SCHNITZER STEEL INDUSTRIES, INC.
Form 10-Q
April 04, 2019

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the Quarterly Period Ended February 28, 2019

Or

o **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 0-22496

SCHNITZER STEEL INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

OREGON **93-0341923**

(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
299 SW Clay Street, Suite 350 Portland, Oregon	**97201**
(Address of principal executive offices)	**(Zip Code)**

(503) 224-9900

(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 x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).
Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer x Accelerated filer o Non-accelerated filer o
Smaller reporting company o Emerging growth company o

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

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

The Registrant had 26,576,489 shares of Class A common stock, par value of $1.00 per share, and 200,000 shares of Class B common stock, par value of $1.00 per share, outstanding as of April 2, 2019.

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FORWARD-LOOKING STATEMENTS

Statements and information included in this Quarterly Report on Form 10-Q by Schnitzer Steel Industries, Inc. (the “Company”) that are not purely historical are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and are made pursuant to the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Except as noted herein or as the context may otherwise require, all references to “we,” “our,” “us,” and “SSI” refer to the Company and its consolidated subsidiaries.

Forward-looking statements in this Quarterly Report on Form 10-Q include statements regarding future events or our expectations, intentions, beliefs and strategies regarding the future, which may include statements regarding trends, cyclicality and changes in the markets we sell into; the Company’s outlook, growth initiatives or expected results or objectives, including pricing, margins, sales volumes and profitability; strategic direction or goals; targets; changes to manufacturing and production processes; the cost of and the status of any agreements or actions related to our compliance with environmental and other laws; expected tax rates, deductions and credits and the impact of federal tax reform; the impact of tariffs, quotas and other trade actions; the realization of deferred tax assets; planned capital expenditures; liquidity positions; ability to generate cash from continuing operations; the potential impact of adopting new accounting pronouncements; obligations under our retirement plans; benefits, savings or additional costs from business realignment, cost containment and productivity improvement programs; and the adequacy of accruals.

Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and often contain words such as “outlook,” “target,” “aim,” “believes,” “expects,” “anticipates,” “intends,” “assumes,” “estimates “may,” “will,” “should,” “could,” “opinions,” “forecasts,” “projects,” “plans,” “future,” “forward,” “potential,” “proba expressions. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking.

We may make other forward-looking statements from time to time, including in reports filed with the Securities and Exchange Commission, press releases, presentations and on public conference calls. All forward-looking statements we make are based on information available to us at the time the statements are made, and we assume no obligation to update any forward-looking statements, except as may be required by law. Our business is subject to the effects of changes in domestic and global economic conditions and a number of other risks and uncertainties that could cause actual results to differ materially from those included in, or implied by, such forward-looking statements. Some of these risks and uncertainties are discussed in “Item 1A. Risk Factors” of Part I of our most recent Annual Report on Form 10-K, as supplemented by our subsequently filed Quarterly Reports on Form 10-Q. Examples of these risks include: potential environmental cleanup costs related to the Portland Harbor Superfund site or other locations; the cyclicality and impact of general economic conditions; changing conditions in global markets including the impact of tariffs, quotas and other trade actions; volatile supply and demand conditions affecting prices and volumes in the markets for both our products and raw materials we purchase; imbalances in supply and demand conditions in the global steel industry; the impact of goodwill impairment charges; the impact of long-lived asset and equity investment impairment charges; inability to achieve or sustain the benefits from productivity, cost savings and restructuring initiatives; difficulties associated with acquisitions and integration of acquired businesses; customer fulfillment of their contractual obligations; increases in the relative value of the U.S. dollar; the impact of foreign currency fluctuations; potential limitations on our ability to access capital resources and existing credit facilities; restrictions on our business and financial covenants under our bank credit agreement; the impact of consolidation in the steel industry; inability to realize expected benefits from investments in technology; freight rates and the availability of transportation; the impact of equipment upgrades, equipment failures and facility damage on production; product liability claims; the impact of legal proceedings and legal compliance; the adverse impact of climate change; the impact of not realizing deferred tax assets; the impact of tax increases and changes in tax rules; the impact of one or more cybersecurity incidents; environmental compliance costs and potential environmental liabilities; inability to obtain or renew business licenses and permits or renew facility leases; compliance with climate change and greenhouse gas emission laws and regulations; reliance on employees subject to collective bargaining agreements; and the impact of the

underfunded status of multiemployer plans in which we participate.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)
SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands, except per share amounts)
(Currency - U.S. Dollar)

	February 28, 2019	August 31, 2018
Assets		
Current assets:		
Cash and cash equivalents	$ 13,173	$4,723
Accounts receivable, net of allowance for doubtful accounts of $2,560 and $2,586	165,307	169,418
Inventories	198,565	205,877
Refundable income taxes	5,184	4,668
Prepaid expenses and other current assets	36,724	63,673
Total current assets	418,953	448,359
Property, plant and equipment, net of accumulated depreciation of $750,949 and $731,561	428,777	415,711
Investments in joint ventures	10,703	11,532
Goodwill	169,439	168,065
Intangibles, net of accumulated amortization of $2,867 and $3,476	4,117	4,358
Deferred income taxes	29,548	30,333
Other assets	25,715	26,459
Total assets	$ 1,087,252	$1,104,817
Liabilities and Equity		
Current liabilities:		
Short-term borrowings	$ 1,215	$1,139
Accounts payable	95,730	128,495
Accrued payroll and related liabilities	20,303	46,410
Environmental liabilities	9,908	6,682
Other accrued liabilities	43,794	71,951
Total current liabilities	170,950	254,677
Deferred income taxes	16,137	11,742
Long-term debt, net of current maturities	161,866	106,237
Environmental liabilities, net of current portion	43,306	47,150
Other long-term liabilities	14,146	14,901
Total liabilities	406,405	434,707
Commitments and contingencies (Note 5)		
Schnitzer Steel Industries, Inc. (“SSI”) shareholders’ equity:		
Preferred stock – 20,000 shares $1.00 par value authorized, none issued	—	—
Class A common stock – 75,000 shares $1.00 par value authorized, 26,575 and 26,502 shares issued and outstanding	26,575	26,502
Class B common stock – 25,000 shares $1.00 par value authorized, 200 and 200 shares issued and outstanding	200	200
Additional paid-in capital	29,135	36,929
Retained earnings	658,424	639,684
Accumulated other comprehensive loss	(37,727)	(37,237)
Total SSI shareholders’ equity	676,607	666,078
Noncontrolling interests	4,240	4,032
Total equity	680,847	670,110

Total liabilities and equity	$ 1,087,252	$ 1,104,817

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited, in thousands, except per share amounts)
(Currency - U.S. Dollar)

	Three Months Ended February 28,		**Six Months Ended February 28,**	
	2019	**2018**	**2019**	**2018**
Revenues	$473,565	$559,443	$1,037,585	$1,042,722
Operating expense:				
Cost of goods sold	414,688	472,462	904,820	878,713
Selling, general and administrative	39,489	53,638	90,908	104,681
(Income) from joint ventures	(184)	(106)	(669)	(556)
Asset impairment charges (recoveries), net	—	—	63	(88)
Restructuring charges and other exit-related activities	536	91	738	191
Operating income	19,036	33,358	41,725	59,781
Interest expense	(2,067)	(2,281)	(3,973)	(4,340)
Other income, net	321	101	344	950
Income from continuing operations before income taxes	17,290	31,178	38,096	56,391
Income tax (expense) benefit	(3,855)	10,577	(7,971)	4,620
Income from continuing operations	13,435	41,755	30,125	61,011
Income (loss) from discontinued operations, net of tax	(138)	164	(210)	129
Net income	13,297	41,919	29,915	61,140
Net income attributable to noncontrolling interests	(405)	(903)	(835)	(1,760)
Net income attributable to SSI	$12,892	$41,016	$29,080	$59,380
Net income per share attributable to SSI:				
Basic:				
Income per share from continuing operations attributable to SSI	$0.47	$1.47	$1.06	$2.14
Income (loss) per share from discontinued operations attributable to SSI	—	0.01	(0.01)	—
Net income per share attributable to SSI	$0.47	$1.48	$1.05	$2.14
Diluted:				
Income per share from continuing operations attributable to SSI	$0.46	$1.42	$1.04	$2.06
Income (loss) per share from discontinued operations attributable to SSI	—	0.01	(0.01)	—
Net income per share attributable to SSI(1)	$0.46	$1.42	$1.03	$2.07
Weighted average number of common shares:				
Basic	27,630	27,797	27,568	27,745
Diluted	28,114	28,805	28,239	28,737
Dividends declared per common share	$0.1875	$0.1875	$0.3750	$0.3750

(1) May not foot due to rounding.

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited, in thousands)
(Currency - U.S. Dollar)

	Three Months Ended February 28,		**Six Months Ended February 28,**	
	2019	**2018**	**2019**	**2018**
Net income	$13,297	$41,919	$29,915	$61,140
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	632	117	(732)	(1,592)
Pension obligations, net	40	(226)	242	(144)
Total other comprehensive income (loss), net of tax	672	(109)	(490)	(1,736)
Comprehensive income	13,969	41,810	29,425	59,404
Less comprehensive income attributable to noncontrolling interests	(405)	(903)	(835)	(1,760)
Comprehensive income attributable to SSI	$13,564	$40,907	$28,590	$57,644

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited, in thousands)
(Currency - U.S. Dollar)

	Common Stock				Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total SSI Shareholders' Equity	Noncontrolling Interests	Total Equity
	Class A		Class B							
	Shares	Amount	Shares	Amount						
Balance as of November 30, 2017	27,003	$27,003	200	$ 200	$ 40,059	$516,842	$ (36,920)	$ 547,184	$ 4,433	$551,617
Net income	—	—	—	—	—	41,016	—	41,016	903	41,919
Other comprehensive loss, net of tax	—	—	—	—	—	—	(109)	(109)	—	(109)
Reclassification of stranded tax effects of the Tax Cuts and Jobs Act	—	—	—	—	—	517	—	517	—	517
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(486)	(486)
Share repurchases	(100)	(100)	—	—	(3,501)	—	—	(3,601)	—	(3,601)
Issuance of restricted stock	3	3	—	—	(3)	—	—	—	—	—
Restricted stock withheld for taxes	—	—	—	—	(37)	—	—	(37)	—	(37)
Share-based compensation expense	—	—	—	—	3,091	—	—	3,091	—	3,091
Purchase of noncontrolling interest	—	—	—	—	—	(183)	—	(183)	(417)	(600)
Cash dividends	—	—	—	—	—	(5,215)	—	(5,215)	—	(5,215)
Balance as of February 28, 2018	26,906	$26,906	200	$ 200	$ 39,609	$552,977	$ (37,029)	$ 582,663	$ 4,433	$587,096

	Common Stock				Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total SSI Shareholders' Equity	Noncontrolling Interests	Total Equity
	Class A		Class B							
	Shares	Amount	Shares	Amount						
Balance as of November 30, 2018	26,826	$26,826	200	$ 200	$ 32,592	$650,695	$ (38,399)	$ 671,914	$ 4,069	$675,983
Net income	—	—	—	—	—	12,892	—	12,892	405	13,297
Other comprehensive income, net of tax	—	—	—	—	—	—	672	672	—	672
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(234)	(234)
Share repurchases	(263)	(263)	—	—	(5,729)	—	—	(5,992)	—	(5,992)
Issuance of restricted stock	13	13	—	—	(13)	—	—	—	—	—
Restricted stock withheld for taxes	(1)	(1)	—	—	(119)	—	—	(120)	—	(120)
Share-based compensation expense	—	—	—	—	2,404	—	—	2,404	—	2,404
Cash dividends	—	—	—	—	—	(5,163)	—	(5,163)	—	(5,163)
Balance as of February 28, 2019	26,575	$26,575	200	$ 200	$ 29,135	$658,424	$ (37,727)	$ 676,607	$ 4,240	$680,847

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited, in thousands)
(Currency - U.S. Dollar)

	Common Stock				**Additional Paid-in Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**	**Total SSI Shareholders' Equity**	**Noncontrolling Interests**	**Total Equity**
	Class A		**Class B**							
	Shares	**Amount**	**Shares**	**Amount**						
Balance as of August 31, 2017	26,859	$26,859	200	$ 200	$ 38,050	$503,770	$ (35,293)	$ 533,586	$ 3,907	$537,493
Net income	—	—	—	—	—	59,380	—	59,380	1,760	61,140
Other comprehensive loss, net of tax	—	—	—	—	—	—	(1,736)	(1,736)	—	(1,736)
Reclassification of stranded tax effects of the Tax Cuts and Jobs Act	—	—	—	—	—	517	—	517	—	517
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(817)	(817)
Share repurchases	(100)	(100)	—	—	(3,501)	—	—	(3,601)	—	(3,601)
Issuance of restricted stock	244	244	—	—	(244)	—	—	—	—	—
Restricted stock withheld for taxes	(97)	(97)	—	—	(2,791)	—	—	(2,888)	—	(2,888)
Share-based compensation expense	—	—	—	—	8,095	—	—	8,095	—	8,095
Purchase of noncontrolling interest	—	—	—	—	—	(183)	—	(183)	(417)	(600)
Cash dividends	—	—	—	—	—	(10,507)	—	(10,507)	—	(10,507)
Balance as of February 28, 2018	26,906	$26,906	200	$ 200	$ 39,609	$552,977	$ (37,029)	$ 582,663	$ 4,433	$587,096

	Common Stock				**Additional Paid-in Capital**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**	**Total SSI Shareholders' Equity**	**Noncontrolling Interests**	**Total Equity**
	Class A		**Class B**							
	Shares	**Amount**	**Shares**	**Amount**						
Balance as of August 31, 2018	26,502	$26,502	200	$ 200	$ 36,929	$639,684	$ (37,237)	$ 666,078	$ 4,032	$670,110
Net income	—	—	—	—	—	29,080	—	29,080	835	29,915
Other comprehensive loss, net of tax	—	—	—	—	—	—	(490)	(490)	—	(490)
Distributions to noncontrolling interests	—	—	—	—	—	—	—	—	(627)	(627)
Share repurchases	(413)	(413)	—	—	(9,674)	—	—	(10,087)	—	(10,087)
Issuance of restricted stock	763	763	—	—	(763)	—	—	—	—	—
Restricted stock withheld for taxes	(277)	(277)	—	—	(7,165)	—	—	(7,442)	—	(7,442)
Share-based compensation expense		—	—	—	9,808	—	—	9,808	—	9,808
Cash dividends	—	—	—	—	—	(10,340)	—	(10,340)	—	(10,340)
Balance as of February 28, 2019	26,575	$26,575	200	$ 200	$ 29,135	$658,424	$ (37,727)	$ 676,607	$ 4,240	$680,847

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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SCHNITZER STEEL INDUSTRIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)
(Currency - U.S. Dollar)

	Six Months Ended February 28,	
	2019	**2018**
Cash flows from operating activities:		
Net income	$29,915	$61,140
Adjustments to reconcile net income to cash provided by (used in) operating activities:		
Depreciation and amortization	26,490	24,682
Asset impairment charges (recoveries), net	63	(88)
Exit-related asset impairments	23	—
Inventory write-down	—	38
Share-based compensation expense	9,808	8,095
Deferred income taxes	4,888	(14,014)
Undistributed equity in earnings of joint ventures	(669)	(556)
Loss on disposal of assets, net	24	252
Unrealized foreign exchange (gain) loss, net	70	(297)
Bad debt expense (recoveries), net	(15)	15
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(3,324)	(62,049)
Inventories	15,795	(49,432)
Income taxes	(517)	1,692
Prepaid expenses and other current assets	(2,503)	2,947
Other long-term assets	430	(82)
Accounts payable	(23,617)	15,186
Accrued payroll and related liabilities	(26,091)	(8,507)
Other accrued liabilities	(8,229)	4,534
Environmental liabilities	(784)	3,620
Other long-term liabilities	78	1,673
Distributed equity in earnings of joint ventures	1,492	520
Net cash provided by (used in) operating activities	23,327	(10,631)
Cash flows from investing activities:		
Capital expenditures	(41,295)	(26,762)
Acquisitions	(1,553)	(2,300)
Joint venture receipts, net	641	3
Proceeds from sale of assets	1,396	1,639
Net cash used in investing activities	(40,811)	(27,420)
Cash flows from financing activities:		
Borrowings from long-term debt	245,770	314,483
Repayment of long-term debt	(190,892)	(249,916)
Payment of debt issuance costs	(96)	—
Repurchase of Class A common stock	(10,087)	(3,601)
Taxes paid related to net share settlement of share-based payment awards	(7,442)	(2,888)
Distributions to noncontrolling interests	(627)	(817)
Purchase of noncontrolling interest	—	(600)
Dividends paid	(10,574)	(10,633)
Net cash provided by financing activities	26,052	46,028

Effect of exchange rate changes on cash	(118)	(257)
Net increase in cash and cash equivalents	8,450	7,720
Cash and cash equivalents as of beginning of period	4,723	7,287
Cash and cash equivalents as of end of period	$13,173	$15,007

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

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	Six Months Ended February 28,	
	2019	**2018**
SUPPLEMENTAL DISCLOSURES:		
Cash paid during the year for:		
Interest	$3,384	$3,703
Income taxes paid, net	$3,398	$5,523
Schedule of noncash investing and financing transactions:		
Purchases of property, plant and equipment included in current liabilities	$9,652	$8,176

The accompanying Notes to the Unaudited Condensed Consolidated Financial Statements are an integral part of these statements.

SCHNITZER STEEL INDUSTRIES, INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Basis of Presentation

The accompanying Unaudited Condensed Consolidated Financial Statements of Schnitzer Steel Industries, Inc. (the "Company") have been prepared pursuant to generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information and the rules and regulations of the United States Securities and Exchange Commission (the "SEC") for Form 10-Q, including Article 10 of Regulation S-X. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. Certain information and note disclosures normally included in annual financial statements have been condensed or omitted pursuant to the rules and regulations of the SEC. In the opinion of management, all normal, recurring adjustments considered necessary for a fair statement have been included. Management suggests that these Unaudited Condensed Consolidated Financial Statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2018. The results for the three and six months ended February 28, 2019 and 2018 are not necessarily indicative of the results of operations for the entire fiscal year.

Accounting Changes

As of the beginning of the first quarter of fiscal 2019, the Company adopted an accounting standards update initially issued in May 2014 that clarifies the principles for recognizing revenue from contracts with customers. The core principle of the new guidance is that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration the entity expects to be entitled to in exchange for those goods or services. The Company adopted the new revenue accounting standard using the modified retrospective approach, which requires recognition of the cumulative effect of initially applying the new requirements as an adjustment to the opening balance of retained earnings in the period of initial application. Adoption of the new requirements did not change the timing of revenue recognition for the Company compared to the previous guidance, and the Company recorded no cumulative-effect adjustment to the opening balance of retained earnings as of September 1, 2018. The Company identified certain scrap purchase and sale arrangements for which it recognized revenue for the gross amount of consideration it expected to be entitled to from the customer (as principal) under the previous revenue guidance, but for which under the new revenue standard it recognizes revenue as the net amount of consideration that it expects to retain after paying the scrap metal supplier (as agent). The foregoing change in the classification of the cost of scrap metal purchased under such arrangements has the effect of reducing the amount of revenue and cost of goods sold reported in the financial statements, while having no impact on net income. If the Company had continued using the accounting guidance in effect before the adoption of the new revenue accounting standard, its consolidated revenues for the three and six months ended February 28, 2019 would have been higher by approximately $7 million and $13 million, respectively, or 1% for each period, and its consolidated cost of goods sold would have been higher by the same amounts, respectively. No other line items in the consolidated financial statements were materially impacted by adoption of the new requirements. Comparative prior period amounts and disclosures continue to be reported in accordance with guidance in effect prior to the date of adoption. See Note 7 - Revenue for the disclosures required under the new standard.

As of the beginning of the first quarter of fiscal 2019, the Company adopted an accounting standards update that amends certain aspects of the reporting model for financial instruments. The most pertinent amendment to the Company is that an entity may choose to measure certain equity investments that do not have readily determinable fair values at cost minus impairment, plus or minus changes resulting from observable price changes. The amendments also require a qualitative assessment to identify impairment of equity investments without readily determinable fair values. Adoption of the requirements had no impact on the Company's consolidated financial position, results of operations and cash flows.

Cash and Cash Equivalents

Cash and cash equivalents include short-term securities that are not restricted by third parties and have an original maturity date of 90 days or less. Included in accounts payable are book overdrafts representing outstanding checks in excess of funds on deposit of $27 million and $28 million as of February 28, 2019 and August 31, 2018, respectively.

Accounts Receivable, net

Accounts receivable represent amounts primarily due from customers on product and other sales. These accounts receivable, which are reduced by an allowance for doubtful accounts, are recorded at the invoiced amount and do not bear interest. The Company extends credit to customers under contracts containing customary and explicit payment terms, and payment is generally required within 30 days of shipment. Nonferrous export sales typically require a deposit prior to shipment. Historically, almost all of the Company’s ferrous export sales have been made with letters of credit. Domestic ferrous metal sales, nonferrous metal sales and finished steel sales are generally made on open account, and the majority of these sales are covered by credit insurance.

The Company evaluates the collectibility of its accounts receivable based on a combination of factors, including whether sales were made pursuant to letters of credit or credit insurance is in place. In cases where management is aware of circumstances that may impair a customer’s ability to meet its financial obligations, management records a specific allowance against amounts due and reduces the receivable to the amount the Company believes will be collected. For all other customers, the Company maintains an allowance that considers the total receivables outstanding, historical collection rates and economic trends. Accounts are written off when all efforts to collect have been exhausted.

Also included in accounts receivable are short-term advances to scrap metal suppliers used as a mechanism to acquire unprocessed scrap metal. The advances are generally repaid with scrap metal, as opposed to cash. Repayments of advances with scrap metal are treated as noncash operating activities in the Unaudited Condensed Consolidated Statements of Cash Flows and totaled $8 million and $6 million for the six months ended February 28, 2019 and 2018, respectively.

Prepaid Expenses

The Company’s prepaid expenses totaled $14 million and $22 million as of February 28, 2019 and August 31, 2018, respectively, and consisted primarily of deposits on capital purchases, prepaid services and prepaid insurance.

Other Assets

The Company’s other assets, exclusive of prepaid expenses, consist primarily of receivables from insurers, an equity investment, debt issuance costs, and notes and other contractual receivables. Other assets are reported within either prepaid expenses and other current assets or other assets in the Unaudited Condensed Consolidated Balance Sheets based on their expected use either during or beyond the current operating cycle of one year from the reporting date. Receivables from insurers totaled $15 million and $36 million as of February 28, 2019 and August 31, 2018, respectively, with the decrease in the first half of fiscal 2019 resulting from the settlement of a contingent loss recorded during fiscal 2018 in connection with lawsuits arising from a motor vehicle collision for which the Company had insurance coverage. See “Contingencies – Other” in Note 5 – Commitments and Contingencies for further discussion of the contingent loss and subsequent settlements in fiscal 2019.

The Company previously invested $6 million in a privately-held waste and recycling entity. The investment does not have a readily determinable fair value and, therefore, is carried at cost and adjusted for impairments and observable price changes. The investment is presented as part of the Auto and Metals Recycling (“AMR”) reportable segment and reported within other assets in the Unaudited Condensed Consolidated Balance Sheets. The carrying value of the investment was $6 million as of February 28, 2019 and August 31, 2018. The Company has not recorded any impairments or upward or downward adjustments to the carrying value of the investment since acquisition.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentration of credit risk consist primarily of cash and cash equivalents, accounts receivable, and notes and other contractual receivables. The majority of cash and cash equivalents is maintained with major financial institutions. Balances with these and certain other institutions exceeded the Federal Deposit Insurance Corporation insured amount of $250,000 as of February 28, 2019. Concentration of credit risk with respect to accounts receivable is limited because a large number of geographically diverse customers make up the Company’s customer base. The Company controls credit risk through credit approvals, limits, insurance, letters of credit or other collateral, cash deposits and monitoring procedures. The Company is exposed to a residual credit risk with respect to open letters of credit by virtue of the possibility of the failure of a bank providing a letter of credit. The Company had $60 million and $58 million of open letters of credit as of February 28, 2019 and August 31, 2018, respectively.

Note 2 - Recent Accounting Pronouncements

In February 2016, an accounting standard was issued that will supersede the existing lease standard and require a lessee to recognize a lease liability and a lease asset on its balance sheet for all leases, including those classified as operating leases under the existing lease standard. The update also expands the required quantitative and qualitative disclosures surrounding leases. Additional updates have been issued since February 2016 amending aspects of the initial update, including providing an additional and optional transition method for adoption. This standard is effective for the Company beginning in fiscal 2020, including interim periods within that fiscal year. The Company expects to initially apply the requirements by recognizing a cumulative-effect adjustment, if any, to the opening balance of retained earnings in the period of adoption. The Company is in the process of analyzing its population of leases within the scope of the new accounting standard and documenting salient lease terms to support the initial and subsequent measurement of lease liabilities and lease assets. The Company is also assessing and implementing changes to its processes, systems, and internal controls as a result of the new guidance. The Company is evaluating the impact of adopting this standard on its financial position, results of operations, cash flows and disclosures, and it expects to recognize a material amount of lease assets and liabilities on its consolidated balance sheet upon adoption.

Note 3 - Inventories

Inventories consisted of the following (in thousands):

	February 28, 2019	**August 31, 2018**
Processed and unprocessed scrap metal	$ 86,120	$ 111,658
Semi-finished goods	16,948	15,551
Finished goods	52,886	39,809
Supplies	42,611	38,859
Inventories	$ 198,565	$ 205,877

Note 4 - Goodwill

The Company evaluates goodwill for impairment annually on July 1 and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value of goodwill may be impaired. There were no triggering events identified during the first half of fiscal 2019 requiring an interim goodwill impairment test. As of February 28, 2019 and August 31, 2018, all but $1 million of the Company’s goodwill was carried by a single reporting unit within AMR.
The gross change in the carrying amount of goodwill for the six months ended February 28, 2019 was as follows (in thousands):

	Goodwill
August 31, 2018	$ 168,065
Acquisition	1,575
Foreign currency translation adjustment	(201)
February 28, 2019	$ 169,439

In the second quarter of fiscal 2019, the Company acquired certain assets of an auto recycling business in northern California for $2 million. The acquisition qualified as a business combination under the accounting rules and resulted in the recognition of $2 million of goodwill during the second quarter of fiscal 2019. The Company allocated the acquired goodwill to the reporting unit within the AMR operating segment which carries nearly all of the Company’s goodwill.
Accumulated goodwill impairment charges were $471 million as of February 28, 2019 and August 31, 2018.

Note 5 - Commitments and Contingencies

Contingencies - Environmental
The Company evaluates the adequacy of its environmental liabilities on a quarterly basis. Adjustments to the liabilities are made when additional information becomes available that affects the estimated costs to study or remediate any environmental issues or expenditures are made for which liabilities were established.

Changes in the Company’s environmental liabilities for the six months ended February 28, 2019 were as follows (in thousands):

Balance as of August 31, 2018	**Liabilities Established (Released), Net**	**Payments and Other**	**Balance as of February 28, 2019**	**Short-Term**	**Long-Term**
$53,832	$ 1,487	$(2,105)	$ 53,214	$ 9,908	$ 43,306

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Recycling Operations

As of February 28, 2019 and August 31, 2018, the Company's recycling operations had environmental liabilities of $53 million and $54 million, respectively, for the potential remediation of locations where it has conducted business or has environmental liabilities from historical or recent activities. The liabilities relate to the investigation and potential future remediation of soil contamination, groundwater contamination, storm water runoff issues and other natural resource damages. Except for Portland Harbor and certain liabilities discussed under Other Legacy Environmental Loss Contingencies immediately below, such liabilities were not individually material at any site.

Portland Harbor

In December 2000, the Company was notified by the United States Environmental Protection Agency ("EPA") under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") that it is one of the potentially responsible parties ("PRPs") that own or operate or formerly owned or operated sites which are part of or adjacent to the Portland Harbor Superfund site (the "Site"). The precise nature and extent of cleanup of any specific areas within the Site, the parties to be involved, the timing of any specific remedial action and the allocation of the costs for any cleanup among responsible parties have not yet been determined. The process of site investigation, remedy selection, identification of additional PRPs and allocation of costs has been underway for a number of years, but significant uncertainties remain. It is unclear to what extent the Company will be liable for environmental costs or natural resource damage claims or third party contribution or damage claims with respect to the Site.

While the Company participated in certain preliminary Site study efforts, it was not party to the consent order entered into by the EPA with certain other PRPs, referred to as the "Lower Willamette Group" ("LWG"), for a remedial investigation/feasibility study ("RI/FS"). During fiscal 2007, the Company and certain other parties agreed to an interim settlement with the LWG under which the Company made a cash contribution to the LWG RI/FS. The LWG has indicated that it had incurred over $115 million in investigation-related costs over an approximately 10 year period working on the RI/FS. Following submittal of draft RI and FS documents which the EPA largely rejected, the EPA took over the RI/FS process.

The Company has joined with approximately 100 other PRPs, including the LWG members, in a voluntary process to establish an allocation of costs at the Site, including the costs incurred by the LWG in the RI/FS process. The LWG members have also commenced federal court litigation, which has been stayed, seeking to bring additional parties into the allocation process.

In January 2008, the Portland Harbor Natural Resource Trustee Council ("Trustee Council") invited the Company and other PRPs to participate in funding and implementing the Natural Resource Injury Assessment for the Site. Following meetings among the Trustee Council and the PRPs, funding and participation agreements were negotiated under which the participating PRPs, including the Company, agreed to fund the first phase of the three-phase natural resource damage assessment. Phase 1, which included the development of the Natural Resource Damage Assessment Plan ("AP") and implementation of several early studies, was substantially completed in 2010. In December 2017, the Company joined with other participating PRPs in agreeing to fund Phase 2 of the natural resource damage assessment, which includes the implementation of the AP to develop information sufficient to facilitate early settlements between the Trustee Council and Phase 2 participants and the identification of restoration projects to be funded by the settlements. In late May 2018, the Trustee Council published notice of its intent to proceed with Phase 3, which will involve the full implementation of the AP and the final injury and damage determination. The Company is proceeding with the process established by the Trustee Council regarding early settlements under Phase 2. It is uncertain whether the Company will enter into an early settlement for natural resource damages or what costs it may incur in any such early settlement.

On January 30, 2017, one of the Trustees, the Confederated Tribes and Bands of the Yakama Nation, which withdrew from the council in 2009, filed a suit against approximately 30 parties, including the Company, seeking reimbursement of certain past and future response costs in connection with remedial action at the Site and recovery of assessment costs related to natural resources damages from releases at and from the Site to the Multnomah Channel and the Lower Columbia River. The parties have filed various motions to dismiss or stay this suit, which motions are pending. The Company intends to defend against the claims in this suit and does not have sufficient information to determine the likelihood of a loss in this matter or to estimate the amount of damages being sought or the amount of such damages that could be allocated to the Company.

Estimates of the cost of remedial action for the cleanup of the in-river portion of the Site have varied widely in various drafts of the FS and in the EPA’s final FS issued in June 2016 ranging from approximately $170 million to over $2.5 billion (net present value), depending on the remedial alternative and a number of other factors. In comments submitted to the EPA, the Company and certain other stakeholders identified a number of serious concerns regarding the EPA’s risk and remedial alternatives assessments, cost estimates, scheduling assumptions and conclusions regarding the feasibility and effectiveness of remediation technologies.

In January 2017, the EPA issued a Record of Decision ("ROD") that identified the selected remedy for the Site. The selected remedy is a modified version of one of the alternative remedies evaluated in the EPA's FS that was expanded to include additional work at a greater cost. The EPA has estimated the total cost of the selected remedy at $1.7 billion with a net present value cost of $1.05 billion (at a 7% discount rate) and an estimated construction period of 13 years following completion of the remedial designs. In the ROD, the EPA stated that the cost estimate is an order-of-magnitude engineering estimate that is expected to be within +50% to -30% of the actual project cost and that changes in the cost elements are likely to occur as a result of new information and data collected during the engineering design. The Company has identified a number of concerns regarding the remedy described in the ROD, which is based on data that is more than a decade old, and the EPA's estimates for the costs and time required to implement the selected remedy. Because of ongoing questions regarding cost effectiveness, technical feasibility, and the use of stale data, it is uncertain whether the ROD will be implemented as issued. In addition, the ROD did not determine or allocate the responsibility for remediation costs among the PRPs.

In the ROD, the EPA acknowledged that much of the data used in preparing the ROD was more than a decade old and would need to be updated with a new round of "baseline" sampling to be conducted prior to the remedial design phase. Accordingly, the ROD provided for additional pre-remedial design investigative work and baseline sampling to be conducted in order to provide a baseline of current conditions and delineate particular remedial actions for specific areas within the Site. This additional sampling needs to occur prior to proceeding with the next phase in the process which is the remedial design. The remedial design phase is an engineering phase during which additional technical information and data will be collected, identified and incorporated into technical drawings and specifications developed for the subsequent remedial action. Moreover, the ROD provided only Site-wide cost estimates and did not provide sufficient detail to estimate costs for specific sediment management areas within the Site. Following issuance of the ROD, EPA proposed that the PRPs, or a subgroup of PRPs, perform the additional investigative work identified in the ROD under a new consent order.

In December 2017, the Company and three other PRPs entered into a new Administrative Settlement Agreement and Order on Consent with EPA to perform such pre-remedial design investigation and baseline sampling over a two year period. The Company estimates that its share of the costs of performing such work will be approximately $2 million, which it recorded to environmental liabilities and selling, general and administrative expense in the consolidated financial statements in the first quarter of fiscal 2018. The Company believes that such costs will be fully covered by existing insurance coverage and, thus, also recorded an insurance receivable for $2 million in the first quarter of fiscal 2018, resulting in no net impact to the Company's consolidated results of operations in that period.

Except for certain early action projects in which the Company is not involved, remediation activities are not expected to commence for a number of years. In addition, as discussed above, responsibility for implementing and funding the remedy will be determined in a separate allocation process. The Company does not expect the next major stage of the allocation process to proceed until after the additional pre-remedial design data is collected.

Because there has not been a determination of the specific remediation actions that will be required, the amount of natural resource damages or the allocation of costs of the investigations and any remedy and natural resource damages among the PRPs, the Company believes it is not possible to reasonably estimate the amount or range of costs which it is likely to or which it is reasonably possible that it will incur in connection with the Site, although such costs could be material to the Company's financial position, results of operations, cash flows and liquidity. Among the facts currently being developed are detailed information on the history of ownership of and the nature of the uses of and activities and operations performed on each property within the Site, which are factors that will play a substantial role in determining the allocation of investigation and remedy costs among the PRPs. The Company has insurance policies that it believes will provide reimbursement for costs it incurs for defense (including the pre-remedial design investigative activities), remediation and mitigation for natural resource damages claims in connection with the Site, although there is no assurance that those policies will cover all of the costs which the Company may incur. As of February 28, 2019 and August 31, 2018, the Company's total liability for its estimated share of the costs of the investigation was $1 million and $2 million, respectively.

The Oregon Department of Environmental Quality is separately providing oversight of voluntary investigations by the Company involving the Company's sites adjacent to the Portland Harbor which are focused on controlling any current "uplands" releases of contaminants into the Willamette River. No liabilities have been established in connection with these investigations because the extent of contamination (if any) and the Company's responsibility for the contamination (if any) have not yet been determined.

Other Legacy Environmental Loss Contingencies

The Company's environmental loss contingencies as of February 28, 2019 and August 31, 2018, other than Portland Harbor, include actual or possible investigation and cleanup costs from historical contamination at sites currently or formerly owned or operated by the Company or at other sites where the Company may have responsibility for such costs due to past disposal or other activities ("legacy environmental loss contingencies"). These legacy environmental loss contingencies relate to the potential remediation of waterways and soil and groundwater contamination and may also involve natural resource damages, governmental fines and penalties and claims by third parties for personal injury and property damage. The Company has been notified that it is or may be a potentially responsible party at certain of these sites, and investigation and cleanup activities are ongoing or may be required in the future. The Company recognizes a liability for such matters when the loss is probable and can be reasonably estimated. Where investigation and cleanup activities are ongoing or where the Company has not yet been identified as having responsibility or the contamination has not yet been identified, it is reasonably possible that the Company may need to recognize additional liabilities in connection with such sites but the Company cannot currently reasonably estimate the possible loss or range of loss absent additional information or developments. Such additional liabilities, individually or in the aggregate, may have a material adverse effect on the Company's results of operations, financial condition or cash flows.

During the first quarter of fiscal 2018, the Company accrued $4 million in expense at its Corporate division for the estimated costs related to remediation of shredder residue disposed of in or around the 1970s at third-party sites located near each other. Investigation activities have been conducted under oversight of the applicable state regulatory agency. As of February 28, 2019 and August 31, 2018, the Company had $4 million accrued for this matter. It is reasonably possible that the Company may recognize additional liabilities in connection with this matter at the time such losses are probable and can be reasonably estimated. The Company currently estimates a range of reasonably possible losses related to this matter in excess of current accruals at between zero and $28 million based on a range of remedial alternatives and subject to development and approval by regulators of a specific remedy implementation plan. The Company is investigating whether a portion or all of the current and future losses related to this matter, if incurred, are covered by existing insurance coverage or may be offset by contributions from other responsible parties.

In addition, the Company's loss contingencies as of February 28, 2019 and August 31, 2018 include $8 million and $6 million, respectively, for the estimated costs related to remediation of soil and groundwater conditions, including penalties, in connection with a closed facility owned and previously operated by an indirect, wholly-owned subsidiary. Investigation activities have been conducted under the oversight of the applicable state regulatory agency, and the Company has also been working with local officials with respect to the protection of public water supplies. It is reasonably possible that the Company may recognize additional liabilities, including penalties, in connection with this matter at the time such additional losses are probable and can be reasonably estimated. However, the Company cannot reasonably estimate at this time the possible loss or range of possible losses associated with this matter pending completion of on-going studies and determination of remediation plans and pending further negotiations to settle the related enforcement matter.

Steel Manufacturing Operations

The Company's steel manufacturing operations had no known environmental liabilities as of February 28, 2019 and August 31, 2018.

The steel mill's electric arc furnace generates dust ("EAF dust") that is classified as hazardous waste by the EPA because of its zinc and lead content. As a result, the Company captures the EAF dust and ships it in specialized rail cars to firms that apply treatments that allow for the ultimate disposal of the EAF dust.

The Company's steel mill has an operating permit issued under Title V of the Clean Air Act Amendments of 1990, which governs certain air quality standards. The permit is based on an annual production capacity of 950 thousand tons. The Company's permit was first issued in 1998 and has since been renewed through February 1, 2018. The permit renewal process occurs every five years, and the renewal process is underway; however, the existing permit is extended by administrative rule until the current renewal process is finalized.

Summary - Environmental Contingencies

With respect to environmental contingencies other than the Portland Harbor Superfund site and the other legacy environmental loss contingencies, which are discussed separately above, management currently believes that adequate provision has been made for the potential impact of these issues and that the ultimate outcomes will not have a material adverse effect on the Company's consolidated financial statements as a whole. Historically, the amounts the

Company has ultimately paid for such remediation activities have not been material in any given period, but there can be no assurance that such amounts paid will not be material in the future.

Contingencies - Other

Schnitzer Southeast, LLC (a wholly-owned subsidiary of the Company, "SSE"), an SSE employee, the Company and one of the Company's insurance carriers had been named as defendants in five separate wrongful death lawsuits filed in the State of Georgia arising from an accident in 2016 in Alabama involving a tractor trailer driven by the SSE employee and owned by SSE. In the first quarter of fiscal 2019, the Company settled two of the five lawsuits for a total of $20 million, which amount has been paid and was substantially covered by insurance. In addition to amounts accrued for the two lawsuits settled and paid in the first quarter of fiscal 2019, the Company accrued $10 million reflecting its estimate of the probable loss related to the three unresolved lawsuits and recorded a $10 million insurance receivable in fiscal 2018, resulting in no net impact to the Company's consolidated results of operations. It is reasonably possible that the Company may recognize additional losses in connection with these unresolved lawsuits at the time such additional losses are probable and can be reasonably estimated. Such additional losses may be material to the Company's consolidated financial statements. To the extent that circumstances change and the Company determines that an additional loss is reasonably possible, can be reasonably estimated, and is material, the Company would then disclose an estimate of the additional possible loss or range of loss. The Company believes that such additional losses, if incurred, would be substantially covered by existing insurance coverage.

The Company is a party to various legal proceedings arising in the normal course of business. The Company recognizes a liability for such matters when the loss is probable and can be reasonably estimated. The Company does not anticipate that the resolution of legal proceedings arising in the normal course of business, after taking into consideration expected insurance recoveries, will have a material adverse effect on its results of operations, financial condition, or cash flows.

Note 6 - Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss, net of tax, comprise the following (in thousands):

	Three Months Ended February 28, 2019			**Three Months Ended February 28, 2018**		
	Foreign Currency Translation Adjustments	**Pension Obligations, Net**	**Total**	**Foreign Currency Translation Adjustments**	**Pension Obligations, Net**	**Total**
Balances - December 1 (Beginning of period)	$(35,493)	$ (2,906)	$(38,399)	$(33,537)	$ (3,383)	$(36,920)
Other comprehensive income before reclassifications	632	—	632	117	—	117
Income tax (expense) benefit	—	—	—	—	—	—
Other comprehensive income before reclassifications, net of tax	632	—	632	117	—	117
Amounts reclassified from accumulated other comprehensive loss	—	52	52	—	77	77
Income tax benefit	—	(12)	(12)	—	(303)	(303)
Amounts reclassified from accumulated other comprehensive loss, net of tax	—	40	40	—	(226)	(226)
Net periodic other comprehensive income (loss)	632	40	672	117	(226)	(109)
Balances - February 28 (End of period)	$(34,861)	$ (2,866)	$(37,727)	$(33,420)	$ (3,609)	$(37,029)

	Six Months Ended February 28, 2019			**Six Months Ended February 28, 2018**		
	Foreign Currency Translation Adjustments	**Pension Obligations, Net**	**Total**	**Foreign Currency Translation Adjustments**	**Pension Obligations, Net**	**Total**
Balances - September 1 (Beginning of period)	$(34,129)	$ (3,108)	$(37,237)	$(31,828)	$ (3,465)	$(35,293)
Other comprehensive income (loss) before reclassifications	(732)	208	(524)	(1,592)	(185)	(1,777)
Income tax (expense) benefit	—	(46)	(46)	—	227	227
Other comprehensive income (loss) before reclassifications, net of tax	(732)	162	(570)	(1,592)	42	(1,550)
Amounts reclassified from accumulated other comprehensive loss	—	104	104	—	140	140
Income tax benefit	—	(24)	(24)	—	(326)	(326)
Amounts reclassified from accumulated other comprehensive loss, net of tax	—	80	80	—	(186)	(186)
Net periodic other comprehensive income (loss)	(732)	242	(490)	(1,592)	(144)	(1,736)
Balances - February 28 (End of period)	$(34,861)	$ (2,866)	$(37,727)	$(33,420)	$ (3,609)	$(37,029)

In the second quarter of fiscal 2018, the Company adopted an accounting standard update that allows for a reclassification from accumulated other comprehensive income (“AOCI”) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (“Tax Act”) enacted on December 22, 2017. Reclassifications from AOCI to retained earnings for stranded tax effects in the second quarter of fiscal 2018, both individually and in the aggregate, were not material. Reclassifications from AOCI to earnings, both individually and in the aggregate, were not material to the impacted captions in the Unaudited Condensed Consolidated Statements of Income for all periods presented.

Note 7 - Revenue

The Company recognizes revenue upon satisfying its promises to transfer goods or services to customers under the terms of its contracts. Nearly all of these promises, referred to as performance obligations, consist of the transfer of physical goods, including ferrous and nonferrous recycled scrap metal, autobodies, auto parts, and finished steel products, to customers. These performance obligations are satisfied at the point in time the Company transfers control of the goods to the customer, which in nearly all cases is when title to and risk of loss of the goods transfer to the customer. The timing of transfer of title and risk of loss is dictated by customary or explicitly stated contract terms. For example, the Company recognizes revenue on partially loaded bulk shipments of ferrous recycled scrap metal when contractual terms support revenue recognition based on transfer of title and risk of loss. The significant majority of the Company’s sales involve transfer of control to the customer, and thus revenue recognition, before delivery to the customer’s destination; for example, upon release of the goods to the shipper. Shipping and handling activities that occur after a customer has obtained control of a good are accounted for as fulfillment costs rather than an additional promise in a contract. As such, shipping and handling consideration (freight revenue) is recognized when control of the goods transfers to the customer, and freight expense is accrued when the related revenue is recognized.

In certain regional markets, the Company enters into contracts whereby it arranges for, or brokers, the transfer of scrap material between scrap suppliers and end customers. For transactions in which the Company obtains substantive control of the scrap material before the goods are transferred to the end customer, for example by arranging for the processing or warehousing of the material, the Company recognizes revenue equal to the gross amount of the consideration it expects to receive from the customer (as principal). Alternatively, for transactions in which the Company does not obtain substantive control of the scrap material before the product is transferred to the end customer, the Company recognizes revenue equal to the net amount of the consideration it expects to retain after paying the supplier for the purchase of the scrap metal (as agent). The Company is the agent in the transaction for the substantial majority of brokerage arrangements.

Nearly all of the Company’s sales contracts reflect market pricing at the time the contract is executed, are one year or less, and generally provide for shipment within 30 to 60 days after the price has been agreed upon with the customer. The Company’s retail auto parts sales are at listed prices and are recognized at the point of sale.

The Company recognizes revenue based on contractually stated selling prices and quantities shipped, adjusted for estimated claims and discounts. Claims are customary in the recycled scrap metal industry and arise from variances in the quantity or quality of delivered products. Revenue adjustments may be required if the settlement of claims exceeds original estimates. Discounts offered to certain finished steel customers qualify as variable consideration as the discounts are contingent upon future events. Variable consideration arising from discounts is recognized upon the transfer of finished steel products to customers based upon either the expected value or the most likely amount and was not material for the three and six months ended February 28, 2019. The Company experiences very few sales returns and, therefore, no material provisions for returns have been made when sales are recognized. During the three and six months ended February 28, 2019, revenue adjustments related to performance obligations that were satisfied in previous periods were not material.

Disaggregation of Revenues

The table below illustrates the Company's revenues disaggregated by major product and sales destination for each reportable segment (in thousands):

	Three Months Ended February 28, 2019			
	AMR	**CSS**	**Intersegment Revenues**	**Total**
Revenues by major product:				
Ferrous	$257,488	$7,120	$ (2,641)	$261,967
Nonferrous	99,484	9,115	(257)	108,342
Steel	—	74,025	—	74,025
Retail and other	29,093	138	—	29,231
Total revenues	$386,065	$90,398	$ (2,898)	$473,565
Revenues based on sales destination:				
Foreign	$217,057	$16,023	$ —	$233,080
Domestic	169,008	74,375	(2,898)	240,485
Total revenues	$386,065	$90,398	$ (2,898)	$473,565

	Six Months Ended February 28, 2019			
	AMR	**CSS**	**Intersegment Revenues**	**Total**
Revenues by major product:				
Ferrous	$556,300	$26,863	$ (5,149)	$578,014
Nonferrous	203,665	18,146	(527)	221,284
Steel	—	175,362	—	175,362
Retail and other	62,512	413	—	62,925
Total revenues	$822,477	$220,784	$ (5,676)	$1,037,585
Revenues based on sales destination:				
Foreign	$480,568	$44,154	$ —	$524,722
Domestic	341,909	176,630	(5,676)	512,863
Total revenues	$822,477	$220,784	$ (5,676)	$1,037,585

Receivables from Contracts with Customers

The revenue accounting standard defines a receivable as an entity's right to consideration that is unconditional, meaning that only the passage of time is required before payment is due. As of February 28, 2019 and August 31, 2018, receivables from contracts with customers, net of an allowance for doubtful accounts, totaled $161 million and $164 million, respectively, representing 98% and 97%, respectively, of total accounts receivable reported on the Unaudited Condensed Consolidated Balance Sheets.

Contract Liabilities

Contract consideration received from a customer prior to revenue recognition is recorded as a contract liability and is recognized as revenue when the Company satisfies the related performance obligation under the terms of the contract. The Company's contract liabilities consist almost entirely of customer deposits for recycled scrap metal sales contracts, which are reported within accounts payable on the Unaudited Condensed Consolidated Balance Sheets and totaled $4 million and $9 million as of February 28, 2019 and August 31, 2018, respectively. Unsatisfied performance obligations reflected in these contract liabilities relate to contracts with original expected durations of one year or less. During the three and six months ended February 28, 2019, the Company reclassified $1 million and $8 million, respectively, in customer deposits as of August 31, 2018 to revenues as a result of satisfying performance obligations during the respective periods.

Note 8 - Share-Based Compensation

In the first quarter of fiscal 2019, as part of the annual awards under the Company's Long-Term Incentive Plan, the Compensation Committee of the Company's Board of Directors ("Compensation Committee") granted 261,642 restricted stock units ("RSUs") and 254,620 performance share awards to the Company's key employees and officers under the Company's 1993 Amended and Restated Stock Incentive Plan ("SIP").

The RSUs have a five-year term and vest 20% per year commencing on October 31, 2019. The aggregate fair value of all of the RSUs granted was based on the market closing price of the underlying Class A common stock on the grant date and totaled $7 million. The compensation expense associated with the RSUs is recognized over the requisite service period of the awards, net of forfeitures, or to the date retirement eligibility is achieved (if before the end of the service period).

The performance share awards comprise two separate and distinct awards with different vesting conditions.

The Compensation Committee granted 123,812 performance share awards based on a relative Total Shareholder Return ("TSR") metric over a performance period spanning November 15, 2018 to August 31, 2021. Award share payouts range from a threshold of 50% to a maximum of 200% based on the relative ranking of the Company's TSR among a designated peer group of 16 companies. The TSR award stipulates certain limitations to the payout in the event the payout reaches a defined ceiling level or the Company's TSR is negative. The TSR awards contain a market condition and, therefore, once the award recipients complete the requisite service period, the related compensation expense based on the grant-date fair value is not changed, regardless of whether the market condition has been satisfied. The estimated fair value of the TSR awards at the date of grant was $4 million. The Company estimated the fair value of the TSR awards using a Monte-Carlo simulation model utilizing several key assumptions including expected Company and peer company share price volatility, correlation coefficients between peers, the risk-free rate of return, the expected dividend yield and other award design features.

The remaining 130,808 performance share awards have a three-year performance period consisting of the Company's 2019, 2020 and 2021 fiscal years. The performance targets are based on the Company's return on capital employed over the three-year performance period, with award payouts ranging from a threshold of 50% to a maximum of 200%. The fair value of the awards granted was based on the market closing price of the underlying Class A common stock on the grant date and totaled $4 million.

The compensation expense associated with performance share awards is recognized over the requisite service period, net of forfeitures. Performance share awards will be paid in Class A common stock as soon as practicable after the end of the requisite service period and vesting date of October 31, 2021.

In the second quarter of fiscal 2019, the Company granted deferred stock units ("DSUs") to each of its non-employee directors under the Company's SIP. Each DSU gives the director the right to receive one share of Class A common stock at a future date. The grant included an aggregate of 31,218 shares that will vest in full on the day before the Company's 2020 annual meeting of shareholders, subject to continued Board service. The total value of these awards at the grant date was $1 million.

Note 9 - Income Taxes

On December 22, 2017, the President of the United States signed and enacted into law comprehensive tax legislation commonly referred to as the Tax Act, which, except for certain provisions, is effective for tax years beginning on or after January 1, 2018. The Tax Act's primary change is a reduction in the federal statutory corporate tax rate from 35% to 21%, resulting in a pro rata reduction for the Company from 35% to 25.7% for fiscal 2018 and a full reduction to 21% for fiscal 2019. As a change in tax law is accounted for in the period of enactment, the Company recognized a discrete benefit of $7 million in the second quarter of fiscal 2018 due to the revaluation of U.S. net deferred tax liabilities to reflect the lower statutory rate. The Company's effective tax rate in the second quarter and first six months of fiscal 2018 also reflected application of the Tax Act’s lower federal statutory corporate tax rate to fiscal 2018 projected taxable income at the time. The Company’s accounting for the impacts of the Tax Act was complete as of November 30, 2018.

Effective Tax Rate

The Company’s effective tax rate from continuing operations for the second quarter and first six months of fiscal 2019 was an expense of 22.3% and 20.9%, respectively, compared to a benefit of 33.9% and 8.2%, respectively, for the comparable prior year periods. The Company reported a tax benefit on pre-tax income for the second quarter and first six months of fiscal 2018 primarily due to the discrete benefits recorded in the second quarter of fiscal 2018 comprising $7 million resulting from enactment of the Tax Act and $7 million from the release of valuation allowances against certain deferred tax assets.

Valuation Allowances

The Company assesses the realizability of its deferred tax assets on a quarterly basis through an analysis of potential sources of future taxable income, including prior year taxable income available to absorb a carryback of tax losses, reversals of existing taxable temporary differences, tax planning strategies, and forecasts of taxable income. The Company considers all negative and positive evidence, including the weight of the evidence, to determine if valuation allowances against deferred tax assets are required. As discussed above in this section, in the second quarter of fiscal 2018, the Company released valuation allowances against certain U.S. federal and state deferred tax assets resulting in a discrete tax benefit of $7 million. The release of these valuation allowances was the result of sufficient positive evidence at the time, including cumulative income in recent years and projections of future taxable income based primarily on the Company's improved financial performance, that it is more-likely-than-not that the deferred tax assets will be realized. The Company continues to maintain valuation allowances against certain U.S. federal, state, Canadian and all Puerto Rican deferred tax assets.

The Company files federal and state income tax returns in the U.S. and foreign tax returns in Puerto Rico and Canada. For U.S. federal income tax returns, fiscal years 2014 to 2018 remain subject to examination under the statute of limitations.

Note 10 - Net Income Per Share

The following table sets forth the information used to compute basic and diluted net income per share attributable to SSI (in thousands):

	Three Months Ended February 28,		Six Months Ended February 28,	
	2019	**2018**	**2019**	**2018**
Income from continuing operations	$13,435	$41,755	$30,125	$61,011
Net income attributable to noncontrolling interests	(405)	(903)	(835)	(1,760)
Income from continuing operations attributable to SSI	13,030	40,852	29,290	59,251
Income (loss) from discontinued operations, net of tax	(138)	164	(210)	129
Net income attributable to SSI	$12,892	$41,016	$29,080	$59,380
Computation of shares:				
Weighted average common shares outstanding, basic	27,630	27,797	27,568	27,745
Incremental common shares attributable to dilutive performance share, RSU and DSU awards	484	1,008	671	992
Weighted average common shares outstanding, diluted	28,114	28,805	28,239	28,737

Common stock equivalent shares of 313,956 and 159,417 were considered antidilutive and were excluded from the calculation of diluted net income per share for the three and six months ended February 28, 2019, respectively. An insignificant number of common stock equivalent shares were considered antidilutive for the three and six months ended February 28, 2018.

Note 11 - Related Party Transactions

The Company purchases recycled metal from its joint venture operations at prices that approximate fair market value. These purchases totaled $3 million and $4 million for the three months ended February 28, 2019 and 2018, respectively, and $7 million for the six months ended February 28, 2019 and 2018.

Note 12 - Segment Information

The accounting standards for reporting information about operating segments define an operating segment as a component of an enterprise that engages in business activities from which it may earn revenues and incur expenses for which discrete financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company’s internal organizational and reporting structure includes two operating and reportable segments: the Auto and Metals Recycling (“AMR”) business and the Cascade Steel and Scrap (“CSS”) business.

AMR acquires and recycles ferrous and nonferrous scrap metal for sale to foreign and domestic metal producers, processors and brokers, and procures salvaged vehicles and sells serviceable used auto parts from these vehicles through a network of self-service auto parts stores. These auto parts stores also supply the Company's shredding facilities with autobodies that are processed into saleable recycled scrap metal.

CSS operates a steel mini-mill that produces a range of finished steel long products using recycled scrap metal and other raw materials. CSS's steel mill obtains substantially all of its recycled scrap metal raw material requirements from its integrated metals recycling and joint venture operations. CSS's metals recycling operations also sell recycled metal to external customers primarily in export markets.

The Company holds noncontrolling ownership interests in joint ventures, which are either in the metals recycling business or are suppliers of unprocessed metal. The joint ventures sell recycled scrap metal to AMR and to CSS at prices that approximate local market rates, which produces intercompany profit. This intercompany profit is eliminated while the products remain in inventory and is not recognized until the finished products are sold to third parties. The Company's allocable portion of the results of these joint ventures is reported within the segment results. As of February 28, 2019 and August 31, 2018, the Company had two 50%-owned joint venture interests, one presented as part of AMR operations, and one presented as part of CSS operations. Income from joint ventures for the three and six months ended February 28, 2018 includes the results of two additional 50% joint venture interests presented as part of AMR operations which dissolved in the fourth quarter of fiscal 2018.

Intersegment sales from AMR to CSS are made at prices that approximate local market rates. These intercompany sales tend to produce intercompany profit which is not recognized until the finished products are ultimately sold to third parties.

The information provided below is obtained from internal information that is provided to the Company's chief operating decision maker for the purpose of corporate management. The Company uses segment operating income to measure segment performance. The Company does not allocate corporate interest income and expense, income taxes and other income and expense to its reportable segments. Certain expenses related to shared services that support operational activities and transactions are allocated from Corporate to the segments. Unallocated Corporate expense consists primarily of expense for management and certain administrative services that benefit both reportable segments. In addition, the Company does not allocate certain items to segment operating income because management does not include the information in its measurement of the performance of the operating segments. Such unallocated items include restructuring charges and other exit-related activities, activities related to legacy environmental matters, and provisions for certain legal matters. Because of the unallocated income and expense, the operating income of each reportable segment does not reflect the operating income the reportable segment would report as a stand-alone business. The results of discontinued operations are excluded from segment operating income and are presented separately, net of tax, from the results of ongoing operations for all periods presented.

The table below illustrates the Company's revenues from continuing operations by reportable segment (in thousands):

	Three Months Ended February 28,		**Six Months Ended February 28,**	
	2019	**2018**	**2019**	**2018**
Revenues:				
AMR:				
Revenues	$386,065	$449,785	$822,477	$847,839
Less intersegment revenues	(2,898)	(7,056)	(5,676)	(11,815)
AMR external customer revenues	383,167	442,729	816,801	836,024
CSS:				
Revenues	90,398	116,714	220,784	206,698
Total revenues	$473,565	$559,443	$1,037,585	$1,042,722

The table below illustrates the reconciliation of the Company's segment operating income to income from continuing operations before income taxes (in thousands):

	Three Months Ended February 28,		Six Months Ended February 28,	
	2019	**2018**	**2019**	**2018**
AMR	$21,741	$45,132	$44,758	$80,304
CSS	5,768	5,413	17,686	13,889
Segment operating income	27,509	50,545	62,444	94,193
Restructuring charges and other exit-related activities	(536)	(91)	(738)	(191)
Corporate and eliminations	(7,937)	(17,096)	(19,981)	(34,221)
Operating income	19,036	33,358	41,725	59,781
Interest expense	(2,067)	(2,281)	(3,973)	(4,340)
Other income, net	321	101	344	950
Income from continuing operations before income taxes	$17,290	$31,178	$38,096	$56,391

The following is a summary of the Company's total assets by reportable segment (in thousands):

	February 28, 2019	**August 31, 2018**
AMR(1)	$1,497,819	$1,485,626
CSS(1)	751,996	740,967
Total segment assets	2,249,815	2,226,593
Corporate and eliminations(2)	(1,162,563)	(1,121,776)
Total assets	$1,087,252	$1,104,817

(1) AMR total assets include $3 million and $4 million for an investment in a joint venture as of February 28, 2019 and August 31, 2018, respectively. CSS total assets include $8 million for an investment in a joint venture as of February 28, 2019 and August 31, 2018.

(2) The substantial majority of Corporate and eliminations total assets consist of Corporate intercompany payables to the Company's operating segments and intercompany eliminations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section includes a discussion of our operations for the three and six months ended February 28, 2019 and 2018. The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our financial condition and results of operations. The discussion should be read in conjunction with our Annual Report on Form 10-K for the year ended August 31, 2018, and the Unaudited Condensed Consolidated Financial Statements and the related Notes thereto included in Part I, Item 1 of this report.

General

Founded in 1906, Schnitzer Steel Industries, Inc. ("SSI"), an Oregon corporation, is one of North America's largest recyclers of ferrous and nonferrous scrap metal, including end-of-life vehicles, and a manufacturer of finished steel products.

Our internal organizational and reporting structure includes two operating and reportable segments: the Auto and Metals Recycling ("AMR") business and the Cascade Steel and Scrap ("CSS") business.

AMR sells ferrous and nonferrous recycled scrap metal in both foreign and domestic markets. AMR acquires, processes and recycles autobodies, rail cars, home appliances, industrial machinery, manufacturing scrap and construction and demolition scrap through its 90 auto and metals recycling facilities. Our largest source of autobodies is our own network of retail auto parts stores, which operate under the commercial brand-name Pick-n-Pull. AMR procures salvaged vehicles and sells serviceable used auto parts from these vehicles through its 51 self-service auto parts stores located across the U.S. and Western Canada. Upon acquiring a salvaged vehicle, we remove catalytic converters, aluminum wheels and batteries for separate processing and sale prior to placing the vehicle in our retail lot. After retail customers have removed desired parts from a vehicle, we may remove remaining major component parts containing ferrous and nonferrous materials, which are primarily sold to wholesalers. The remaining autobodies are crushed and shipped to our metals recycling facilities to be shredded, or sold to third parties where geographically more economical. AMR then processes mixed and large pieces of scrap metal into smaller pieces by crushing, torching, shearing, shredding and sorting, resulting in scrap metal pieces of a size, density and metal content required by customers to meet their production needs.

CSS operates a steel mini-mill in McMinnville, Oregon that produces a range of finished steel long products such as reinforcing bar (rebar) and wire rod. CSS sells its finished steel products to industrial customers located primarily in the Western U.S. and Western Canada. The primary feedstock for the manufacture of its products is ferrous recycled scrap metal. CSS's steel mill obtains substantially all of its scrap metal raw material requirements from its integrated metals recycling and joint venture operations. CSS's metals recycling operations include a collection, shredding and export operation in Portland, Oregon, four feeder yard operations located in Oregon and Southern Washington, and one metals recycling joint venture ownership interest. Additionally, CSS purchases small volumes of ferrous scrap metal from AMR and sells ferrous and nonferrous recycled scrap metal into the export market.

We use segment operating income to measure our segment performance. We do not allocate corporate interest income and expense, income taxes and other income and expense to our reportable segments. Certain expenses related to shared services that support operational activities and transactions are allocated from Corporate to the segments. Unallocated Corporate expense consists primarily of expense for management and certain administrative services that benefit both reportable segments. In addition, we do not allocate certain items to segment operating income because management does not include the information in its measurement of the performance of the operating segments. Such unallocated items include restructuring charges and other exit-related activities, activities related to legacy environmental matters, and provisions for certain legal matters. Because of the unallocated income and expense, the operating income of each reportable segment does not reflect the operating income the reportable segment would report as a stand-alone business. The results of discontinued operations are excluded from segment operating income and are presented separately, net of tax, from the results of ongoing operations for all periods presented.

For further information regarding our reportable segments, see Note 12 - Segment Information in the Notes to the Unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this report.

Our results of operations depend in large part on the demand and prices for recycled metal in foreign and domestic markets and on the supply of raw materials, including end-of-life vehicles, available to be processed at our facilities. We respond to changes in selling prices for processed metal by seeking to adjust purchase prices for unprocessed scrap metal in order to manage the impact on our operating income. We believe we generally benefit from sustained periods of rising recycled scrap metal selling prices, which allow us to better maintain or increase both operating income and unprocessed scrap metal flow into our facilities. When recycled scrap metal selling prices decline, particularly for a sustained period, our operating margins typically compress.

Our deep water port facilities on both the East and West Coasts of the United States (in Everett, Massachusetts; Providence, Rhode Island; Oakland, California; Tacoma, Washington; and Portland, Oregon) and access to public deep water port facilities (in Kapolei, Hawaii and Salinas, Puerto Rico) allow us to efficiently meet the global demand for recycled ferrous metal by enabling us to ship bulk cargoes to steel manufacturers located in Europe, Africa, the Middle East, Asia, North America, Central America and South America. Our exports of nonferrous recycled metal are shipped in containers through various public docks to specialty steelmakers, foundries, aluminum sheet and ingot manufacturers, copper refineries and smelters, brass and bronze ingot manufacturers, wire and cable producers, wholesalers, and other recycled metal processors globally. We also transport both ferrous and nonferrous metals by truck, rail and barge in order to transfer scrap metal between our facilities for further processing, to load shipments at our export facilities, and to meet regional domestic demand.

Our quarterly operating results fluctuate based on a variety of factors including, but not limited to, changes in market conditions for ferrous and nonferrous recycled metal and finished steel products, the supply of scrap metal in our domestic markets, and varying demand for used auto parts from our self-service retail stores. Certain of these factors are influenced, to a degree, by the impact of seasonal changes including severe weather conditions, which can impact the timing of shipments and inhibit construction activity utilizing our products, scrap metal collection at our facilities, and retail admissions and parts sales at our auto parts stores. Further, trade actions, including tariffs and any retaliation by affected countries, can impact profit on sales of our products and, in certain cases, impede our ability to sell to certain export markets or require us to direct our sales to alternative market destinations, which can cause our quarterly operating results to fluctuate.

Executive Overview of Financial Results for the Second Quarter of Fiscal 2019

We generated consolidated revenues of $474 million in the second quarter of fiscal 2019, a decrease of 15% from the $559 million of consolidated revenues in the second quarter of fiscal 2018, primarily reflecting weaker market conditions for recycled metals in the export market resulting in lower average net selling prices for our ferrous and nonferrous products and decreased ferrous export sales volumes compared to the prior year quarter. Domestic ferrous sales volumes in the second quarter of fiscal 2019 increased by 43% compared to the prior year quarter, partially offsetting the adverse impact of the weaker ferrous export market conditions. Finished steel revenues in the second quarter of fiscal 2019 decreased by 9% compared to the prior year quarter reflecting the impact of lower finished steel sales volumes, partially offset by higher finished steel average net selling prices.

Consolidated operating income was $19 million in the second quarter of fiscal 2019, compared to $33 million in the second quarter of fiscal 2018. AMR reported operating income in the second quarter of fiscal 2019 of $22 million, compared to $45 million in the prior year period. The decrease in AMR operating results compared to the prior year quarter was primarily the result of operating margin compression from the decline in average net selling prices for ferrous and nonferrous products, particularly in the export market, which outpaced the reduction in purchase costs for raw materials, partially offset by the benefits from productivity initiatives and lower selling, general and administrative (“SG&A”) expense. The lower ferrous export selling prices in the second quarter of fiscal 2019 primarily resulted from the effects of tariffs and other regulatory measures on demand for recycled metals in our export markets. The lower nonferrous selling prices in the second quarter of fiscal 2019 primarily resulted from the continued effects of Chinese import restrictions and tariffs on certain nonferrous products put into place during the second half of fiscal 2018. AMR operating results in the second quarter of fiscal 2019 were also adversely impacted by unusually severe winter weather conditions during the quarter, which contributed to decreased scrap supply flows into our facilities, including end-of-life vehicles, compared to the prior year quarter. CSS reported operating income of $6 million in the second quarter of 2019, slightly higher than the prior year quarter, reflecting higher finished steel margins as increases in selling prices outpaced the rise in costs of raw materials and other consumables, partially offset by lower finished steel sales volumes. The period-over-period decrease in finished steel sales volumes primarily resulted from the impact of construction delays in our West Coast markets due to unusually severe winter weather in California and the Pacific Northwest and increased planned maintenance downtime at our steel mill.

Consolidated SG&A expense in the second quarter of fiscal 2019 decreased by $14 million, or 26%, compared to the prior year period primarily due to a $9 million decrease in employee-related expenses, including from lower incentive compensation accruals, and lower legal and professional services expenses compared to the prior year quarter.

In fiscal 2019, we are implementing productivity initiatives aimed at delivering $35 million in annual benefits in order to mitigate the weaker price environment in the ferrous and nonferrous markets. We expect these benefits to be achieved through a combination of production cost efficiencies and reductions in SG&A expenses. Of the total, approximately 75% of the targeted benefits are in AMR with the remainder split between CSS and Corporate. We expect to achieve at least 75% of the total targeted benefits in fiscal 2019 with the full amount expected to be achieved in fiscal 2020. In the second quarter of fiscal 2019, we achieved approximately $9 million in benefits as a result of these initiatives.

Net income from continuing operations attributable to SSI in the second quarter of fiscal 2019 was $13 million, or $0.46 per diluted share, compared to $41 million, or $1.42 per diluted share, in the prior year quarter. Net income from continuing operations attributable to SSI in the second quarter of fiscal 2018 included an income tax benefit of $7 million, or $0.26 per diluted share, related to the impacts of U.S. federal tax legislation enacted during that quarter, and a discrete income tax benefit of $7 million, or $0.26 per diluted share, related to the release of valuation allowances against certain deferred tax assets.

The following items further highlight selected liquidity and capital structure metrics:

- For the first six months of fiscal 2019, net cash provided by operating activities of $23 million, compared to net cash used in operating activities of $11 million in the prior year comparable period;
- Debt of $163 million as of February 28, 2019, compared to $107 million as of August 31, 2018;
- Debt, net of cash, of $150 million as of February 28, 2019, compared to $103 million as of August 31, 2018 (see the reconciliation of debt, net of cash, in Non-GAAP Financial Measures at the end of this Item 2); and

- Share repurchases totaling $10 million in the first six months of fiscal 2019, compared to $4 million in the prior year comparable period.

Results of Operations

	Three Months Ended February 28,			Six Months Ended February 28,		
($ in thousands)	**2019**	**2018**	**% Change**	**2019**	**2018**	**% Change**
Revenues:						
Auto and Metals Recycling	$386,065	$449,785	(14)%	$822,477	$847,839	(3)%
Cascade Steel and Scrap	90,398	116,714	(23)%	220,784	206,698	7%
Intercompany revenue eliminations[1]	(2,898)	(7,056)	(59)%	(5,676)	(11,815)	(52)%
Total revenues	473,565	559,443	(15)%	1,037,585	1,042,722	—%
Cost of goods sold:						
Auto and Metals Recycling	336,281	371,899	(10)%	715,017	703,848	2%
Cascade Steel and Scrap	81,463	107,273	(24)%	195,798	185,853	5%
Intercompany cost of goods sold eliminations[1]	(3,056)	(6,710)	(54)%	(5,995)	(10,988)	(45)%
Total cost of goods sold	414,688	472,462	(12)%	904,820	878,713	3%
Selling, general and administrative expense:						
Auto and Metals Recycling	28,008	32,546	(14)%	62,774	63,479	(1)%
Cascade Steel and Scrap	3,386	4,342	(22)%	7,834	7,808	—%
Corporate[2]	8,095	16,750	(52)%	20,300	33,394	(39)%
Total selling, general and administrative expense	39,489	53,638	(26)%	90,908	104,681	(13)%
(Income) loss from joint ventures:						
Auto and Metals Recycling	35	208	(83)%	(135)	208	NM
Cascade Steel and Scrap	(219)	(314)	(30)%	(534)	(764)	(30)%
Total (income) from joint ventures	(184)	(106)	74%	(669)	(556)	20%
Asset impairment charges (recoveries), net:						
Auto and Metals Recycling	—	—	NM	63	—	NM
Cascade Steel and Scrap	—	—	NM	—	(88)	NM
Total asset impairment charges (recoveries), net	—	—	NM	63	(88)	NM
Operating income:						
Auto and Metals Recycling	21,741	45,132	(52)%	44,758	80,304	(44)%
Cascade Steel and Scrap	5,768	5,413	7%	17,686	13,889	27%
Segment operating income	27,509	50,545	(46)%	62,444	94,193	(34)%
Restructuring charges and other exit-related activities[3]	(536)	(91)	489%	(738)	(191)	286%
Corporate expense[2]	(8,095)	(16,750)	(52)%	(20,300)	(33,394)	(39)%
Change in intercompany profit elimination[4]	158	(346)	NM	319	(827)	NM
Total operating income	$19,036	$33,358	(43)%	$41,725	$59,781	(30)%

NM = Not Meaningful

(1) AMR sells a small portion of its recycled ferrous metal to CSS at prices that approximate local market rates. These intercompany revenues and cost of goods sold are eliminated in consolidation.

(2) Corporate expense consists primarily of unallocated expenses for management and certain administrative services that benefit both reportable segments.

(3) Restructuring charges consist of expense for severance, contract termination and other restructuring costs that management does not include in its measurement of the performance of the reportable segments. Other exit-related activities consist primarily of asset impairments and accelerated depreciation, net of gains on exit-related disposals, related to site closures.

(4) Intercompany profits are not recognized until the finished products are sold to third parties; therefore, intercompany profit is eliminated while the products remain in inventory.

We operate our business across two reportable segments: AMR and CSS. Additional financial information relating to these reportable segments is contained in Note 12 - Segment Information in the Notes to the Unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this report.

Auto and Metals Recycling

	Three Months Ended February 28,			Six Months Ended February 28,		
($ in thousands, except for prices)	**2019**	**2018**	**% Change**	**2019**	**2018**	**% Change**
Ferrous revenues	$257,488	$307,687	(16)%	$556,300	$562,670	(1)%
Nonferrous revenues	99,484	110,388	(10)%	203,665	220,731	(8)%
Retail and other revenues	29,093	31,710	(8)%	62,512	64,438	(3)%
Total segment revenues	386,065	449,785	(14)%	822,477	847,839	(3)%
Segment operating income	$21,741	$45,132	(52)%	$44,758	$80,304	(44)%
Average ferrous recycled metal sales prices ($/LT):(1)						
Domestic	$286	$278	3 %	$288	$269	7 %
Export	$288	$327	(12)%	$301	$318	(5)%
Average	$287	$314	(9)%	$297	$304	(2)%
Ferrous sales volume (LT, in thousands):						
Domestic	343	239	43 %	683	477	43 %
Export	515	657	(22)%	1,094	1,216	(10)%
Total ferrous sales volume (LT, in thousands)	858	896	(4)%	1,777	1,693	5 %
Average nonferrous sales price ($/pound)(1)(2)	$0.58	$0.72	(19)%	$0.59	$0.72	(18)%
Nonferrous sales volumes (pounds, in thousands)(2)	141,307	129,549	9 %	294,176	258,686	14 %
Cars purchased (in thousands)(3)	89	102	(13)%	183	210	(13)%
Number of auto parts stores at period end	51	53	(4)%	51	53	(4)%
Outbound freight in cost of goods sold	$26,047	$29,501	(12)%	$60,628	$55,246	10 %

LT = Long Ton, which is equivalent to 2,240 pounds
(1) Price information is shown after netting the cost of freight incurred to deliver the product to the customer.
(2) Average sales price and volume information excludes platinum group metals (“PGMs”) in catalytic converters.
(3) Cars purchased by auto parts stores only.

AMR Segment Revenues

Revenues in the second quarter and first six months of fiscal 2019 decreased by 14% and 3%, respectively, compared to the same periods in the prior year primarily reflecting weaker export market conditions for recycled metals in the quarter, resulting in lower average net selling prices for our ferrous and nonferrous products and decreased ferrous export sales volumes compared to the prior year periods. Domestic ferrous sales volumes in the second quarter and first six months of fiscal 2019 increased by 43% compared to the prior year periods, partially offsetting the adverse impact of the weaker ferrous export market conditions. Nonferrous revenues in the second quarter and first six months of fiscal 2019 decreased by 10% and 8%, respectively, compared to the prior year periods primarily reflecting the continued impact of Chinese import restrictions and tariffs on certain nonferrous products put into place during the second half of fiscal 2018.

AMR Segment Operating Income

Operating income in the second quarter and first six months of fiscal 2019 was $22 million and $45 million, respectively, compared to $45 million and $80 million, respectively, in the comparable prior year periods. The decrease in AMR operating results in the first half of fiscal 2019 was primarily the result of operating margin compression from the decline in average net selling prices for ferrous and nonferrous products, including a temporary, but sharp, decline in ferrous export selling prices in the first half of the second quarter of fiscal 2019, which outpaced the reduction in purchase costs for raw materials. The lower average ferrous and nonferrous export selling prices in the first half of fiscal 2019 primarily resulted from the effects of tariffs and other regulatory measures on demand for recycled metals in our export markets. AMR operating results in the second quarter and first six months of fiscal 2019 were also adversely impacted by unusually severe winter weather conditions during the second quarter of fiscal 2019, which contributed to decreased scrap supply flows into our facilities, including end-of-life vehicles, compared to the prior year periods. The adverse effects of lower average net selling prices for recycled metals were partially offset by benefits from productivity initiatives and positive contributions from a limited-duration contract. This contract, which is expected to be substantially completed by or in the fourth quarter of fiscal 2019, provides a high margin source of supply and benefited AMR operating income by $6 million and $15 million, respectively, for the second quarter and first six months of fiscal 2019, compared to $5 million and $7 million, respectively, for the comparable prior year periods. AMR selling, general and administrative (“SG&A”) expense in the second quarter and first six months of fiscal 2019 decreased by $5 million, or 14%, and $1 million, or 1%, respectively, compared to the same periods in the prior year primarily due to lower employee-related expenses, including from reduced incentive compensation accruals.

Cascade Steel and Scrap

	Three Months Ended February 28,			**Six Months Ended February 28,**		
($ in thousands, except for price)	**2019**	**2018**	**% Change**	**2019**	**2018**	**% Change**
Steel revenues[1]	$74,025	$81,542	(9)%	$175,362	$161,988	8 %
Recycling revenues[2]	16,373	35,172	(53)%	45,422	44,710	2 %
Total segment revenues	90,398	116,714	(23			