</u>	<u>\$ 26.0</u>	<u>\$ (61.6)</u>	<u>\$ 3.4</u>

SunCoke Energy, Inc.
Condensed Consolidating Statement of Income
Six Months Ended June 30, 2012
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Revenues					
Sales and other operating revenue	\$ —	\$ 309.5	\$ 631.8	\$ —	\$ 941.3
Equity in earnings of subsidiaries	62.6	35.1	—	(97.7)	—
Other income, net	—	0.9	—	—	0.9
Total revenues	62.6	345.5	631.8	(97.7)	942.2
Costs and operating expenses					
Cost of products sold and operating expenses	—	230.4	555.3	—	785.7
Selling, general and administrative expenses	5.5	21.3	14.4	—	41.2
Depreciation, depletion, and amortization	—	18.5	20.1	—	38.6
Total costs and operating expenses	5.5	270.2	589.8	—	865.5
Operating income	57.1	75.3	42.0	(97.7)	76.7
Interest income—affiliate	—	(3.6)	—	3.6	—
Interest expense—affiliate	—	—	3.6	(3.6)	—
Interest expense (income), net	24.1	(3.7)	3.4	—	23.8
Total financing expense (income), net	24.1	(7.3)	7.0	—	23.8
Income before income tax expense	33.0	82.6	35.0	(97.7)	52.9
Income tax (benefit) expense	(6.6)	8.1	10.8	—	12.3
Net income	39.6	74.5	24.2	(97.7)	40.6
Less: Net income attributable to noncontrolling interests	—	—	1.0	—	1.0
Net income attributable to SunCoke Energy, Inc.	<u>\$ 39.6</u>	<u>\$ 74.5</u>	<u>\$ 23.2</u>	<u>\$ (97.7)</u>	<u>\$ 39.6</u>
Comprehensive income	<u>\$ 37.8</u>	<u>\$ 73.6</u>	<u>\$ 23.3</u>	<u>\$ (95.9)</u>	<u>\$ 38.8</u>
Less: Comprehensive income attributable to noncontrolling interests	—	—	1.0	—	1.0
Comprehensive income attributable to SunCoke Energy, Inc.	<u>\$ 37.8</u>	<u>\$ 73.6</u>	<u>\$ 22.3</u>	<u>\$ (95.9)</u>	<u>\$ 37.8</u>

SunCoke Energy, Inc.
Condensed Consolidating Balance Sheet
June 30, 2013
(Dollars in millions, except per share amounts)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Assets					
Cash and cash equivalents	\$ —	\$ 207.5	\$ 140.6	\$ —	\$ 348.1
Receivables	—	26.7	32.8	—	59.5
Inventories	—	45.8	92.8	—	138.6
Deferred income taxes	—	2.6	—	—	2.6
Advances from affiliate	79.9	37.8	—	(117.7)	—
Interest receivable from affiliate	—	3.6	—	(3.6)	—
Income taxes receivable	26.3	—	9.6	(33.7)	2.2
Total current assets	106.2	324.0	275.8	(155.0)	551.0
Notes receivable from affiliate	—	89.0	300.0	(389.0)	—
Investment in Brazil cokemaking operations	—	—	41.0	—	41.0
Equity method investment	—	—	64.8	—	64.8
Properties, plants and equipment, net	—	505.2	908.4	—	1,413.6
Lease and mineral rights, net	—	52.3	—	—	52.3
Goodwill	—	9.4	—	—	9.4
Deferred income taxes	3.7	—	—	(3.7)	—
Deferred charges and other assets	12.6	17.9	12.1	(1.2)	41.4
Investment in subsidiaries	936.7	772.0	—	(1,708.7)	—
Total assets	\$ 1,059.2	\$ 1,769.8	\$ 1,602.1	\$ (2,257.6)	\$ 2,173.5
Liabilities and Equity					
Advances from affiliate	\$ —	\$ 79.9	\$ 37.8	\$ (117.7)	\$ —
Accounts payable	—	49.4	89.9	—	139.3
Current portion of long term debt	0.5	—	—	—	0.5
Accrued liabilities	0.4	59.2	15.4	—	75.0
Interest payable	13.6	—	4.8	—	18.4
Interest payable to affiliate	—	—	3.6	(3.6)	—
Income taxes payable	—	33.7	—	(33.7)	—
Total current liabilities	14.5	222.2	151.5	(155.0)	233.2
Long term debt	498.9	—	149.6	—	648.5
Payable to affiliate	—	300.0	89.0	(389.0)	—
Obligation for black lung benefits	—	34.4	—	—	34.4
Retirement benefit liabilities	—	41.5	—	—	41.5
Deferred income taxes	—	367.1	0.8	(3.7)	364.2
Asset retirement obligations	—	14.2	2.3	—	16.5
Other deferred credits and liabilities	1.0	18.0	—	(1.2)	17.8
Total liabilities	514.4	997.4	393.2	(548.9)	1,356.1
Equity					
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued and outstanding shares at June 30, 2013 and December 31, 2012	—	—	—	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued and outstanding 69,984,754 shares at June 30, 2013	0.7	—	—	—	0.7
Treasury Stock, 751,649 shares at June 30, 2013	(11.8)	—	—	—	(11.8)
Additional paid-in capital	441.6	406.1	878.1	(1,284.2)	441.6

Accumulated other comprehensive income	(12.3)	(7.5)	(4.8)	12.3	(12.3)
Retained earnings	126.6	373.8	63.0	(436.8)	126.6
Total SunCoke Energy, Inc. stockholders' equity	544.8	772.4	936.3	(1,708.7)	544.8
Noncontrolling interests	—	—	272.6	—	272.6
Total equity	544.8	772.4	1,208.9	(1,708.7)	817.4
Total liabilities and equity	<u>\$ 1,059.2</u>	<u>\$ 1,769.8</u>	<u>\$ 1,602.1</u>	<u>\$ (2,257.6)</u>	<u>\$ 2,173.5</u>

SunCoke Energy, Inc.
Condensed Consolidating Balance Sheet
December 31, 2012
(Dollars in millions, except per share amounts)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Assets					
Cash and cash equivalents	\$ —	\$ 206.9	\$ 32.3	\$ —	\$ 239.2
Receivables	—	28.3	41.7	—	70.0
Inventories	—	57.2	102.9	—	160.1
Deferred income taxes	—	2.0	0.6	—	2.6
Income taxes receivable	16.1	—	0.4	(16.5)	—
Advances from affiliate	65.8	—	70.5	(136.3)	—
Total current assets	81.9	294.4	248.4	(152.8)	471.9
Notes receivable from affiliate	—	89.0	300.0	(389.0)	—
Investment in Brazil cokemaking operations	—	—	41.0	—	41.0
Properties, plants and equipment, net	—	508.5	888.1	—	1,396.6
Lease and mineral rights, net	—	52.5	—	—	52.5
Goodwill	—	9.4	—	—	9.4
Deferred charges and other assets	23.0	13.2	3.4	—	39.6
Investment in subsidiaries	1,173.4	992.7	—	(2,166.1)	—
Total assets	\$ 1,278.3	\$ 1,959.7	\$ 1,480.9	\$ (2,707.9)	\$ 2,011.0
Liabilities and Equity					
Advances from affiliate	\$ —	\$ 136.3	\$ —	\$ (136.3)	\$ —
Accounts payable	0.5	49.0	83.4	—	132.9
Current portion of long term debt	3.3	—	—	—	3.3
Accrued liabilities	0.6	60.7	29.9	—	91.2
Interest payable	15.7	—	—	—	15.7
Income taxes payable	—	20.4	—	(16.5)	3.9
Total current liabilities	20.1	266.4	113.3	(152.8)	247.0
Long term debt	720.1	—	—	—	720.1
Payable to affiliate	—	300.0	89.0	(389.0)	—
Obligation for black lung benefits	—	34.8	—	—	34.8
Retirement benefit liabilities	—	42.4	0.1	—	42.5
Deferred income taxes	(1.9)	180.0	183.4	—	361.5
Asset retirement obligations	—	11.3	2.2	—	13.5
Other deferred credits and liabilities	0.9	15.5	0.3	—	16.7
Total liabilities	739.2	850.4	388.3	(541.8)	1,436.1
Equity					
Preferred stock, \$0.01 par value. Authorized 50,000,000 shares; no issued and outstanding shares at December 31, 2012	—	—	—	—	—
Common stock, \$0.01 par value. Authorized 300,000,000 shares; issued and outstanding 69,988,728 shares at December 31, 2012	0.7	—	—	—	0.7
Treasury stock, 603,528 shares at December 31, 2012	(9.4)	—	—	—	(9.4)
Additional paid-in capital	436.9	778.9	938.4	(1,717.3)	436.9
Accumulated other comprehensive income	(7.9)	(6.7)	(1.2)	7.9	(7.9)
Retained earnings	118.8	337.1	119.6	(456.7)	118.8
Total SunCoke Energy, Inc. stockholders' equity	539.1	1,109.3	1,056.8	(2,166.1)	539.1
Noncontrolling interests	—	—	35.8	—	35.8
Total equity	539.1	1,109.3	1,092.6	(2,166.1)	574.9
Total liabilities and equity	\$ 1,278.3	\$ 1,959.7	\$ 1,480.9	\$ (2,707.9)	\$ 2,011.0

SunCoke Energy, Inc.
Condensed Consolidating Statement of Cash Flows
Six Months Ended June 30, 2013
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Cash Flows from Operating Activities:					
Net income	\$ 7.8	\$ 36.7	\$ 40.7	\$ (66.1)	\$ 19.1
Adjustments to reconcile net income to net cash (used in) provided by operating activities:					
Depreciation, depletion and amortization	—	20.6	26.7	—	47.3
Deferred income tax expense	—	3.4	—	—	3.4
Payments in excess of expense for retirement plans	—	(0.9)	—	—	(0.9)
Share-based compensation expense	3.6	—	—	—	3.6
Equity in earnings of subsidiaries	(27.6)	(38.5)	—	66.1	—
Loss from equity method investment	—	—	0.2	—	0.2
Changes in working capital pertaining to operating activities:					
Receivables	—	1.6	8.9	—	10.5
Inventories	—	11.4	10.1	—	21.5
Accounts payable	(0.5)	0.4	6.5	—	6.4
Accrued liabilities	(0.2)	(1.5)	(14.5)	—	(16.2)
Interest payable	(2.1)	(3.6)	8.4	—	2.7
Income taxes payable	(10.0)	13.3	(9.2)	—	(5.9)
Other	10.4	(3.4)	(9.7)	—	(2.7)
Net cash (used in) provided by operating activities	(18.6)	39.5	68.1	—	89.0
Cash Flows from Investing Activities:					
Capital expenditures	—	(14.4)	(47.0)	—	(61.4)
Equity method investment	—	—	(67.7)	—	(67.7)
Net cash used in investing activities	—	(14.4)	(114.7)	—	(129.1)
Cash Flows from Financing Activities:					
Proceeds from issuance of common units or SunCoke Energy Partners, L.P.	—	—	237.8	—	237.8
Proceeds from issuance of long-term debt	—	—	150.0	—	150.0
Debt issuance costs	(0.7)	—	(5.3)	—	(6.0)
Repayment of long-term debt	—	—	(225.0)	—	(225.0)
Proceeds from exercise of stock options	0.9	—	—	—	0.9
Repurchase of common stock	(2.4)	—	—	—	(2.4)
Cash distributions to noncontrolling interests in cokemaking operations	—	—	(6.3)	—	(6.3)
Net increase (decrease) in advances from affiliate	20.8	(24.5)	3.7	—	—
Net cash provided by (used in) financing activities	18.6	(24.5)	154.9	—	149.0
Net (decrease) increase in cash and cash equivalents	—	0.6	108.3	—	108.9
Cash and cash equivalents at beginning of period	—	206.9	32.3	—	239.2
Cash and cash equivalents at end of period	\$ —	\$ 207.5	\$ 140.6	\$ —	\$ 348.1

SunCoke Energy, Inc.
Condensed Consolidating Statement of Cash Flows
Six Months Ended June 30, 2012
(Dollars in millions)

	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Combining and Consolidating Adjustments	Total
Cash Flows from Operating Activities:					
Net income	\$ 39.6	\$ 74.5	\$ 24.2	\$ (97.7)	\$ 40.6
Adjustments to reconcile net income to net cash (used in) provided by operating activities:					
Depreciation, depletion and amortization	—	18.5	20.1	—	38.6
Deferred income tax (benefit) expense	—	28.3	(18.3)	—	10.0
Payments less than expense for retirement plans	—	0.8	0.2	—	1.0
Share-based compensation expense	3.5	—	—	—	3.5
Equity in earnings of subsidiaries	(62.6)	(35.1)	—	97.7	—
Changes in working capital pertaining to operating activities:					
Receivables	—	(5.1)	17.8	—	12.7
Inventories	—	5.8	3.9	—	9.7
Accounts payable	—	(33.8)	6.5	—	(27.3)
Accrued liabilities	—	2.3	3.4	—	5.7
Interest payable	(0.3)	(0.3)	0.3	—	(0.3)
Income taxes payable	(5.8)	4.2	1.4	—	(0.2)
Other	0.2	(4.9)	(2.6)	—	(7.3)
Net cash (used in) provided by operating activities	(25.4)	55.2	56.9	—	86.7
Cash Flows from Investing Activities:					
Capital expenditures	—	(8.0)	(12.7)	—	(20.7)
Net cash used in investing activities	—	(8.0)	(12.7)	—	(20.7)
Cash Flows from Financing Activities:					
Repayment of long-term debt	(1.7)	—	—	—	(1.7)
Proceeds from exercise of stock options	2.6	—	—	—	2.6
Repurchase of common stock	(4.4)	—	—	—	(4.4)
Net increase (decrease) in advances from affiliate	28.9	(30.9)	2.0	—	—
Net cash provided by (used in) financing activities	25.4	(30.9)	2.0	—	(3.5)
Net (decrease) increase in cash and cash equivalents	—	16.3	46.2	—	62.5
Cash and cash equivalents at beginning of period	—	109.4	18.1	—	127.5
Cash and cash equivalents at end of period	\$ —	\$ 125.7	\$ 64.3	\$ —	\$ 190.0

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

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

This “Management’s Discussion and Analysis of Financial Condition and Results of Operations” is based on financial data derived from the financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and certain other financial data that is prepared using non-GAAP measures. For a reconciliation of these non-GAAP measures to the most comparable GAAP components, see “Non-GAAP Financial Measures” at the end of this Item.

Overview

We are the largest independent producer of high-quality coke in the Americas, as measured by tons of coke produced each year, and have more than 50 years of coke production experience. Coke is a principal raw material in the blast furnace steelmaking process. Coke is generally produced by heating metallurgical coal in a refractory oven, which releases certain volatile components from the coal, thus transforming the coal into coke. We have designed, developed and built, and own and operate five cokemaking facilities in the United States (“U.S.”).

During 2012, we sold approximately 4.4 million tons of coke to our three primary customers in the U.S.: ArcelorMittal, AK Steel and U.S. Steel. Our total U.S. cokemaking stated capacity is approximately 4.2 million tons of coke per year. We operate a cokemaking facility in Brazil under licensing and operating agreements on behalf of a Brazilian subsidiary of ArcelorMittal. The Brazilian facility is the largest cokemaking facility that we operate, with production capacity of approximately 1.7 million tons of coke per year. On March 18, 2013, we completed the transaction to form a cokemaking joint venture with VISA Steel Limited (“VISA Steel”) in India called VISA SunCoke Limited (the “joint venture”). The joint venture is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility’s associated steam generation units in Odisha, India. The joint venture will sell approximately one-third of its coke production and all of its steam production to VISA Steel with the remainder of the coke production being sold on the spot market.

All of our U.S. coke sales are made pursuant to long-term take-or-pay agreements. These coke sales agreements have an average remaining term of approximately 10 years and contain pass-through provisions for costs we incur in the cokemaking process, including coal procurement costs, subject to meeting contractual coal-to-coke yields, operating and maintenance expenses, costs related to the transportation of coke to our customers, taxes (other than income taxes) and costs associated with changes in regulation. The coke sales agreement and energy sales agreement with AK Steel at our Haverhill facility are subject to early termination by AK Steel beginning in January 2014 under limited circumstances and provided that AK Steel has given at least two years prior notice of its intention to terminate the agreements and certain other conditions are met. In addition, AK Steel is required to pay a significant termination payment to us if it exercises its termination right prior to 2018. No other coke sales contract has an early termination clause.

The following table sets forth information about our cokemaking facilities:

Facility	Location	Customer	Year of Start Up	Contract Expiration	Number of Coke Ovens	Cokemaking Capacity (thousands of tons)	Use of Waste Heat
Owned and Operated:							
Jewell	Vansant, Virginia	ArcelorMittal	1962	2020	142	720	Partially used for thermal coal drying
Indiana Harbor	East Chicago, Indiana	ArcelorMittal	1998	2013	268	1,220	Heat for power generation
Haverhill Phase I	Franklin Furnace, Ohio	ArcelorMittal	2005	2020	100	550	Process steam
Phase II	Franklin Furnace, Ohio	AK Steel	2008	2022	100	550	Power generation
Granite City	Granite City, Illinois	U.S. Steel	2009	2025	120	650	Steam for power generation
Middletown ⁽¹⁾	Middletown, Ohio	AK Steel	2011	2032	100	550	Power generation
					830	4,240	
Operated:							
Vitória	Vitória, Brazil	ArcelorMittal	2007	2023	320	1,700	Steam for power generation
					1,150	5,940	
Equity Method Investment:							
VISA Suncoke ⁽²⁾	Odisha, India	Various	2013	NA	88	440	Steam for power generation
Total					1,238	6,380	

- (1) Cokemaking capacity represents stated capacity for production of blast furnace coke. Middletown production and sales volumes are based on “run of oven” capacity, which include both blast furnace coke and small coke. Middletown capacity on a “run of oven” basis is 578 thousand tons per year.
- (2) Cokemaking capacity represents 100% of VISA SunCoke, our 49% joint venture with VISA Steel.

We also own and operate coal mining operations in Virginia and West Virginia that sold approximately 1.5 million tons of metallurgical coal (including internal sales to our cokemaking operations) in 2012. Our mining area consists of 10 active underground mines, two active surface mines and one active highwall mine, as well as three preparation plants and three load-out facilities in Russell and Buchanan Counties in Virginia and McDowell County, West Virginia.

Our Separation from Sunoco

On January 17, 2012 (the “Distribution Date”), we became an independent, publicly-traded company following our separation from Sunoco, Inc. (“Sunoco”). The Separation occurred in two steps (the “Separation”):

- We were formed as a wholly-owned subsidiary of Sunoco in 2010. On July 18, 2011 (the “Separation Date”), Sunoco contributed the subsidiaries, assets and liabilities that were primarily related to its cokemaking and coal mining operations to us in exchange for shares of our common stock. As of such date, Sunoco owned 100 percent of our common stock. On July 26, 2011, we completed an initial public offering (“IPO”) of 13,340,000 shares of our common stock, or 19.1 percent of our outstanding common stock. Following the IPO, Sunoco continued to own 56,660,000 shares of our common stock, or 80.9 percent of our outstanding common stock.
- On the Distribution Date, Sunoco made a pro-rata, tax free distribution (the “Distribution”) of the remaining shares of our common stock that it owned in the form of a special stock dividend to Sunoco shareholders. Sunoco shareholders received 0.53046456 of a share of common stock for every share of Sunoco common stock held as of the close of business on January 5, 2012, the record date for the Distribution. After the Distribution, Sunoco ceased to own any shares of our common stock.

Recent Developments

- Formation of a Master Limited Partnership.** On January 24, 2013, we completed the initial public offering of a master limited partnership (“the Partnership”) through the sale of 13,500,000 common units of limited partner interests in the Partnership in exchange for \$231.8 million of net proceeds (the “Partnership offering”). Upon the closing of the Partnership offering, we own the general partner of the Partnership, which consists of a 2.0 percent

ownership interest and incentive distribution rights, and own a 55.9 percent limited partner interest in the Partnership. The remaining 42.1 percent interest in the Partnership is held by public unitholders and reflected in noncontrolling interest on our consolidated statement of income and consolidated balance sheet beginning with the first quarter of 2013. The key assets of the Partnership are a 65 percent interest in each of our Haverhill and Middletown cokemaking and heat recovery facilities. As the general partner of the Partnership, we have the sole ability to direct the activities of the Partnership that most significantly impact its economic performance. We are also considered to be the primary beneficiary of the Partnership for accounting purposes and consolidate the results of the Partnership in our results. Income attributable to the noncontrolling interest in the Partnership was approximately \$6.7 million and \$11.6 million for the three and six months ended June 30, 2013, respectively.

- **International growth strategy.** On March 18, 2013, we completed the transaction to form a joint venture with VISA Steel in India. The joint venture is comprised of a 440 thousand ton heat recovery cokemaking facility and the facility's associated steam generation units in Odisha, India. We invested \$67.7 million to acquire a 49 percent interest in the joint venture, with VISA Steel holding the remaining 51 percent. The investment is accounted for under the equity method under which investments are initially recorded at cost. We recognize our share of earnings in the joint venture on a one-month lag. The joint venture will sell approximately one-third of its production to VISA Steel with the remainder being sold on the spot market. The Company continues to pursue additional investment opportunities to grow our international footprint in India.
- **Coal handling transaction.** On June 26, 2013, the Partnership announced that it reached an agreement in principle to acquire the assets and business operations of Lakeshore Coal Handling Corporation ("Lakeshore") for a proposed purchase price of \$29.6 million. This is expected to be an all cash transaction and is anticipated to close in the third quarter of 2013, subject to execution of a definitive agreement and customary closing conditions. Previously, purchase option rights to Lakeshore were held by the entity that owns Indiana Harbor pursuant to the terms of its contract with Lakeshore. Concurrent with the closing of the transaction, the Partnership will pay \$1.8 million to DTE Energy Company, the third party investor owning a 15.0 percent interest in the entity that owns Indiana Harbor, in exchange for the option to purchase Lakeshore. We expect Adjusted EBITDA of approximately \$2 million from Lakeshore during the balance of 2013, excluding the \$1.8 million payment to DTE Energy Company.
- **AK Steel Middletown outage.** We cooperated with AK Steel on its projected second half of 2013 coke needs after a recent blast furnace outage at their Middletown plant. Specifically, due to this outage, we have agreed to manage production at our Haverhill cokemaking facility to be consistent with annual contract maximums and to temporarily scale back coke production at our Middletown facility to name plate capacity levels in the second half of 2013. In addition, we plan to provide AK Steel extended payment terms on December 2013 coke production of 50 thousand tons, resulting in a shift of approximately \$20 million in expected operating cash flow from 2013 to early 2014. Beyond the change in expected cash flow from operations, these anticipated changes are not expected to have a material impact on our coke production, Adjusted EBITDA and earnings per share guidance.

Second Quarter Key Financial Results

- Revenues decreased 12.4 percent in the three months ended June 30, 2013 to 403.7 million primarily due to the pass-through of lower coal prices in our cokemaking business and a \$52.55 per ton decline in average coal sales price partly offset by higher coal sales volume.
- Net income attributable to stockholders decreased \$17.0 million for the three months ended June 30, 2013, to \$5.7 million, or \$0.08 per share, compared with the three months ended June 30, 2012. This decrease is due to the following items:
 - weakness in our Coal Mining segment;
 - increased income attributable to noncontrolling interest due to the IPO of the Partnership; and
 - non-cash accelerated depreciation taken on certain assets at our Indiana Harbor facility due to a change in their estimated useful lives as a major refurbishment is underway.
 - corporate expenses increased \$3.1 million to \$8.7 million for the three months ended June 30, 2013 reflecting increased legal expenses, higher incentive stock compensation and public company costs associated with our master limited partnership.
- Adjusted EBITDA was \$52.4 million in the three months ended June 30, 2013 compared to \$66.8 million in the same period prior year, a decrease of \$14.4 million. This decrease was driven by weakness in our Coal Mining segment.

Items Impacting Comparability

- **Middletown Cokemaking Operations.** We commenced operations at our Middletown, Ohio cokemaking facility in October 2011 and reached full production during the first quarter of 2012. In the three months ended June 30, 2013, the Middletown cokemaking facility produced 158 thousand tons of coke and contributed \$65.0 million and \$18.5

million to revenues and Adjusted EBITDA, respectively. This compares to production of 153 thousand tons of coke and contributions of \$72.0 million and \$14.0 million to revenues and Adjusted EBITDA, respectively, in the three months ended June 30, 2012. In the six months ended June 30, 2013, the Middletown cokemaking facility produced 310 thousand tons of coke and contributed \$135.0 million and \$38.8 million to revenues and Adjusted EBITDA, respectively. This compares to production of 295 thousand tons of coke and contributions of \$140.5 million and \$25.5 million to revenues and Adjusted EBITDA, respectively, in the six months ended June 30, 2012. Middletown revenue for the three and six months ended June 30, 2013 benefited from increased operating cost recovery of \$1.5 million and \$3.6 million, respectively, due to the change from a fixed operating fee per ton to a budgeted amount per ton based on the full recovery of expected operation maintenance costs. Middletown Adjusted EBITDA for the three and six months ended June 30, 2012 included higher costs and lower than expected coal-to-coke yield performance of \$1.5 million and \$5.5 million (\$4.0 million related to start up activities), respectively.

- **Interest Expense, net.** In connection with the closing of the Partnership offering in the first quarter of 2013, the Partnership repaid \$225.0 million of our seven-year term loan ("Term Loan") and we entered into an amendment to our Credit Agreement. The weighted average interest rate for borrowings outstanding under the Term Loan during 2012 was 4.07 percent. In conjunction with the repayment, we incurred a charge of approximately \$2.9 million representing the write-off of unamortized debt issuance costs and original issue discount related to the portion of the Term Loan that was extinguished.

In addition, with the closing of the Partnership offering, the Partnership issued \$150.0 million of senior notes ("Partnership Notes") that have an interest rate of 7.375 percent. The Partnership incurred costs of \$3.7 million related to the issuance of the Partnership Notes relating to fees paid to lenders and certain third parties, of which \$0.8 million were recognized immediately. Comparability of interest expense between periods was affected by higher interest rates partially offset by lower debt balances after the closing of the Partnership offering and related transactions.

- **Indiana Harbor Cokemaking Operations.** In the fourth quarter of 2011, we clarified the interpretation of certain contract and billing items with our customer. As a result, coal spilled during the coke oven charging process ("Pad Coal") may not be subsequently reused for making coke for this customer, unless it is included in the coal blend at zero cost. In the first and second quarters of 2012, the Company recorded approximately \$1.5 million and \$0.5 million in lower of cost or market adjustments on existing Pad Coal inventory and is currently remarketing this Pad Coal to other customers. Also in the first quarter of 2012, in conjunction with the work performed to address the contract and billing issues, the Company recorded a \$2.8 million charge for a reduction in coke inventory.

The initial term of our Indiana Harbor coke sales agreement ends on September 30, 2013. During 2011, in preparation for negotiation of a new long-term contract, we conducted an engineering study to identify major maintenance projects necessary to preserve the production capacity of the facility. We began the work in July 2012 and spent approximately \$14 million in 2012. We expect to spend another \$68 million in 2013 and anticipate spending up to \$85 million in total on the project. While we believe there is a reasonable likelihood that we will reach agreement with our customer for a new long-term contract in which we expect to earn a reasonable return on our investment, such an agreement may not be reached. Additionally, we recorded accelerated depreciation of approximately \$3.1 million and \$7.4 million, respectively, in the three and six months ended June 30, 2013 related to the refurbishment due to the change in estimated useful lives of certain assets being replaced in the project.

- **Income Taxes.** During the first and second quarter of 2013, we recorded \$0.4 million related to prior period adjustments associated with local income taxes due for our Middletown facility; \$1.4 million of additional expense recorded as a result of adjusting our valuation allowance associated with state and local taxes; and \$1.6 million of income tax expense to settle potential obligations under the provisions of our tax sharing agreement with Sunoco. SunCoke will continue to monitor obligations under the provisions of the tax sharing agreement with Sunoco and will record adjustments as an income tax expense with a corresponding payable due to Sunoco. Prior to December 31, 2012, amounts due to Sunoco were reflected as a reduction to SunCoke Energy's equity accounts. We previously estimated our effective tax rate for 2013 to be between 7 percent and 14 percent. As a result of these items, we estimate our full-year effective tax rate to be in the range of 14 percent to 20 percent.

Results of Operations

The following table sets forth amounts from the Consolidated Statements of Income for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30,		Six Months Ended June 30	
	2013	2012	2013	2012
	(Dollars in millions)			
Revenues				
Sales and other operating revenue	\$ 403.6	\$ 460.7	\$ 855.1	\$ 941.3
Other income, net	0.1	0.2	2.5	0.9
Total revenues	403.7	460.9	857.6	942.2
Costs and operating expenses				
Cost of products sold and operating expenses	332.4	377.4	714.8	785.7
Selling, general and administrative expenses	21.8	20.5	42.4	41.2
Depreciation, depletion and amortization	23.4	20.2	47.3	38.6
Total costs and operating expenses	377.6	418.1	804.5	865.5
Operating income	26.1	42.8	53.1	76.7
Interest expense, net	12.1	11.8	27.9	23.8
Income before income tax expense and loss from equity method investment	14.0	31.0	25.2	52.9
Income tax expense	1.1	7.0	5.9	12.3
Loss from equity method investment	0.2	—	0.2	—
Net income	12.7	24.0	19.1	40.6
Less: Net income attributable to noncontrolling interests	7.0	1.3	11.3	1.0
Net income attributable to SunCoke Energy, Inc.	<u>\$ 5.7</u>	<u>\$ 22.7</u>	<u>\$ 7.8</u>	<u>\$ 39.6</u>

Revenues . Our total revenues, net of sales discounts, were \$403.7 million and \$460.9 million for the three months ended June 30, 2013 and 2012 , respectively and \$857.6 million and \$942.2 million for the six months ended June 30, 2013 and 2012 , respectively. The decreases were due primarily to the pass-through of lower coal prices within our Domestic Coke segment as well as an approximately \$50 per ton decrease in coal sales prices in our Coal Mining segment and a decrease in volumes at Indiana Harbor. These decreases were partially offset by increased operating expense recovery in our Domestic Coke segment, specifically at our Middletown facility and higher sales volumes at Middletown and Haverhill.

Costs and Operating Expenses . Total operating expenses were \$377.6 million and \$418.1 million for the three months ended June 30, 2013 and 2012 , respectively and were \$804.5 million and \$865.5 million for the six months ended June 30, 2013 and 2012 , respectively. The decreases in cost of products sold and operating expenses was driven primarily by reduced coal costs in our Domestic Coke segment and reduced mining costs in our Coal Mining segment due to the idling of certain mines and cost containment initiatives. These decreases were partially offset by increased depreciation, depletion and amortization expense due primarily to accelerated depreciation recorded in connection with the refurbishment of our Indiana Harbor facility.

Interest Expense, Net. Interest expense, net was \$12.1 million and \$11.8 million for the three months ended June 30, 2013 and 2012, respectively and \$27.9 million and \$23.8 million for the six months ended June 30, 2013 and 2012, respectively. Concurrent with the IPO, we issued \$150.0 million in Partnership Notes with an interest rate of 7.375 percent and repaid \$225.0 million of the Term Loan. The weighted average interest rate for borrowings outstanding under the Term Loan during 2012 was 4.07 percent.

The increase of \$4.1 million for the six months ended June 30, 2013 was due primarily to a \$2.9 million charge incurred in the six months ended June 30, 2013 for the write-off of unamortized debt issuance costs and original issue discount related to the portion of the term loan extinguished in conjunction with the Partnership offering as well as \$0.8 million of debt issuance costs recognized immediately related to the issuance of \$150.0 million of Partnership Notes. The remaining increase of \$0.4 million was primarily due to higher interest rates partially offset by lower debt balances after the closing of the Partnership offering and related transactions.

Income Taxes . Income tax expense decreased \$5.9 million to \$1.1 million for the three months ended June 30, 2013 compared to \$7.0 million for the corresponding period of 2012. The decrease is due principally to lower overall earnings as well as higher earnings attributable to noncontrolling interests in partnerships resulting from the Partnership offering in January 2013, partially offset by lower nonconventional fuel tax credits due to the expiration of the Haverhill credits on June 30, 2012.

Income tax expense decreased \$6.4 million to \$5.9 million for the six months ended June 30, 2013 compared to \$12.3 million for the corresponding period of 2012. The decrease is due principally to lower overall earnings as well as higher earnings attributable to noncontrolling interests in partnerships resulting from the Partnership offering in January 2013, partially offset by lower nonconventional fuel tax credits due to the expiration of the Haverhill credits on June 30, 2012. In addition, the income tax provision for the six months months ended June 30, 2013 also includes \$0.4 million related to prior period adjustments associated with local income taxes due for our Middletown facility, \$1.4 million of additional valuation allowances associated with state and local taxes, and \$1.6 million to settle potential obligations under the provisions of our tax sharing agreement with Sunoco.

Loss from Equity Method Investment. We recognize our share of earnings in the joint venture on a one-month lag and began recognizing such earnings in the second quarter of 2013. Loss from equity method investment of \$0.2 million in the three and six months ended June 30, 2013 represented our proportionate share of joint venture losses and included incremental depreciation and amortization of \$1.0 million in both periods.

Noncontrolling Interest. Income attributable to noncontrolling interest was \$7.0 million and \$1.3 million for the three months ended June 30, 2013 and 2012, respectively and was \$11.3 million and \$1.0 million for the six months ended June 30, 2013 and 2012, respectively. The increases are primarily due to the IPO of the Partnership during the first quarter of 2013. Income attributable to the noncontrolling interest in the Partnership was approximately \$6.7 million for the three months ended June 30, 2013 and \$11.6 million for the six months ended June 30, 2013. These increases were partially offset by decreased performance at Indiana Harbor which reduced noncontrolling interest by approximately \$1.0 million and \$1.3 million for the three and six months ended June 30, 2013, respectively.

Results of Reportable Business Segments

We report our business results through four segments:

- Domestic Coke consists of our Jewell, Indiana Harbor, Haverhill, Granite City and Middletown cokemaking and heat recovery operations located in Vansant, Virginia, East Chicago, Indiana, Franklin Furnace, Ohio, Granite City, Illinois, and Middletown, Ohio, respectively.
- Brazil Coke consists of our operations in Vitória, Brazil, where we operate a cokemaking facility for a Brazilian subsidiary of ArcelorMittal;
- India Coke consists of our cokemaking joint venture with Visa Steel in Odisha, India.
- Coal Mining consists of our metallurgical coal mining activities conducted in Virginia and West Virginia.

Management believes Adjusted EBITDA is an important measure of operating performance and is used as the primary basis for the Chief Operating Decision Maker (CODM) to evaluate the performance of each of our reportable segments. Adjusted EBITDA should not be considered a substitute for the reported results prepared in accordance with U.S. GAAP. See “Non-GAAP Financial Measures” near the end of this Item .

Segment Financial and Operating Data

The following tables set forth the sales and other operating revenues and Adjusted EBITDA of our segments and operating data for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
(Dollars in millions)				
Sales and other operating revenues:				
Domestic Coke	\$ 375.8	\$ 441.5	\$ 804.0	\$ 893.7
Brazil Coke	8.0	9.0	17.7	19.0
Coal Mining	\$ 19.8	10.2	\$ 33.4	28.6
Coal Mining intersegment sales	\$ 32.9	50.6	\$ 65.1	96.3
Elimination of intersegment sales	(32.9)	(50.6)	(65.1)	(96.3)
Total	<u>\$ 403.6</u>	<u>\$ 460.7</u>	<u>\$ 855.1</u>	<u>\$ 941.3</u>
Adjusted EBITDA ⁽¹⁾:				
Domestic Coke	\$ 61.3	\$ 62.4	\$ 122.4	\$ 117.2
Brazil Coke	1.6	0.7	3.2	0.8
India Coke	0.8	—	0.8	—
Coal Mining	\$ (2.6)	9.3	\$ (7.2)	16.7
Corporate and Other	(8.7)	(5.6)	(14.5)	(12.4)
Total	<u>\$ 52.4</u>	<u>\$ 66.8</u>	<u>\$ 104.7</u>	<u>\$ 122.3</u>
Coke Operating Data:				
Domestic Coke capacity utilization (%)	102	104	101	103
Domestic Coke production volumes (thousands of tons)	1,081	1,095	2,132	2,163
Domestic Coke sales volumes (thousands of tons) ⁽²⁾	1,074	1,074	2,132	2,152
Domestic Coke Adjusted EBITDA per ton ⁽³⁾	\$ 57.08	\$ 58.10	\$ 57.41	\$ 54.46
Brazil Coke production—operated facility (thousands of tons)	217	302	433	660
India Coke sales volumes (thousands of tons) ⁽⁴⁾	26	—	26	—
Coal Operating Data ⁽⁵⁾:				
Coal sales volumes (thousands of tons):				
Internal use	281	285	558	540
Third parties	176	80	272	198
Total	<u>457</u>	<u>365</u>	<u>830</u>	<u>738</u>
Coal production (thousands of tons)	367	401	716	776
Purchased coal (thousands of tons)	91	4	109	23
Coal sales price per ton (excludes transportation costs) ⁽⁶⁾	\$ 114.18	\$ 166.73	\$ 117.33	\$ 169.05
Coal cash production cost per ton ⁽⁷⁾	\$ 117.36	\$ 136.69	\$ 121.96	\$ 143.38
Purchased coal cost per ton ⁽⁸⁾	\$ 109.34	\$ 140.60	\$ 107.32	\$ 80.81
Total coal production cost per ton ⁽⁹⁾	<u>\$ 127.49</u>	<u>\$ 147.81</u>	<u>\$ 133.36</u>	<u>\$ 153.24</u>

(1) See definition of Adjusted EBITDA and reconciliation to GAAP at the end of this Item.

(2) Excludes 1 thousand tons of consigned coke sales in the three months ended June 30, 2012, and 22 thousand and 27 thousand tons of consigned coke sales in the six months ended June 30, 2013 and 2012, respectively.

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

(4) Represents 49% of VISA SunCoke sales volumes.

(5) Includes production from Company and contract-operated mines.

(6) Includes sales to affiliates.

(7) Mining and preparation costs, excluding depreciation, depletion and amortization, divided by coal production volume. Prior periods have been restated for a change in allocation methodology which resulted in additional costs being allocated to purchased coal.

- (8) Costs of purchased raw coal divided by purchased coal volume. Prior periods have been restated for a change in allocation methodology which resulted in additional costs being allocated to purchased coal.
- (9) Cost of mining and preparation costs, purchased raw coal costs, and depreciation, depletion and amortization divided by coal sales volume. Depreciation, depletion and amortization per ton were \$11.68 and \$11.79 for the three months ended June 30, 2013 and 2012, respectively and \$12.45 and \$11.33 for the six months ended June 30, 2013 and 2012, respectively.

Analysis of Segment Results

Three Months Ended June 30, 2013 compared to Three Months Ended June 30, 2012

Domestic Coke

Sales and Other Operating Revenue

Sales and other operating revenue decreased \$65.7 million , or 14.9 percent , to \$375.8 million for the three months ended June 30, 2013 compared to \$441.5 million for the three months ended June 30, 2012 . The decrease was mainly attributable to the pass-through of lower coal prices, which contributed \$68.8 million to the decrease. Lower volumes at Indiana Harbor of approximately 22 thousand tons contributed an additional \$9.2 million to the decrease. The volume decrease was due in part to operational inefficiencies resulting from the on-going refurbishment project. These decreases were partially offset by a 23 thousand ton increase in volumes at our other domestic cokemaking facilities, contributing approximately \$9.1 million to revenues. The remaining increase of \$3.2 million was primarily due to higher operating cost recovery related to the change from a fixed operating fee per ton to a budgeted amount per ton based on the full recovery of expected operation maintenance costs at our Middletown facility.

Adjusted EBITDA

Domestic Coke Adjusted EBITDA decreased \$1.1 million , or 1.8 percent , to \$61.3 million for the three months ended June 30, 2013 compared to \$62.4 million in the same period of 2012. The decrease was primarily due to our Indiana Harbor facility. Lower operating expense recovery at Indiana Harbor contributed \$1.5 million to the decrease in Adjusted EBITDA. Decreased volumes at Indiana Harbor of 22 thousand tons contributed an additional \$1.9 million to the decrease in Adjusted EBITDA. These decreases were offset by increased volumes at our domestic cokemaking facilities other than Indiana Harbor and improved coal-to-coke performance at our domestic cokemaking facilities other than Indiana Harbor which contributed \$1.4 million and \$0.9 million , respectively to Adjusted EBITDA.

Depreciation expense, which is not included in segment profitability, increased \$2.4 million , from \$15.0 million in 2012 to \$17.4 million in 2013, primarily due to accelerated depreciation taken in conjunction with the refurbishment of our Indiana Harbor facility due to changes in the estimated useful lives of certain assets being replaced in the project.

Brazil Coke

Sales and Other Operating Revenue

Sales and other operating revenue decreased \$1.0 million , or 11.1 percent , to \$8.0 million for the three months ended June 30, 2013 compared to \$9.0 million for the same period of 2012 due primarily to a decrease in volumes of 85 thousand tons, or 28.1 percent .

Adjusted EBITDA

Adjusted EBITDA in the Brazil Coke segment increased \$0.9 million , to \$1.6 million for the three months ended June 30, 2013 compared to \$0.7 million for the same period of 2012. The increase is primarily due to favorable comparison to the prior year period, which contained a higher allocation of corporate costs.

Depreciation expense, which is not included in segment profitability, was insignificant in both periods.

India Coke

We recognize our share of earnings in the joint venture on a one-month lag and began recognizing such earnings in the second quarter of 2013. Adjusted EBITDA was \$0.8 million on coke sales of nearly 26 thousand tons. Performance in the period was affected by several factors including iron ore mining restrictions in India which limited steel production, a weak coke pricing environment due to increase Chinese coke imports, and shipping delays and trade finance challenges related to securing our coal supply. We expect these difficulties will continue through third quarter and our focus remains on stabilizing coal supply and managing the operations together with our partner.

Coal Mining

Sales and Other Operating Revenue

Total sales and other operating revenue, including intersegment sales, decreased by \$8.1 million , or 13.3 percent , to \$52.7 million for the three months ended June 30, 2013 compared to \$60.8 million for the same period of 2012. The decrease in sales and other operating revenue is due to a decrease in average coal sales price per ton of \$52.55 from \$166.73 for the three months ended June 30, 2012 to \$114.18 for the same period of 2013, reflecting overall lower coal sales prices.

Third party sales increased \$9.6 million from \$10.2 million for the three months ended June 30, 2012 to \$19.8 million for the three months ended June 30, 2013 . The increase is primarily related to increased volumes of approximately 96 thousand tons, or 120.0 percent , partially offset by a decrease in sale prices of \$17.73 per ton from \$127.75 for the three months ended June 30, 2012 to \$110.02 for the three months ended June 30, 2013.

Sales and other operating revenue is historically generated largely from sales of coal to the Jewell cokemaking facility and our other domestic cokemaking facilities. Intersegment sales decreased \$17.7 million , or 35.0 percent , to \$32.9 million for the three months ended June 30, 2013 compared to \$50.6 million for the same period of 2012 due primarily to a decrease in coal sales price per ton of \$60.85 from \$177.63 for the three months ended June 30, 2012 to \$116.78 for the three months ended June 30, 2013 . Intersegment sales volumes were consistent in both periods.

Adjusted EBITDA

Adjusted EBITDA decreased \$11.9 million , to a loss of \$2.6 million for the three months ended June 30, 2013 from \$9.3 million for the same period of 2012 and was unfavorably impacted by the decline in average coal sales price discussed above. This was partly offset by lower cash production costs of approximately \$20 per ton, reflecting the success of our coal action plan initiatives, which includes idling mines, reducing staff, upgrading equipment and installing a new cyclone system in our coal preparation plant.

The combined impact of these factors resulted in coal production costs decreasing from \$147.81 per ton for the three months ended June 30, 2012 to \$127.49 per ton for the three months ended June 30, 2013 and coal cash production costs decreasing from \$136.69 per ton to \$117.36 per ton in the same periods.

Depreciation expense, which is not included in segment profitability, increased \$1.0 million , from \$4.3 million for the three months ended June 30, 2012 to \$5.3 million for the three months ended June 30, 2013 due primarily to capital expenditures for mining equipment during 2012.

Corporate and Other

Corporate expenses increased \$3.1 million to \$8.7 million for the three months ended June 30, 2013 compared to \$5.6 million in the same period of 2012. The increase in corporate expenses for the three months ended June 30, 2013 was due to various factors including increased stock compensation expense, public company costs associated with our master limited partnership and increased legal costs.

Depreciation expense, which is not included in segment profitability, decreased \$0.2 million , from \$0.8 million for the three months ended June 30, 2012 to \$0.6 million for the three months ended June 30, 2013 .

Six Months Ended June 30, 2013 compared to Six Months Ended June 30, 2012

Domestic Coke

Sales and Other Operating Revenue

Sales and other operating revenue decreased \$89.7 million , or 10.0 percent , to \$804.0 million for the six months ended June 30, 2013 compared to \$893.7 million for the six months ended June 30, 2012 . The decrease was mainly attributable to the pass-through of lower coal prices, which contributed \$89.7 million to the decrease. Lower volumes at Indiana Harbor of approximately 51 thousand tons contributed \$22.0 million to the decrease and were due in part to operational inefficiencies resulting from the on-going refurbishment project. These decreases were partially offset by a 31 thousand ton increase in volumes at our other domestic cokemaking facilities, contributing approximately \$13.0 million to revenues as well as increased energy sales of \$0.8 million . The remaining increase of \$8.2 million was primarily due to increased operating cost recovery, nearly half of which was related to the change from a fixed operating fee per ton to a budgeted amount per ton based on the full recovery of expected operation maintenance costs at our Middletown facility.

Adjusted EBITDA

Domestic Coke Adjusted EBITDA increased \$5.2 million , or 4.4 percent , to \$122.4 million for the six months ended June 30, 2013 compared to \$117.2 million in the same period of 2012. Increased coal-to-coke yields at all our domestic cokemaking facilities and increased volumes at our domestic cokemaking facilities other than Indiana Harbor contributed \$14.6 million and \$2.2 million , respectively to the increase in Domestic Coke Adjusted EBITDA. These increases were partially offset by decreases of \$7.2 million primarily due to increased operating and maintenance costs related to the refurbishment project at our Indiana Harbor facility. Decreased volumes at Indiana Harbor and decreased operating expense recovery across our domestic cokemaking facilities other than Indiana Harbor contributed an additional \$3.2 million and \$1.2 million to the decrease, respectively.

Depreciation expense, which is not included in segment profitability, increased \$6.7 million , from \$28.9 million in 2012 to \$35.6 million in 2013, primarily due to accelerated depreciation taken in conjunction with the refurbishment of our Indiana Harbor facility due to changes in the estimated useful lives of certain assets being replaced in the project.

Brazil Coke

Sales and Other Operating Revenue

Sales and other operating revenue decreased \$1.3 million , or 6.8 percent , to \$17.7 million for the six months ended June 30, 2013 compared to \$19.0 million for the same period of 2012 due primarily to a decrease in volumes of 227 thousand tons, or 34.4 percent .

Adjusted EBITDA

Adjusted EBITDA in the Brazil Coke segment increased \$2.4 million , to \$3.2 million for the six months ended June 30, 2013 compared to \$0.8 million for the same period of 2012. The increase is primarily due to favorable comparison to the prior year period, which contained a higher allocation of corporate costs.

Depreciation expense, which is not included in segment profitability, was insignificant in both periods.

India Coke

We recognize our share of earnings in the joint venture on a one-month lag and began recognizing such earnings in the second quarter of 2013. Adjusted EBITDA was \$0.8 million on coke sales of nearly 26 thousand tons. Performance in the period was affected by several factors including iron ore mining restrictions in India which limited steel production, a weak coke pricing environment due to increase Chinese coke imports, and shipping delays and trade finance challenges related to securing our coal supply. We expect these difficulties will continue through third quarter and our focus remains on stabilizing coal supply and managing the operations together with our partner.

Coal Mining

Sales and Other Operating Revenue

Total sales and other operating revenue, including intersegment sales, decreased by \$26.4 million , or 21.1 percent , to \$98.5 million for the six months ended June 30, 2013 compared to \$124.9 million for the same period of 2012. The decrease in sales and other operating revenue is due to a decrease in average coal sales price per ton of \$51.72 from \$169.05 for the six months ended June 30, 2012 to \$117.33 for the same period of 2013, reflecting overall lower coal sales prices.

Third party sales increased \$4.8 million from \$28.6 million for the six months ended June 30, 2012 to \$33.4 million for the six months ended June 30, 2013 . The increase is primarily related to increased overall third party sales volumes of 74 thousand tons, or 37.4 percent offset by decreased sale prices for our hi-volatile and thermal coal. Sale prices decreased \$24.70 per ton from \$143.51 per ton for six months ended June 30, 2012 to \$118.81 per ton for the six months ended June 30, 2013 .

Sales and other operating revenue is historically generated largely from sales of coal to the Jewell cokemaking facility and our other domestic cokemaking facilities. Intersegment sales decreased \$31.2 million , or 32.4 percent , to \$65.1 million for the six months ended June 30, 2013 compared to \$96.3 million for the same period of 2012 due primarily to a decrease in coal sales price per ton of \$61.82 from \$178.42 for the six months ended June 30, 2012 to \$116.60 for the six months ended June 30, 2013 . This decrease was partially offset by increased volumes of 18 thousand tons, or 3.3 percent .

Adjusted EBITDA

Adjusted EBITDA decreased \$23.9 million , to a loss of \$7.2 million for the six months ended June 30, 2013 from a gain of \$16.7 million for the same period of 2012. Adjusted EBITDA decreased for the six months ended June 30, 2013 due

primarily to the decline in average coal selling price discussed above and a charge of \$0.9 million recorded in relation to a reduction in force. This decrease was partially offset by increased tons sold and lower cash production costs of approximately \$20 per ton, reflecting the success of our coal action plan initiatives, which includes idling mines, reducing staff, upgrading equipment and installing a new cyclone system in our coal preparation plant.

The combined impact of these factors resulted in coal production costs decreasing from \$153.24 per ton for the six months ended June 30, 2012 to \$133.36 per ton for the six months ended June 30, 2013 and coal cash production costs decreasing from \$143.38 per ton in 2012 to 121.96 per ton in 2013.

Depreciation expense, which is not included in segment profitability, increased \$1.9 million, from \$8.4 million for the six months ended June 30, 2012 to \$10.3 million for the six months ended June 30, 2013 due primarily to capital expenditures for mining equipment during 2012.

Corporate and Other

Corporate expenses increased \$2.1 million to \$14.5 million for the six months ended June 30, 2013 compared to \$12.4 million in the same period of 2012. The increase in corporate expenses for the six months ended June 30, 2013 was due to various factors including the favorable settlement of certain litigation, public company costs associated with our master limited partnership and increased legal costs.

Depreciation expense, which is not included in segment profitability, increased \$0.1 million, from \$1.1 million for the six months ended June 30, 2012 to \$1.2 million for the six months ended June 30, 2013 due to assets placed in service during 2012.

Liquidity and Capital Resources

Concurrent with the IPO, SunCoke Energy entered into a Credit Agreement that provides for a seven-year term loan ("Term Loan") in a principal amount of \$300.0 million. The Credit Agreement also provides for up to \$75.0 million in uncommitted incremental facility term loans ("Incremental Facilities") that are available subject to the satisfaction of certain conditions. Concurrent with the IPO, SunCoke Energy issued \$400.0 million aggregate principal amount of senior notes (the "Senior Notes") that bear interest at a rate of 7.625 percent per annum and will mature in 2019 with all principal paid at maturity.

In connection with the closing of the Partnership offering, we received net proceeds from the sale of common units of \$232.0 million and we repaid \$225.0 million of our Term Loan and amended our Credit Agreement. The term of the Credit Agreement was extended to January 2018 and we incurred debt issuance costs of \$0.7 million related to this transaction. As of June 30, 2013, there was \$45.0 million of capacity under the Incremental Facilities. The Credit Agreement also provides for a \$150.0 million revolving facility ("Revolving Facility") that can be used to finance capital expenditures, acquisitions, working capital needs and for other general corporate purposes. As of June 30, 2013, the Revolving Facility had no draws and letters of credit outstanding of \$2.1 million, leaving \$147.9 million available subject to the terms of the Credit Agreement.

In addition, with the closing of the Partnership offering, the Partnership issued \$150.0 million of senior notes ("Partnership Notes"). The Partnership Notes have an interest rate of 7.375 percent and mature on February 1, 2020. The Partnership may redeem some or all of the Notes prior to February 1, 2016 by paying a "make-whole" premium. The Partnership also may redeem some or all of the Notes on or after February 1, 2016 at specified redemption prices. In addition, prior to February 1, 2016, the Partnership may redeem up to 35 percent of the Notes using the proceeds of certain equity offerings. If the Partnership sells certain of its assets or experiences specific kinds of changes in control, subject to certain exceptions, the Partnership must offer to purchase the Partnership Notes. In conjunction with the closing of the Partnership offering, we also entered into a \$100.0 million revolving credit facility with a term extending through January 2018, incurring issuance costs of \$2.2 million. During the six months ended June 30, 2013, net proceeds from the issuance of the Senior Notes were \$146.3 million, which is net of debt issuance costs of \$3.7 million. Of the total debt issuance costs associated with these facilities, approximately \$0.6 million were paid during 2012.

On May 31, 2013, the Partnership paid a quarterly cash distribution totaling \$9.8 million, of which \$4.1 million was paid to public unitholders of the Partnership. On July 23, 2013, the Partnership declared a quarterly cash distribution totaling \$13.5 million, of which \$5.7 million will be paid to public unitholders of the Partnership. The distribution will be paid on August 30, 2013, to unitholders of record on August 15, 2013.

Our primary sources of liquidity are cash on hand, cash from operations and borrowings under the debt financing arrangements described above. We believe these sources will be sufficient to fund our planned operations, including capital expenditures and stock repurchases.

The following table sets forth a summary of the net cash provided by (used in) operating, investing and financing activities for the six months ended June 30, 2013 and 2012 :

	Six Months Ended June 30,	
	2013	2012
	(Dollars in millions)	
Net cash provided by operating activities	\$ 89.0	\$ 86.7
Net cash used in investing activities	(129.1)	(20.7)
Net cash provided by (used in) financing activities	149.0	(3.5)
Net increase in cash and cash equivalents	\$ 108.9	\$ 62.5

Cash Flows from Operating Activities

For the six months ended June 30, 2013 , net cash provided by operating activities was \$89.0 million compared to net cash provided by operating activities of \$86.7 million in the corresponding period of 2012 . The increase was primarily attributable to lower coke inventory of \$21.5 million due to the sale of consigned coke as well as lower coal prices and fewer tons. Further contributing to the increase was an increase in accounts payable of approximately \$6.4 million related to the timing of payments. These increases were partially offset by early settlement of accrued sales discount liability of \$12.4 million and lower net income of \$21.5 million as a result of lower coal prices.

Cash Flows from Investing Activities

Cash used in investing activities of \$129.1 million increased \$108.4 million for the six months ended June 30, 2013 , as compared to the corresponding period of 2012 . The current year period includes our \$67.7 million investment in the Indian joint venture and increased capital expenditures of approximately \$40.7 million related primarily to the refurbishment of our Indiana Harbor facility and environmental remediation projects.

For a more detailed discussion of our capital expenditures, see “Capital Requirements and Expenditures” below.

Cash Flows from Financing Activities

For the six months ended June 30, 2013 , net cash provided by financing activities was \$149.0 million compared to net cash used in financing activities of \$3.5 million for the six months ended June 30, 2012 . During the six months ended June 30, 2013 , we received proceeds of \$237.8 million from the issuance of 13,500,000 common units in SunCoke Energy Partners, L.P., \$150.0 million from the issuance of the Partnership Notes, and \$0.9 million from stock option exercises. These increases were partially offset by the repayment of \$225.0 million of our Term Loan, debt issuance costs of \$6.0 million, the repurchase of 148,121 shares for \$2.4 million and distributions of \$2.2 million to DTE Energy for their interest in our Indiana Harbor cokemaking operations and \$4.1 million to the Partnership's public unitholders.

Capital Requirements, Expenditures and Investments

Capital Requirements and Expenditures

Our cokemaking and coal mining operations are capital intensive, requiring significant investment to upgrade or enhance existing operations and to meet environmental and operational regulations. Our capital requirements have consisted, and are expected to consist, primarily of:

- ongoing capital expenditures required to maintain equipment reliability, the integrity and safety of our coke ovens, steam generators and coal mines and to comply with environmental regulations;
- environmental remediation capital expenditures required to implement design changes to ensure that our existing facilities operate in accordance with existing environmental permits; and
- expansion capital expenditures to acquire and/or construct complementary assets to grow our business and to expand existing facilities, such as projects that increase coal production from existing mines and increase coke production from existing facilities, as well as capital expenditures made to enable the renewal of a coke sales agreement and on which we expect to earn a reasonable return.

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

	Six Months Ended June 30,	
	2013	2012
	(Dollars in millions)	
Ongoing capital	\$ 18.4	\$ 19.8
Environmental remediation capital	7.7	—
Expansion capital ⁽¹⁾ :		
Indiana Harbor	34.6	—
Coal Mining	0.7	0.9
Total	<u>\$ 61.4</u>	<u>\$ 20.7</u>

(1) Excludes the investment in the joint venture

Our capital expenditures for 2013 are now expected to be approximately \$145 million, of which ongoing capital expenditures are anticipated to be approximately \$49 million. Previously, we expected 2013 capital expenditures to be approximately \$133 million, of which ongoing capital expenditures were anticipated to be approximately \$58 million. Ongoing capital expenditures are capital expenditures made to replace partially or fully depreciated assets in order to maintain the existing operating capacity of the assets and/or to extend their useful lives. Ongoing capital expenditures also include new equipment that improves the efficiency, reliability or effectiveness of existing assets. Ongoing capital expenditures do not include normal repairs and maintenance expenses, which are expensed as incurred. In 2013, we now anticipate spending \$68 million for the refurbishment of the Indiana Harbor facility and \$28 million in environmental remediation capital to enhance the environmental performance at our Haverhill and Granite City cokemaking operations. Previously, we anticipated spending \$60 million and \$15 million in 2013 related to refurbishment and environmental remediation, respectively.

Our business is capital intensive, requiring capital to fund the construction or acquisition of assets and to maintain such assets. The level of future capital expenditures will depend on various factors, including market conditions and customer requirements, and may differ from current or anticipated levels. Material changes in capital expenditure levels may impact financial results, including but not limited to the amount of depreciation, interest expense and repair and maintenance expense.

Investments

On March 18, 2013, we completed the transaction to form the joint venture with VISA Steel in India. We invested \$67.7 million to acquire a 49 percent interest in the joint venture, with VISA Steel holding the remaining 51 percent.

On June 26, 2013, the Partnership announced that it reached an agreement in principle to acquire the assets, specified liabilities and business operations of Lakeshore Coal Handling Corporation ("Lakeshore") for a proposed purchase price of \$29.6 million. This investment was not included in our previous guidance.

Off-Balance Sheet Arrangements

The Company has not entered into any transactions, agreements or other contractual arrangements that would result in off-balance sheet liabilities in the current year.

Critical Accounting Policies

There have been no significant changes to our accounting policies during the six months ended June 30, 2013. Please refer to SunCoke Energy, Inc.'s Annual Report on Form 10-K dated February 22, 2013 for a summary of these policies.

Recent Accounting Standards

On January 1, 2013, we adopted ASU 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. This ASU requires the disclosure of changes to accumulated other comprehensive income to be presented by component on the face of the financial statements or in a separate note to the financial statements. This ASU also requires the disclosure of significant items reclassified out of accumulated other comprehensive income to net income during the period either on the face of the financial statements or in a separate note to the financial statements. This standard is effective prospectively for interim and annual periods beginning after December 15, 2012. We have elected to provide the required disclosures in a separate note to the financial statements. See Note 16.

Non-GAAP Financial Measures

In addition to the GAAP results provided in the Quarterly Report on Form 10-Q, we have provided a non-GAAP financial measure, Adjusted EBITDA. Reconciliation from GAAP to the non-GAAP measurement is presented below.

Our management, as well as certain investors, use this non-GAAP measure to analyze our current and expected future financial performance. This measure is not in accordance with, or a substitute for, GAAP and may be different from, or inconsistent with, non-GAAP financial measures used by other companies.

Adjusted EBITDA . 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 fuels 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.

Set forth below is additional detail as to how we use Adjusted EBITDA as a measure of operating performance, as well as a discussion of the limitations of Adjusted EBITDA as an analytical tool.

Operating Performance . Our management uses Adjusted EBITDA to assess our combined financial and operating performance. Adjusted EBITDA helps management identify controllable expenses and make decisions designed to help us meet our current financial goals and optimize our financial performance while neutralizing the impact of capital structure on financial results. Accordingly, we believe this metric is helpful to management in identifying trends in our performance, as it measures financial performance based on operational factors that management can impact in the short-term, namely our cost structure and expenses.

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

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

We explain Adjusted EBITDA and reconcile this non-GAAP financial measure to our net income, which is its most directly comparable financial measure calculated and presented in accordance with GAAP.

Below is a reconciliation of Adjusted EBITDA to its closest GAAP measure:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
(Dollars in millions)				
Adjusted EBITDA attributable to SunCoke Energy, Inc.	\$ 41.7	\$ 65.9	\$ 85.6	\$ 121.9
Add: Adjusted EBITDA attributable to noncontrolling interest ⁽¹⁾	10.7	0.9	19.1	0.4
Adjusted EBITDA	\$ 52.4	\$ 66.8	\$ 104.7	\$ 122.3
Subtract:				
Adjustments to loss from equity method investment	1.0	—	1.0	—
Depreciation, depletion and amortization	23.4	20.2	47.3	38.6
Interest expense, net	12.1	11.8	27.9	23.8
Income tax expense	1.1	7.0	5.9	12.3
Sales discounts provided to customers due to sharing of nonconventional fuel tax credits	2.1	3.8	3.5	7.0
Net income	\$ 12.7	\$ 24.0	\$ 19.1	\$ 40.6

(1) Reflects net income attributable to noncontrolling interest adjusted for the noncontrolling interest share of interest, taxes, depreciation and amortization.

Below is a reconciliation of 2013 Estimated Adjusted EBITDA to its closest GAAP measure:

	2013	
	Low	High
Adjusted EBITDA attributable to SunCoke Energy, Inc.	\$ 165	\$ 190
Add: Adjusted EBITDA attributable to noncontrolling interest ⁽¹⁾	40	40
Estimated 2013 Adjusted EBITDA	\$ 205	\$ 230
Subtract:		
Sales discounts provided to customers due to sharing of nonconventional fuel tax credits	6	6
Adjustments to loss from equity method investment ⁽²⁾	—	3
Estimated 2013 EBITDA	199	221
Subtract:		
Depreciation, depletion and amortization	97	95
Interest expense, net	55	55
Income tax expense	7	14
Net income	\$ 40	\$ 57

(1) Reflects net income attributable to noncontrolling interest adjusted for the noncontrolling interest share of interest, taxes, depreciation and amortization.

(2) Reflects estimated pro-rata 2013 earnings related to our equity method investment in the joint venture.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

We have made forward-looking statements in this Quarterly Report on Form 10-Q, including, among others, in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Such forward-looking statements are based on management’s beliefs and assumptions and on information currently available. Forward-looking statements include the information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, potential growth opportunities, potential operating performance improvements, benefits resulting from our separation from Sunoco, 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.

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

The risk factors discussed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2012 and in subsequent filings could cause our results to differ materially from those expressed in forward-looking statements. There may also be other risks that we are unable to predict at this time. Such risks and uncertainties include, without limitation:

- changes in levels of production, production capacity, pricing and/or margins for metallurgical coal and coke;
- variation in availability, quality and supply of metallurgical coal used in the cokemaking process, including as a result of non-performance by our suppliers;
- changes in the marketplace that may affect supply and demand for our metallurgical coal and/or coke products, including increased exports of coke from China related to reduced export duties and export quotas and increasing competition from alternative steelmaking and cokemaking technologies that have the potential to reduce or eliminate the use of metallurgical coke;
- our dependence on, and relationships with, and other conditions affecting, our customers;
- severe financial hardship or bankruptcy of one or more of our major customers, or the occurrence of a customer default and other events affecting our ability to collect payments from our customers;
- our significant equity interest in the Partnership;
- volatility and cyclical downturns in the carbon steel industry and other industries in which our customers operate;
- our ability to enter into new, or renew existing, long-term agreements upon favorable terms for the supply of metallurgical coke to domestic and/or foreign steel producers;
- our ability to identify acquisitions, execute them under favorable terms, and integrate them into our existing business operations;
- our ability to successfully implement our international growth strategy;
- our ability to realize expected benefits from investments and acquisitions, including our investment in the Indian joint venture;
- age of, and changes in the reliability, efficiency and capacity of the various equipment and operating facilities used in our coal mining and/or cokemaking operations, and in the operations of our major customers, business partners and/or suppliers;
- changes in the expected operating levels of our assets;
- our ability to meet minimum volume requirements, coal-to-coke yield standards and coke quality requirements in our coke sales agreements;
- changes in the level of capital expenditures or operating expenses, including any changes in the level of environmental capital, operating or remediation expenditures;
- our ability to service our outstanding indebtedness;
- our ability to comply with the restrictions imposed by our financing arrangements;
- nonperformance or force majeure by, or disputes with or changes in contract terms with, major customers, suppliers, dealers, distributors or other business partners;

- availability of skilled employees for our coal mining and/or cokemaking operations, and other workplace factors;
- effects of railroad, barge, truck and other transportation performance and costs, including any transportation disruptions;
- effects of adverse events relating to the operation of our facilities and to the transportation and storage of hazardous materials (including equipment malfunction, explosions, fires, spills, and the effects of severe weather conditions);
- our ability to enter into joint ventures and other similar arrangements under favorable terms;
- changes in the availability and cost of equity and debt financing;
- impact on our liquidity and ability to raise capital as a result of changes in the credit ratings assigned to our indebtedness;
- changes in credit terms required by our suppliers;
- risks related to labor relations and workplace safety;
- changes in, or new, statutes, regulations, governmental policies and taxes, or their interpretations, including those relating to environmental matters;
- the existence of hazardous substances or other environmental contamination on property owned or used by us;
- the availability of future permits authorizing the disposition of certain mining waste;
- claims of noncompliance with any statutory and regulatory requirements;
- changes in the status of, or initiation of new litigation, arbitration, or other proceedings to which we are a party or liability resulting from such litigation, arbitration, or other proceedings;
- historical combined and consolidated financial data may not be reliable indicator of future results;
- effects resulting from our separation from Sunoco, Inc.;
- incremental costs as a stand-alone public company;
- our substantial indebtedness;
- certain covenants in our debt documents;
- our ability to secure new coal supply agreements or to renew existing coal supply agreements;
- our ability to acquire or develop coal reserves in an economically feasible manner;
- defects in title or the loss of one or more mineral leasehold interests;
- disruptions in the quantities of coal produced by our contract mine operators;
- our ability to obtain and renew mining permits, and the availability and cost of surety bonds needed in our coal mining operations;
- changes in product specifications for either the coal or coke that we produce;
- changes in insurance markets impacting costs and the level and types of coverage available, and the financial ability of our insurers to meet their obligations;
- changes in accounting rules and/or tax laws or their interpretations, including the method of accounting for inventories, leases and/or pensions;
- changes in financial markets impacting pension expense and funding requirements;
- the accuracy of our estimates of reclamation and other mine closure obligations;
- and effects of geologic conditions, weather, or natural disasters.

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes to the Company's exposure to market risk since December 31, 2012.

Item 4. Controls and Procedures

Management's Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, as of the end of the period covered by this report, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer.

Disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that financial information was processed, recorded and reported accurately.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the three months ended June 30, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The information presented in Note 10 entitled “Commitments and Contingent Liabilities” to our Consolidated Financial Statements within this Quarterly Report on Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

There have been no material changes with respect to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012.

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

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾</u>	<u>Maximum Number of Shares that May Yet Be Purchased under the Plans or Programs ⁽¹⁾</u>
January 1 – 31, 2013	7,110	\$ —	—	2,925,383
February 1 – 28, 2013	86,742	\$ 16.58	80,000	2,845,383
March 1 – 31, 2013	54,132	\$ 16.41	45,000	2,800,383
April 1 – 30, 2013	—	\$ —	—	2,800,383
May 1 – 31, 2013	137	\$ 16.31	—	2,800,383
June 1 – 30, 2013	—	\$ —	—	2,800,383
Total	<u>148,121</u> ⁽²⁾			

(1) On February 29, 2012, we reported that our Board of Directors authorized the repurchase of up to 3,500,000 shares of the Company’s common stock in order to counter the dilutive impact of exercised stock options and the vesting of restricted stock grants. Such authorization expires on December 31, 2015.

(2) Includes shares repurchased to satisfy participants’ tax withholding obligations, pursuant to the terms of our Long-Term Performance Enhancement Plan.

Item 4. Mine Safety Disclosures

The information concerning mine safety violations and other regulatory matters that we are required to report in accordance with Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act is included in Exhibit 95.1 to this Quarterly Report on Form 10-Q.

Item 6. Exhibits

See the Exhibit Index on page 52.

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

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

SIGNATURE

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

SunCoke Energy, Inc.

Dated: July 30, 2013

By: /s/ Mark E. Newman

Mark E. Newman

Senior Vice President and Chief Financial Officer

(As Principal Financial Officer and

Duly Authorized Officer of SunCoke Energy, Inc.)

EXHIBIT INDEX

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

- *31.1 Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- *31.2 Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(a) or Rule 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- *32.1 Chief Executive Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- *32.2 Chief Financial Officer Certification Pursuant to Exchange Act Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- *95.1 Mine Safety Disclosures
- 101 The following financial statements from SunCoke Energy, Inc.'s Quarterly Report on Form 10-Q for the three and six months ended June 30, 2013, filed with the Securities and Exchange Commission on July 30, 2013, formatted in XBRL (eXtensible Business Reporting Language is attached to this report): (i) the Condensed and Consolidated Statements of Operations; (ii) the Condensed and Consolidated Balance Sheets; (iii) the Condensed and Consolidated Statements of Cash Flows; and, (iv) the Notes to Condensed and Consolidated Financial Statements. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

* Filed herewith.

CERTIFICATION

I, Frederick A. Henderson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 of SunCoke Energy, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Frederick A. Henderson
Frederick A. Henderson
Chief Executive Officer and Chairman
July 30, 2013

CERTIFICATION

I, Mark E. Newman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 of SunCoke Energy, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - c. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Mark E. Newman

Mark E. Newman

Senior Vice President and Chief Financial Officer

July 30, 2013

CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
OF SUNCOKE ENERGY, INC.
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Quarterly Report on Form 10-Q of SunCoke Energy, Inc. for the fiscal quarter ended June 30, 2013, I, Frederick A. Henderson, Chief Executive Officer and Chairman of SunCoke Energy, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. This Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of SunCoke Energy, Inc. for the periods presented therein.

/s/ Frederick A. Henderson
Frederick A. Henderson
Chief Executive Officer and Chairman
July 30, 2013

CERTIFICATION OF
CHIEF FINANCIAL OFFICER
OF SUNCOKE ENERGY, INC.
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with this Quarterly Report on Form 10-Q of SunCoke Energy, Inc. for the fiscal quarter ended June 30, 2013, I, Mark E. Newman, Senior Vice President and Chief Financial Officer of SunCoke Energy, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. This Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of SunCoke Energy, Inc. for the periods presented therein.

/s/ Mark E. Newman

Mark E. Newman

Senior Vice President and Chief Financial Officer

July 30, 2013

SunCoke Energy, Inc.
Mine Safety Disclosures for the Quarter Ended June 30, 2013

We are committed to maintaining a safe work environment and working to ensure environmental compliance across all of our operations. The health and safety of our employees and limiting the impact to communities in which we operate are critical to our long-term success. We believe that we employ industry best practices and conduct routine training programs equal to or greater than current regulatory requirements. We also focus additional effort and resources each day and each shift to help ensure that our employees are focused on safety. Furthermore, we employ a structured safety and environmental process that provides a robust framework for managing, monitoring and improving safety and environmental performance.

We have consistently operated our metallurgical coke operations within or near the top quartile for the U.S. Occupational Safety and Health Administration's recordable injury rates as measured and reported by the American Coke and Coal Chemicals Institute. We also have worked to maintain low injury rates reportable to the U.S. Department of Labor's Mine Safety and Health Administration ("MSHA") and won the Sentinels of Safety award for 2008 from MSHA for having the mine with the most employee hours worked without experiencing a lost-time injury in that mine's category.

The following table presents the information concerning mine safety violations and other regulatory matters that we are required to report in accordance with Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Whenever MSHA believes that a violation of the Federal Mine Safety and Health Act of 1977 (the "Mine Act"), any health or safety standard, or any regulation has occurred, it may issue a citation which describes the violation and fixes a time within which the operator must abate the violation. In these situations, MSHA typically proposes a civil penalty, or fine, that the operator is ordered to pay. In evaluating the following table regarding mine safety, investors should take into account factors such as: (1) the number of citations and orders will vary depending on the size of a coal mine, (2) the number of citations issued will vary from inspector to inspector, mine to mine and MSHA district to district and (3) citations and orders can be contested and appealed, and during that process are often reduced in severity and amount, and are sometimes dismissed.

The mine data retrieval system maintained by MSHA may show information that is different than what is provided in the table below. Any such difference may be attributed to the need to update that information on MSHA's system or other factors. Orders and citations issued to independent contractors who work at our mine sites are not reported in the table below. All section references in the table below refer to provisions of the Mine Act.

Mine or Operating Name/MSHA Identification Number ⁽¹⁾	Section 104 S&S Citations (#) ⁽²⁾	Section 104(b) Orders (#) ⁽³⁾	Section 104 (d) Citations and Orders (#) ⁽⁴⁾	Section 110(b) (2) Violations (#) ⁽⁵⁾	Section 107(a) Orders (#) ⁽⁶⁾	Total Dollar Value of MSHA Assessments Proposed (\$) ⁽⁷⁾	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no) ⁽⁸⁾	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no) ⁽⁹⁾	Legal Actions Pending as of Last Day of Period (#) ⁽¹⁰⁾⁽¹¹⁾	Legal Actions Initiated During Period (#) ⁽¹²⁾	Legal Actions Resolved During Period (#) ⁽¹³⁾
4407220/Dominion 44	11	0	0	0	0	\$ 17,812	0	No	No	88	0	0
4406839/Dominion 34	4	0	0	0	0	\$ 7,494	0	No	No	10	2	4
4406748/Dominion 30	21	0	0	0	0	\$ 39,708	0	No	No	123	35	14
4406718/Dominion 26	1	0	0	0	0	\$ 2,498	0	No	No	26	1	23
4406499/Dominion 7	7	0	0	0	0	\$ 1,253	0	No	No	109	0	27
4406759/Dominion 36	12	0	0	0	0	\$ 28,979	0	No	No	393	23	4
4400649/Preparation Plant 2	5	0	0	0	0	\$ 602	0	No	No	n/a	n/a	n/a
4407058/Heavy Equip Shop	0	0	0	0	0	\$ 0	0	No	No	0	0	1
4406716/Central Shop	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
4407239/Flat Rock	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
4407142/Flat Rock Pre Plant	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
4404296/Gardner	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
4407080/Pine Creek	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
4406860/Raven	0	0	0	0	0	\$ 0	0	No	No	n/a	n/a	n/a
Total	61	0	0	0	0	\$ 98,346	0	0	0	749	61	73

- (1) The table does not include the following: (i) facilities which have been idle or closed unless they received a citation or order issued by MSHA, (ii) permitted mining sites where we have not begun operations or (iii) mines that are operated on our behalf by contractors who hold the MSHA numbers and have the MSHA liabilities.
- (2) Alleged violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard.
- (3) Alleged failures to totally abate a citation within the period of time specified in the citation.
- (4) Alleged unwarrantable failure (i.e., aggravated conduct constituting more than ordinary negligence) to comply with a mining safety standard or regulation.
- (5) Alleged flagrant violations issued.
- (6) Alleged conditions or practices which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated.
- (7) Amounts shown include assessments proposed during the quarter ended June 30, 2013 and do not necessarily relate to the citations or orders reflected in this table. Assessments for citations or orders reflected in this table may be proposed by MSHA after June 30, 2013.
- (8) Alleged pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards.
- (9) Alleged potential to have a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards.
- (10) This number reflects legal proceedings which remain pending before the Federal Mine Safety and Health Review Commission (the “FMSHRC”) as of June 30, 2013. The pending legal actions may relate to the citations or orders issued by MSHA during the reporting period or to citations or orders issued in prior periods. The FMSHRC has jurisdiction to hear not only challenges to citations, orders, and penalties but also certain complaints by miners. The number of “pending legal actions” reported here reflects the number of contested citations, orders, penalties or complaints which remain pending as of June 30, 2013.
- (11) The legal proceedings which remain pending before the FMSHRC as of June 30, 2013 are categorized as follows in accordance with the categories established in the Procedural Rules of the FMSHRC:

Mine or Operating Name/MSHA Identification Number	Contests of Citations and Orders (#)	Contests of Proposed Penalties (#)	Complaints for Compensation (#)	Complaints for Discharge, Discrimination or Interference Under Section 105 (#)	Applications for Temporary Relief (#)	Appeals of Judges’ Decisions or Orders (#)
4407220/Dominion 44	9	91	0	0	0	0
4406839/Dominion 34	1	13	0	0	0	0
4406748/Dominion 30	3	110	0	0	0	0
4406718/Dominion 26	0	52	0	0	0	0
4406499/Dominion 7	5	154	0	0	0	0
4406759/Dominion 36	28	335	0	0	0	0
4400649/Preparation Plant 2	0	0	0	0	0	0
4407058/Heavy Equipment Shop	0	0	0	0	0	0

4406716/Central Shop	0	0	0	0	0	0
Total	46	755	0	0	0	0

- (12) This number reflects legal proceedings initiated before the FMSHRC during the quarter ended June 30, 2013. The number of “initiated legal actions” reported here may not have remained pending as of June 30, 2013.
- (13) This number reflects legal proceedings before the FMSHRC that were resolved during the quarter ended June 30, 2013.