
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2015

or

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

For the transition period from _____ to _____

Commission File Number 001-08007

REAL INDUSTRY, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

15301 Ventura Boulevard, Suite 400

Sherman Oaks, California 91403

(Address of Principal Executive Offices)(Zip Code)

46-3783818

(I.R.S. Employer
Identification Number)

(805) 435-1255

(Registrant's Telephone Number, including Area Code)

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

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
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Non-Accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting Company	<input type="checkbox"/>
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Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). ☐ Yes ☒ No

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☒ Yes ☐ No

As of November 1, 2015, there were 28,891,766 shares of the Registrant's common stock outstanding.

REAL INDUSTRY, INC.
QUARTERLY REPORT ON FORM 10-Q
For the Period Ended September 30, 2015

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

REAL INDUSTRY, INC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(In millions, except share and per share amounts)	September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 44.9	\$ 62.0
Trade accounts receivable, net	101.6	—
Financing receivable	47.6	—
Inventories	118.1	—
Deferred income taxes	0.1	5.1
Other current assets	14.4	1.0
Current assets of discontinued operations	0.1	18.0
Total current assets	326.8	86.1
Debt and equity offering costs	—	14.5
Property, plant and equipment, net	320.1	0.1
Intangible assets, net	20.6	0.1
Goodwill	85.0	—
Deferred income taxes	2.7	—
Other noncurrent assets	8.0	1.1
Noncurrent assets of discontinued operations	—	20.0
TOTAL ASSETS	\$ 763.2	\$ 121.9
LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Trade payables	\$ 120.6	\$ —
Accrued liabilities	39.0	7.1
Long-term debt due within one year	1.8	—
Deferred income taxes	0.4	—
Current liabilities of discontinued operations	0.6	8.1
Total current liabilities	162.4	15.2
Accrued pension benefits	46.3	—
Environmental liabilities	18.4	—
Long-term debt, net	347.9	—
Common stock warrant liability	7.6	5.6
Deferred income taxes	5.3	—
Other noncurrent liabilities	8.6	0.3
Noncurrent liabilities of discontinued operations	0.7	15.2
TOTAL LIABILITIES	597.2	36.3
Redeemable Preferred Stock, Series B; \$1,000 liquidation preference per share; 100,000 and zero shares designated; 26,046 and zero shares issued and outstanding as of September 30, 2015 and December 31, 2014, respectively	21.2	—
Stockholders' equity:		
Preferred stock, Series A Junior Participating; \$0.001 par value; 665,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.001 par value, 66,500,000 shares authorized; 28,901,464 and 17,099,882 shares issued; and 28,891,766 and 17,099,882 shares outstanding as of September 30, 2015 and December 31, 2014, respectively	—	—
Additional paid-in capital	547.8	482.0
Accumulated deficit	(401.3)	(396.3)
Treasury stock, at cost; 9,698 and zero shares as of September 30, 2015 and December 31, 2014, respectively	(0.1)	—
Accumulated other comprehensive loss	(2.6)	—
Total stockholders' equity — Real Industry, Inc.	143.8	85.7
Noncontrolling interest	1.0	(0.1)
TOTAL STOCKHOLDERS' EQUITY	144.8	85.6
TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY	\$ 763.2	\$ 121.9

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

REAL INDUSTRY, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In millions, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$ 338.6	\$ —	\$ 845.1	\$ 0.1
Cost of sales	313.2	—	793.5	0.4
Gross profit (loss)	25.4	—	51.6	(0.3)
Selling, general and administrative expenses	16.5	3.8	39.8	8.8
Losses on derivative financial instruments	1.0	—	3.0	—
Amortization of intangibles	0.2	—	0.6	0.1
Other operating expense, net	0.3	—	1.2	—
Operating profit (loss)	7.4	(3.8)	7.0	(9.2)
Nonoperating expense (income):				
Interest expense, net	9.2	—	26.6	—
Change in fair value of common stock warrant liability	(3.4)	(2.4)	2.2	(3.4)
Acquisition-related costs and expenses	—	—	14.8	—
Other, net	(0.9)	—	(0.4)	0.3
Total nonoperating expense (income)	4.9	(2.4)	43.2	(3.1)
Earnings (loss) from continuing operations before income taxes	2.5	(1.4)	(36.2)	(6.1)
Income tax expense (benefit)	0.5	(0.7)	(6.7)	(1.9)
Earnings (loss) from continuing operations	2.0	(0.7)	(29.5)	(4.2)
Earnings (loss) from discontinued operations, net of income taxes	(0.7)	1.5	26.5	4.6
Net earnings (loss)	1.3	0.8	(3.0)	0.4
Earnings from continuing operations attributable to noncontrolling interest	0.1	—	0.3	—
Net earnings (loss) attributable to Real Industry, Inc.	\$ 1.2	\$ 0.8	\$ (3.3)	\$ 0.4
EARNINGS (LOSS) PER SHARE				
Basic earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Basic earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03
Diluted earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Diluted earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

REAL INDUSTRY, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net earnings (loss)	\$ 1.3	\$ 0.8	\$ (3.0)	\$ 0.4
Other comprehensive loss:				
Current period currency translation adjustments	(1.7)	—	(2.6)	—
Comprehensive income (loss)	(0.4)	0.8	(5.6)	0.4
Comprehensive income attributable to noncontrolling interest	0.1	—	0.3	—
Comprehensive income (loss) attributable to Real Industry, Inc.	<u>\$ (0.5)</u>	<u>\$ 0.8</u>	<u>\$ (5.9)</u>	<u>\$ 0.4</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

REAL INDUSTRY, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)	Nine Months Ended September 30,	
	2015	2014
Cash flows from operating activities:		
Net earnings (loss)	\$ (3.0)	\$ 0.4
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Earnings from discontinued operations, net of income taxes	(26.5)	(4.6)
Depreciation and amortization	24.3	0.1
Deferred income tax benefit	(8.6)	—
Change in fair value of common stock warrant liability	2.2	(3.4)
Share-based compensation expense	1.0	1.0
Amortization of debt issuance costs	3.7	—
Unrealized losses on derivative financial instruments	0.8	—
Amortization of the fair value adjustment of acquired inventory	8.5	—
Other	1.0	0.8
Changes in operating assets and liabilities, net of the effects of acquisition	63.0	4.3
Net cash provided by (used in) operating activities of discontinued operations	(4.7)	0.2
Net cash provided by (used in) operating activities	61.7	(1.2)
Cash flows from investing activities:		
Acquisition of business, net of cash	(524.7)	—
Proceeds from sale of NABCO, net of \$3.9 million held in escrow	74.0	—
Purchases of property and equipment	(18.6)	(0.1)
Other	(0.6)	—
Net cash used in investing activities of discontinued operations	—	(0.1)
Net cash used in investing activities	(469.9)	(0.2)
Cash flows from financing activities:		
Payment of NABCO outstanding debt	(14.3)	—
Proceeds from Asset-Based Facility, net of issuance costs	117.4	—
Payments on capital leases and the Asset-Based Facility	(64.2)	—
Proceeds from issuance of Senior Secured Notes, net of debt issuance costs	287.1	—
Proceeds from exercise of common stock options	1.1	—
Proceeds from issuance of common stock, net of issuance costs	63.3	—
Proceeds from exercise of Warrants	0.1	—
Other	0.1	0.2
Net cash used in financing activities of discontinued operations	(0.4)	(1.9)
Net cash provided by (used in) financing activities	390.2	(1.7)
Effect of exchange rate differences on cash and cash equivalents	—	—
Decrease in cash and cash equivalents	(18.0)	(3.1)
Cash and cash equivalents, beginning of period	63.0	48.0
Cash and cash equivalents, end of period	\$ 45.0	\$ 44.9
Cash and cash equivalents, end of period—continuing operations	\$ 44.9	\$ 44.6
Cash and cash equivalents, end of period—discontinued operations	0.1	0.3
Cash and cash equivalents, end of period	\$ 45.0	\$ 44.9

The accompanying notes are an integral part of these unaudited consolidated financial statements.

REAL INDUSTRY, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—BUSINESS AND OPERATIONS

Real Industry, Inc. (“Real Industry,” the “Company,” “we,” “us” or “our”), formerly known as Signature Group Holding, Inc., is a holding company that owns all of the outstanding interests of its two primary operating companies, Real Alloy Intermediate Holding, LLC (“Real Alloy Parent”) and SGGH, LLC (“SGGH”). Management expects to grow the Company through acquisitions, as well as through organic efforts within existing operations described below. Our current business strategy seeks to leverage our public company status, considerable federal net operating tax loss carryforwards (“NOLs”) and the experience of our executive management team to acquire operating businesses at prices and on terms that are aligned with our growth plans.

During the first quarter of 2015, the Company underwent a considerable transformation. On January 9, 2015, we completed the sale of North American Breaker Co., LLC (“NABCO”), previously the primary business within SGGH. On February 27, 2015, we acquired the global recycling and specification alloys business (the “Real Alloy Business”) of Aleris Corporation (“Aleris”) (the “Real Alloy Acquisition”). A portion of the proceeds of the sale of NABCO were used to fund the Real Alloy Acquisition.

The Real Alloy Business, operating under Real Alloy Parent through its wholly owned subsidiary Real Alloy Holding, Inc. (“Real Alloy”), is a global leader in third-party aluminum recycling, which includes the processing of scrap aluminum and by-products and the manufacturing of wrought, cast and specification or foundry alloys. Real Alloy offers a broad range of products and services to wrought alloy processors, automotive original equipment manufacturers, and foundries and casters. Real Alloy’s customers include companies that participate in or sell to the automotive, consumer packaging, steel and durable goods, aerospace, and building and construction industries. Real Alloy processes scrap aluminum and by-products and delivers recycled metal in liquid or solid form according to customer specifications. Real Alloy’s facilities are capable of processing industrial (new) scrap, post-consumer (old/obsolete) scrap, and various aluminum by-products, providing a great degree of flexibility in reclaiming high-quality recycled aluminum. Real Alloy currently operates twenty-four facilities strategically located throughout North America and Europe and, as of September 30, 2015, had approximately 1,700 employees.

The closing of the Real Alloy Acquisition was the culmination of a series of equity and debt financing transactions that began in the fourth quarter of 2014, raising the capital required to fund the Real Alloy Acquisition and pay transaction costs as summarized below (collectively, the “Financings”):

- In October 2014, Real Industry issued 0.3 million shares of common stock at \$10.00 per share to accredited investors in a private placement exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), providing gross proceeds of \$3.0 million, which were used to fund a portion of the Real Alloy Acquisition;
- In December 2014, Real Industry issued approximately 4.4 million shares of common stock at \$6.50 per share in an underwritten public offering providing gross proceeds of \$28.5 million, which were used to fund a portion of the Real Alloy Acquisition;
- In January 2015, Real Alloy, as successor to SGH Escrow Corporation (“SGH Escrow”), issued \$305.0 million in senior secured notes due January 15, 2019 (the “Senior Secured Notes”) at a price of 97.206% of the principal amount, providing gross proceeds of \$296.5 million, which were used to fund a portion of the Real Alloy Acquisition;
- In February 2015, Real Industry issued approximately 9.8 million shares of common stock to existing common stockholders in a stapled rights offering (the “Rights Offering”), providing gross proceeds of \$55.0 million, of which \$50.0 million was used to fund a portion of the Real Alloy Acquisition;
- In February 2015, the U.S., Canadian and German operating subsidiaries of Real Alloy entered into new credit facilities, including a \$110.0 million asset-based lending facility (the “Asset-Based Facility”) secured by assets of certain of Real Alloy’s North American subsidiaries, and a €50.0 million factoring facility (the “Factoring Facility”) for the purchase of eligible accounts receivable of Real Alloy’s German operations. The initial draws on the Asset-Based Facility and Factoring Facility provided gross proceeds of \$59.5 million and €25.0 million (\$28.0 million), respectively, of which \$73.5 million was used to fund a portion of the Real Alloy Acquisition and approximately \$14.0 million was drawn for operating purposes; and
- In February 2015, Real Industry issued 25,000 shares, at a \$1,000 liquidation preference per share, of a new series of non-participating preferred stock (the “Redeemable Preferred Stock”) to Aleris, as a portion of the purchase price for the Real Alloy Acquisition.

Additionally, Real Industry issued approximately 0.8 million shares of common stock to existing holders of warrants to purchase common stock in April 2015, as the final component of the Rights Offering launched in January 2015, which provided gross proceeds of \$4.8 million.

On April 21, 2015, our common stock began trading on the Nasdaq Stock Exchange (“NASDAQ”) under the symbol “RELY” as part of the NASDAQ Global Select Market. On May 28, 2015, our stockholders approved an amendment to our charter to change our name to Real Industry, Inc. In June 2015, Real Industry became a member of the Russell Global[®], Russell 3000[®] and Russell Microcap[®] indexes.

In June 2015, Real Industry commenced a controlled equity offering program, pursuant to which it issued approximately 0.2 million shares and 0.5 million shares of common stock in June and July, respectively, providing gross proceeds of \$2.7 million and \$5.5 million, respectively.

As a result of the transformative nature of the acquisition, divestiture and financing activities described above, our operations in 2015 have been and will be substantially different from that reported in the previous periods covered by this Quarterly Report on Form 10-Q (the “Report”). See Note 13— *Segment Information* for additional information about our reportable segments.

The assets and liabilities and results of operations of NABCO are included in discontinued operations for all periods presented as a result of its sale in the first quarter of 2015. Discontinued operations also includes certain assets and liabilities related to the former businesses of SGGH, then known as Fremont General Corporation (“Fremont”) and its primary operating subsidiary, Fremont Investment & Loan (“FIL”).

NOTE 2—FINANCIAL STATEMENT PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The accompanying unaudited condensed consolidated financial statements comprise the accounts of Real Industry, its wholly owned and majority owned subsidiaries, and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring adjustments considered necessary for a fair presentation, have been included. The Company evaluates subsequent events through the date of filing with the Securities and Exchange Commission (“SEC”). Operating results for the three and nine months ended September 30, 2015 are not indicative of the results that may be expected for the year ending December 31, 2015, as a result of the gain on sale associated with the NABCO sale, only seven months of operating performance of Real Alloy in the nine months ended September 30, 2015, the effects of purchase accounting, and acquisition costs associated with the Real Alloy Acquisition. These interim period unaudited condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements as of and for the year ended December 31, 2014, which are included in the Company’s Annual Report on Form 10-K, as filed with the SEC on March 16, 2015 (the “Annual Report”) and the Company’s recast 2014 audited consolidated financial statements (reflecting NABCO as a discontinued operation), which are included in the Company’s Current Report on Form 8-K filed with the SEC on October 6, 2015.

Certain amounts in the accompanying unaudited condensed consolidated financial statements have been reclassified to conform to the current presentation, including the classification of NABCO as a discontinued operation.

The Company’s significant accounting policies are disclosed in the consolidated financial statements included in Part IV, Item 15 of the Annual Report, which, as a result of the Real Alloy Acquisition, now include the following new and modified significant accounting policies.

Revenue recognition and shipping and handling costs

Revenues are recognized when title transfers and the risk of loss passes to the customer. This typically occurs when the goods reach their destination, depending on individual shipping terms. For customer-owned toll material, revenue is recognized upon the performance of the tolling service for the customers. For material that is consigned, revenue is not recognized until the product is used by the customer. Shipping and handling costs are included within cost of sales in the unaudited condensed consolidated statements of operations included elsewhere in this Report.

Accounts receivable allowances and credit risk

Credit is extended to our customers based on an evaluation of their financial condition; generally, collateral is not required. We maintain an allowance against our accounts receivable for the estimated probable losses on uncollectible accounts and sales returns and allowances. The allowance is based upon our historical loss experience, current economic conditions within the industries we serve as well as our determination of the specific risk related to certain customers. Accounts receivable are charged off against the reserve when, in management’s estimation, further collection efforts would not result in a reasonable likelihood of receipt, or later as proscribed by statutory regulations.

Financing receivable

A subsidiary of Real Alloy has an agreement to sell certain of its accounts receivable in Europe. Agreements that result in true sales of the transferred receivables, as defined in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 860, *Transfers and Servicing*, which occur when receivables are transferred to a purchaser, without recourse to the Company, are reported as financing receivable in the unaudited condensed consolidated balance sheets until proceeds from such sales are received from the counterparty, and represents a Level 2 measurement in the fair value hierarchy. Cash proceeds received from such sales are included in operating cash flows.

The transferred receivables are isolated from the Real Alloy subsidiary’s accounts, as debtors pay into a segregated escrow account maintained by the counterparty. The subsidiary maintains continuing involvement with the transferred receivables through limited servicing obligations, primarily related to recordkeeping. The subsidiary retains no right to the receivables, or associated collateral, and does not collect a servicing fee. Following transfer, the Company has no further rights to receive any cash flows or other benefits from the transferred receivables and has no further obligations to provide additional cash flows or other assets to any party related to the transfer.

Real Alloy transferred \$117.6 million and \$336.9 million of receivables during the three and nine months ended September 30, 2015, respectively. Administrative fees under the Factoring Facility associated with the transferred receivables were \$0.2 million and \$0.6 million during the three and nine months ended September 30, 2015, respectively, and are classified as selling, general and administrative expenses in the unaudited condensed consolidated statements of operations.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined primarily on the average cost or specific identification method and includes material, labor and overhead related to the manufacturing process. The cost of inventories acquired in business combinations is recorded at fair value.

Property, plant and equipment

Property, plant and equipment is stated at cost, net of asset impairments and depreciation. The cost of property, plant and equipment acquired in business combinations represents the fair value of the acquired assets at the time of acquisition.

The estimated fair value of asset retirement obligations incurred after the Real Alloy Acquisition are capitalized to the related long-lived asset at the time the obligations are incurred and are depreciated over the estimated remaining useful life of the related asset.

Major renewals and improvements that extend an asset’s useful life are capitalized to property, plant and equipment. Major repair and maintenance projects are expensed over periods not exceeding twenty-four months, while normal maintenance and repairs are expensed as incurred. Depreciation is primarily computed using the straight-line method over the estimated useful lives of the related assets, as follows:

	Estimated Useful Lives
Building and improvements	5 - 33 years
Production equipment and machinery	2 - 25 years
Office furniture, equipment and other	3 - 10 years

The construction costs of landfills used to store by-products of the recycling process are depreciated as space in the landfills is used based on the unit of production method. Additionally, used space in the landfill is determined periodically either by aerial photography or engineering estimates.

Goodwill

Goodwill is tested for impairment as of October 1 of each year and may be tested more frequently if changes in circumstances or the occurrence of events indicates that a potential impairment exists. We evaluate goodwill based upon our reporting units, which are defined as operating segments or, in certain situations, one level below the operating segment. As the purchase price allocation for the Real Alloy Acquisition is not yet finalized, the allocation of goodwill to our reporting units has not yet been finalized.

The impairment test is a two-step process, which requires us to make judgments in determining what assumptions to use in the calculations. The first step of the process consists of estimating the fair value of each reporting unit based on discounted cash flow models and guideline Company information, using revenue and profit forecasts, and comparing those estimated fair values with the carrying values, which include allocated goodwill. These projections include assumptions about prices, margins and other operating costs. Other key assumptions included in the fair value of our reporting units include estimated cash flow periods, terminal values based on our anticipated growth rate and the discount rate used, which is based on our current cost of capital, adjusted for the risks associated with our operations. If the determined fair value is less than the carrying value, a second step is performed to compute the amount of the impairment by determining an “implied fair value” of goodwill, which is compared to the corresponding carrying value.

Deferred financing costs

Costs related to the issuance of long-term debt are capitalized and classified as a reduction of the associated debt and amortized over the term of the related debt agreements as interest expense using the effective interest method. Costs related to the issuance of revolving credit facilities are capitalized and classified as other assets in the unaudited condensed consolidated balance sheets and are amortized over the term of the related credit facility on a straight-line basis as interest expense.

Derivatives and hedging

Real Alloy is engaged in activities that expose it to various market risks, including changes in the prices of aluminum alloys, scrap aluminum, copper, zinc and natural gas, as well as changes in currency exchange rates. Certain of these financial exposures are managed as an integral part of its risk management program, which seeks to reduce the potentially adverse effects that the volatility of the markets may have on operating results. Real Alloy may enter into forward contracts or swaps to manage the exposure to market risk. The fair value of these instruments is reflected in the unaudited condensed consolidated balance sheets and the impact of these instruments is reflected in the unaudited condensed consolidated statements of operations. Real Alloy does not hold or issue derivative financial instruments for trading purposes.

The estimated fair values of derivative financial instruments are recognized as assets or liabilities as of the balance sheet date. Fair values for metal and natural gas derivative financial instruments are determined based on the differences between contractual and forward rates of identical hedge positions as of the balance sheet date. In developing these fair values, Real Alloy includes an estimate of the risk associated with nonperformance by either its counterparty or itself.

Real Alloy does not account for its derivative financial instruments as hedges. The changes in fair value of derivative financial instruments and the associated gains and losses realized upon settlement are recorded in losses on derivative financial instruments in the unaudited condensed consolidated statements of operations. All realized gains and losses are included within net cash provided by operating activities in the unaudited condensed consolidated statements of cash flows. Real Alloy is exposed to losses in the event of nonperformance by its derivative counterparties. The counterparties’ creditworthiness is monitored on an ongoing basis, and credit levels are reviewed to ensure appropriate concentrations of credit outstanding to any particular counterparty. Although nonperformance by counterparties is possible, we do not currently anticipate nonperformance by any of these parties.

Currency translation

Certain of Real Alloy’s international subsidiaries use the local currency as their functional currency. Real Alloy translates all of the amounts included in the unaudited condensed consolidated statements of operations from its international subsidiaries into U.S. dollars at average monthly exchange rates, which management believes is representative of the actual exchange rates on the dates of the transactions. Additionally, Real Alloy maintains intercompany, long-term loans between its U.S. and foreign jurisdiction entities, which were established in the subsidiaries’ functional currency and due to their long-term nature, any currency related effects are recorded as a component of accumulated other comprehensive loss. Adjustments resulting from the translation of the assets and liabilities into U.S. dollars at the balance sheet date exchange rates are reflected as a separate component of the Company’s stockholders’ equity. Currency translation adjustments accumulate in the Company’s stockholders’ equity until the disposition or liquidation of the international entities. Currency transactional gains and losses associated with receivables and payables denominated in currencies other than the functional currency are included within other, net in the unaudited condensed consolidated statements of operations. The translation of accounts receivables and payables denominated in currencies other than U.S. dollars resulted in transactional gains of \$0.5 million and \$0.4 million for the three and nine months ended September 30, 2015, respectively.

Environmental and asset retirement obligations

Environmental obligations that are not legal or contractual asset retirement obligations and that relate to existing conditions caused by past operations with no benefit to future operations are expensed, while expenditures that extend the life, increase the capacity or improve the safety of an asset, or mitigate or prevent future environmental contamination are capitalized in property, plant and equipment. Obligations are recorded when their occurrence is probable and the associated costs can be reasonably estimated. While accruals are based on management's current best estimate of the future costs of remedial action, these liabilities can change substantially due to factors such as the nature and extent of contamination, changes in the required remedial actions and technological advancements. Existing environmental liabilities are not discounted to their present values, as the amount and timing of the expenditures are not fixed or reliably determinable.

Asset retirement obligations represent the present value of estimated future obligations associated with the retirement of tangible long-lived assets. Our asset retirement obligations relate primarily to capping our three landfills, as well as costs related to the future removal of asbestos and removal of underground storage tanks. The estimated fair value of such legal obligations is recognized in the period in which the obligations are incurred, and capitalized as part of the carrying amount of the associated long-lived asset. These estimated fair values are based upon the present value of future cash flows expected to be required to satisfy the obligations. Determining the estimated fair value of asset retirement obligations requires judgment, including estimates of the credit adjusted interest rate and estimates of future cash flows. Estimates of future cash flows are obtained primarily from engineering consulting firms. The present value of the obligations is accreted over time while the capitalized costs are depreciated over the estimated remaining useful life of the related asset.

Pension benefits

Pension benefit costs are accrued based on annual analyses performed by actuaries. These analyses are based on assumptions including a discount rate and the expected rate of return on plan assets. Both the discount rate and expected rate of return on plan assets require estimates and projections by management and can fluctuate from period to period. Real Alloy's objective in selecting a discount rate is to select the best estimate of the rate at which the benefit obligations could be effectively settled. In making this estimate, projected cash flows are developed and matched with a yield curve based on an appropriate universe of high-quality corporate bonds. Assumptions for long-term rates of return on plan assets are based upon historical returns and future expectations for returns. See Note 3— *Business Combinations* for more information about the assumptions used to determine the pension benefit obligation as of the date of the Real Alloy Acquisition.

Management believes these assumptions are appropriate; however, the actuarial assumptions used to determine pension benefits may differ from actual results due to changing market and economic conditions, higher or lower withdrawal rates, or longer or shorter life spans of participants. Management does not believe differences in actual experience or reasonable changes in assumptions will materially affect the Company's financial position or results of operations.

Recent accounting pronouncements

In September 2015, the FASB issued Accounting Standards Update ("ASU") 2015-16, *Business Combinations (Topic 805)* ("ASU 2015-16"), which provides that an acquirer recognize adjustments to provisional amounts during the measurement period in which the adjustments are identified. ASU 2015-16 requires that an acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. ASU 2015-16 requires an entity to present separately on the face of the statements of operations, or disclose in the notes, the portion of the amount recorded in current period earnings, by line item, that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. ASU 2015-16 is effective for fiscal years beginning after December 15, 2015, and interim periods beginning after December 31, 2017. ASU 2015-16 will be applied prospectively to adjustments to provisional amounts that occur after the effective date, with earlier application permitted for financial statements that have not yet been made available for issuance. We do not anticipate that ASU 2015-16 will have a material impact on the Company's financial statements.

In August 2015, the FASB issued ASU 2015-15, *Interest—Imputation of Interest (Topic 835-30)* ("ASU 2015-15"), which clarifies the SEC staff position on the presentation and recognition of debt issuance costs associated with line-of-credit arrangements. ASU 2015-15 provides that given the absence of authoritative guidance within ASU 2015-03, *Interest—Interest Imputation (Subtopic 835-30)* for debt issuance costs related to line-of-credit arrangements, the SEC staff would not object to an entity deferring and presenting the debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The Company's presentation of debt issuance costs associated with line-of-credit arrangements follows the guidance of ASU 2015-15.

In July 2015, the FASB issued ASU 2015- 11, *Inventory (Topic 330)* (“ASU 2015-11”), which provides that an entity measure inventory at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. ASU 2015-11 will be effective for the Company on January 1, 2017, will be applied prospectively, and early adoption is permitted as of the beginning of an interim or annual period. We do not believe that the application of ASU 2015 -11 will have a material impact on the Company’s financial statements or disclosures .

In May 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* (“ASU 2014-09”), which was the result of a joint project by the FASB and the International Accounting Standards Board to clarify the principles for recognizing revenue and to develop a common revenue standard for GAAP and International Financial Reporting Standards. The issuance of a comprehensive and converged standard on revenue recognition is expected to enable financial statement users to better understand and consistently analyze an entity’s revenue across industries, transactions and geographies. The standard will require additional disclosures to help financial statement users better understand the nature, amount, timing, and potential uncertainty of the revenue that is recognized. ASU 2014-09 will be effective for the Company on January 1, 2018, and will require either retrospective application to each prior reporting period presented or retrospective application with the cumulative effect of initially applying the standard recognized at the date of adoption. We are currently evaluating the impact the application of ASU 2014-09 will have on the Company’s financial statements and disclosures.

NOTE 3—BUSINESS COMBINATIONS

On February 27, 2015, Real Industry, through its indirect wholly owned subsidiary, Real Alloy, acquired 100% of the voting interests of the Real Alloy Business from Aleris, under a purchase agreement (the “Real Alloy Purchase Agreement”). Upon closing, we paid \$496.2 million to Aleris, and an additional \$5.0 million of cash and the Redeemable Preferred Stock were placed into escrow to satisfy the indemnification obligations of Aleris under the Real Alloy Purchase Agreement, in which Aleris has agreed to indemnify Real Alloy and its affiliates for certain claims and losses. During the second quarter, we paid an additional \$31.3 million of the purchase price representing the initial working capital adjustment under the Real Alloy Purchase Agreement. The final working capital adjustment totaled \$2.4 million and was paid on September 3, 2015.

In addition, Real Alloy and Aleris have entered into a transition services agreement, under which Aleris will provide certain customary post-closing transition services, including information technology services, treasury services, accounts payable, cash management and payroll, credit/collection services, environmental services and human resource services, to Real Alloy, for periods ranging from three to twenty-four months following the acquisition date.

We incurred acquisition and financing-related costs and expenses associated with the Real Alloy Acquisition totaling approximately \$14.8 million during the nine months ended September 30, 2015, which are classified as nonoperating expenses in the unaudited condensed consolidated statements of operations. Acquisition and financing-related costs and expenses associated with the Real Alloy Acquisition recognized in 2014 totaled \$3.4 million.

The acquisition was accounted for as a business combination, with the purchase price allocated based on the estimated fair values of the assets acquired and liabilities assumed. The purchase price allocation remains preliminary as management continues to evaluate the assumptions and methodology used in the valuation of acquired inventories, property, plant and equipment, intangible assets, accrued pension benefits, environmental liabilities, asset retirement obligations, and the resultant deferred income tax adjustments.

(In millions)

Purchase consideration:	
Consideration paid at closing	\$ 501.2
Redeemable Preferred Stock issued	19.6
Initial working capital adjustment	31.3
Final working capital adjustment	2.4
Total purchase consideration	<u>\$ 554.5</u>
Purchase price allocation:	
Assets:	
Cash	\$ 10.2
Trade accounts receivable	150.1
Inventories	173.8
Property, plant and equipment	326.4
Deferred income taxes	6.1
Other	4.0
Identifiable intangible assets	21.1
Total assets	<u>691.7</u>
Liabilities:	
Trade payables	112.4
Accrued liabilities	26.9
Accrued pension liabilities	46.0
Environmental liabilities	18.4
Other	13.7
Deferred income taxes	4.8
Total liabilities	<u>222.2</u>
Estimated fair value of net assets acquired	<u>\$ 469.5</u>
Total purchase consideration	
	\$ 554.5
Estimated fair value of net assets acquired	469.5
Goodwill	<u>\$ 85.0</u>

The estimated fair value of trade accounts receivable is based on the undiscounted receivables management expected to receive from the \$150.4 million of total trade accounts receivable at the acquisition date. Due to the short-term nature of the receivables, the undiscounted receivables expected to be collected are estimated to approximate fair value.

Inventories include the estimated fair value of finished goods, work in process, raw material and supplies. The estimated fair value of finished goods was based on analyses of future selling prices and the profit associated with the manufacturing effort. The estimated fair value of work in process considered costs to complete to finished goods and was based on analyses of future selling prices and the profit associated with the manufacturing effort. The estimated fair value of raw materials and supplies was based on replacement cost. The \$173.8 million of estimated fair value of inventories includes \$10.6 million in fair value adjustments, of which \$1.3 million and \$8.5 million was amortized as noncash charges in cost of sales during the three and nine months ended September 30, 2015, respectively.

Property, plant and equipment includes land, site improvements, buildings and building improvements, and machinery, equipment, furniture and fixtures. The estimated fair value of property, plant and equipment was based on appraisals and replacement cost analyses.

The fair value of property, plant and equipment acquired was estimated as follows:

(In millions)	Estimated Fair Value
Land	\$ 63.6
Buildings	57.0
Machinery, equipment, furniture and fixtures	193.8
Construction work in progress	12.0
Property, plant and equipment	<u>\$ 326.4</u>

Identifiable intangible assets represent the estimated fair value of customer relationships and have an estimated useful life of 20 years. The valuation of the intangible assets acquired was based on management’s estimates, available information, and reasonable and supportable assumptions. The fair value of these assets was estimated using the income approach. An excess earnings approach was used to estimate the fair value of the customer relationships. Significant assumptions used include forecasted revenues, customer retention rates and profit margins, a discount rate of 13.5% based on our overall cost of equity, adjusted for perceived business risks related to these customer relationships, and an estimated economic useful life of 20 years.

The fair value of trade payables was estimated to approximate carrying value due to the short-term nature of the liabilities. The fair value of accrued liabilities was estimated to approximate carrying value due to the short-term nature of the liabilities.

Accrued pension liabilities include defined benefit pension plans for the German employees. The plans are based on final pay and service, but some senior officers are entitled to receive enhanced pension benefits. Benefit payments are financed, in part, by contributions to a relief fund which establishes a life insurance contract to secure future pension payments. Based on statutory pension contributions calculations proscribed under German law, the plans are substantially underfunded. The unfunded accrued pension costs are covered under a pension insurance association under German law should Real Alloy, or its subsidiaries, be unable to fulfill their pension obligations.

The following assumptions were utilized to measure the accrued pension liabilities:

Discount rate	1.7%
Salary increase	3.0%
Pension increase	1.8%
Turnover	2.0%

Environmental liabilities represent estimated reserves for environmental remediation costs, which have been recognized based on the guidance in FASB ASC 450, *Contingencies* , and FASB ASC 410, *Asset Retirement and Environmental Obligations* . Real Alloy is subject to various environmental laws and regulations governing, among other things, the handling, disposal and remediation of hazardous substances and wastes and employee safety. Given the changing nature of environmental legal requirements, Real Alloy may be required to take environmental control measures at some of its facilities to meet future requirements.

The estimated fair value of the Redeemable Preferred Stock was determined based on a discounted cash flow using estimates of market rates and redemption probabilities. For more information on the Redeemable Preferred Stock, refer to Note 5— *Debt, Other Financing Arrangements and Redeemable Preferred Stock* and Note 12— *Derivative and Other Financial Instruments and Fair Value Measurements* .

Deferred income taxes represent the differences between the book and tax bases of the assets acquired. As a result of an election under section 338(h)(10) of the Internal Revenue Code of 1986, as amended (the “Tax Code”), the tax bases of U.S. assets acquired were adjusted to the acquisition date fair values.

Other liabilities assumed include asset retirement obligations, which represent obligations associated with the retirement of tangible long-lived assets. Assumed asset retirement obligations relate primarily to the requirement of capping three landfills, as well as costs related to the future removal of asbestos and costs to remove underground storage tanks. The estimated fair value is based upon the present value of the future cash flows expected to be required to satisfy the obligation using discount rates ranging from 6.7% to 13.2%. Determining the fair value of asset retirement obligations requires judgment, including estimates of the credit adjusted interest rate and estimates of future cash flows. The present value of the obligations is accreted over time.

Based on the estimated fair value of assets acquired and liabilities assumed, goodwill of \$ 85.0 million is attributable to Real Alloy's strong management team, assembled workforce and its defensible market share. As the purchase price allocation for the Real Alloy Acquisition has not yet been finalized, the allocation of goodwill to our reporting units has not yet been finalized.

The following table reflects the activity associated with goodwill during the nine months ended September 30, 2015:

(In millions)

Balance at beginning of period	\$	—
Preliminary purchase price allocation for the Real Alloy Acquisition reported as of March 31, 2015		102.3
Adjustments to preliminary purchase price allocation for the Real Alloy Acquisition recorded in the quarter ended June 30, 2015		(17.8)
Adjustments to preliminary purchase price allocation for the Real Alloy Acquisition recorded in the quarter ended September 30, 2015		0.5
Balance at end of period	\$	<u>85.0</u>

The operating results of Real Alloy are included in the Company's unaudited condensed consolidated financial statements from the acquisition date. For the period from the acquisition date to September 30, 2015, Real Alloy's total revenues and loss from continuing operations before income taxes were \$845.0 million and \$20.4 million, respectively.

The following selected unaudited pro forma results of operations of the Company for the three and nine months ended September 30, 2015 and 2014, give effect to this business combination as though the transaction occurred on January 1, 2014:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Total revenues:				
As reported	\$ 338.6	\$ —	\$ 845.1	\$ 0.1
Pro forma	338.6	392.6	1,081.9	1,165.6
Earnings (loss) from continuing operations before income taxes:				
As reported	\$ 2.5	\$ (1.4)	\$ (36.2)	\$ (6.1)
Pro forma	3.0	(2.4)	(18.5)	(43.6)

NOTE 4—INVENTORIES

The following table presents the components of inventories as of September 30, 2015 and December 31, 2014:

(In millions)	September 30, 2015	December 31, 2014
Finished goods	\$ 35.6	\$ —
Raw materials and work in process	70.5	—
Supplies	12.0	—
Total inventories	<u>\$ 118.1</u>	<u>\$ —</u>

NOTE 5—DEBT, OTHER FINANCING ARRANGEMENTS AND REDEEMABLE PREFERRED STOCK

The following table presents the Company's long-term debt as of September 30, 2015 and December 31, 2014 :

(In millions)	September 30, 2015	December 31, 2014
Senior Secured Notes:		
Principal amount outstanding	\$ 305.0	\$ —
Unamortized original issue discount and issuance costs	(14.7)	—
Senior Secured Notes, net	290.3	—
Asset-Based Facility:		
Principal amount outstanding	57.5	—
Unamortized debt issuance costs	(2.6)	—
Asset-Based Facility, net	54.9	—
Capital leases	4.5	—
Current portion of long-term debt	(1.8)	—
Total long-term debt, net	<u>\$ 347.9</u>	<u>\$ —</u>

Long-term debt*Senior Secured Notes*

On January 8, 2015, Real Alloy, as successor to SGH Escrow, completed a private placement of \$305.0 million aggregate principal of 10% Senior Secured Notes at a price of 97.206% of the principal amount thereof to qualified institutional purchasers in accordance with Rule 144A and Regulation S under the Securities Act. The Senior Secured Notes were issued pursuant to an indenture, dated as of January 8, 2015 (the "Indenture") between Real Alloy, as successor to SGH Escrow, Real Alloy Parent, and Wilmington Trust, National Association ("Wilmington"), as trustee and notes collateral trustee.

Under the terms of the Pledge and Security Agreement, dated as of February 27, 2015, by and between each of Real Alloy, Real Alloy Parent and the other parties signatory thereto and Wilmington as notes collateral trustee, the Senior Secured Notes and related guarantees are secured by first priority security interests in the fixed assets of Real Alloy, Real Alloy Parent and the Subsidiary Guarantors (as defined in the Pledge and Security Agreement) and by second priority security interests in certain other collateral of Real Alloy, Real Alloy Parent and the Subsidiary Guarantors.

The Indenture, among other things, limits Real Alloy and its restricted subsidiaries' (as defined in the Indenture) ability to: incur additional indebtedness or issue certain preferred stock; pay dividends or make other distributions on capital stock or prepay subordinated indebtedness; purchase or redeem any equity interests; make investments; create liens; sell assets; enter into agreements that restrict dividends or other payments by restricted subsidiaries; consolidate, merge or transfer all or substantially all of its assets; engage in transactions with Real Alloy's affiliates; or enter into any sale and leaseback transactions. These covenants are subject to important exceptions and qualifications. As of September 30, 2015, Real Alloy was in compliance with all such covenants.

The Senior Secured Notes mature on January 15, 2019 and interest is payable on January 15 and July 15 of each year, commencing on July 15, 2015, through the date of maturity. For the three and nine months ended September 30, 2015, interest expense associated with the Senior Secured Notes was \$8.7 million and \$25.2 million, respectively, including \$1.1 million and \$3.2 million of noncash expense related to the amortization of the original issue discount and debt issuance costs, respectively, for the three and nine months ended September 30, 2015.

Asset-Based Facility

On February 27, 2015, a wholly owned domestic subsidiary of Real Alloy and an affiliate of Real Alloy entered into the \$110.0 million Asset-Based Facility that matures on October 15, 2018. The Asset-Based Facility is secured by a first priority lien on the borrowers and, to the extent no adverse tax impact would be incurred, Real Alloy's foreign subsidiaries' accounts receivable, inventory, instruments representing receivables, guarantees and other credit enhancements related to receivables, and bank accounts into which receivables are deposited, among other related assets. The Asset-Based Facility is also secured by a second priority lien on the assets that secure the Senior Secured Notes. The borrowing base under the Asset-Based Facility is determined based on eligible accounts receivable and eligible inventory. U.S. dollar denominated loans under the U.S. Sub-facility will bear interest, at the borrowers' option, either (i) at 1, 2, 3 or 6-month interest periods at LIBOR, or (ii) the Base Rate (as defined below), in each case plus a margin based on the amount of the

excess availability under the Asset-Based Facility. The “Base Rate” is equal to the greater of (a) the U.S. prime rate, (b) the U.S. Federal Funds Rate plus 50 basis points, and (c) the sum of LIBOR plus a margin based on the amount of the excess availability under the Asset-Based Facility. Canadian dollar denominated loans under the Canadian Sub-facility will bear interest, at the borrowers’ option, either (i) at 1, 2, 3 or 6-month interest periods at an average Canadian interbank rate, or (ii) floating at the greater of the Canadian prime rate or the average 30-day Canadian interbank rate plus 1.35%, in each case plus a margin based on the amount of the excess availability under the Asset-Based Facility. Events of default will trigger an increase of 2.0% in all interest rates. Interest is payable monthly in arrears, except for LIBOR loans and Canadian interbank rate loans, for which interest is payable at the end of each relevant interest period. On the initial funding date, the borrowers paid a 1.0% funding fee. For the three and nine months ended September 30, 2015, interest expense associated with the Asset-Based Facility was \$0.5 million and \$1.1 million, respectively, including \$0.2 million and \$0.5 million related to the amortization of debt issuance costs, respectively. As of September 30, 2015, the borrowers were in compliance with all applicable covenants under the Asset-Based Facility.

Capital Leases

As part of the Real Alloy Acquisition, existing capital leases of the Real Alloy Business, primarily mobile and office equipment, were assumed. In the normal course of operations, Real Alloy enters into capital leases to finance office and other equipment for its operations. As of September 30, 2015, \$1.8 million of the \$4.5 million in capital lease obligations are due within the next twelve months.

Factoring Facility

On February 27, 2015, an indirect wholly owned German subsidiary of Real Alloy, entered into the €50 million Factoring Facility, which provides for nonrecourse sales of certain of its accounts receivables to a financial institution, subject to certain limitations and eligibility requirements. The Factoring Facility has a termination date of January 15, 2019.

Prior to the collection of proceeds from the transferred receivables, advances against such proceeds are available to the Real Alloy subsidiary, subject to certain limitations and eligibility requirements. Such advances, which totaled \$4.4 million as of September 30, 2015, are recorded as a reduction to the financing receivable in the unaudited condensed consolidated balance sheets, due to the counterparty’s right of set off.

The interest rate applicable to advances under the Factoring Facility is the three-month EURIBOR (daily rate) fixed on the last business day of a month for the following month, plus 1.65%. Interest expense on advances was \$0.1 million for the nine months ended September 30, 2015.

Redeemable Preferred Stock

The Redeemable Preferred Stock was issued to Aleris on February 27, 2015 as a portion of the purchase price for the Real Alloy Acquisition. The Redeemable Preferred Stock pays quarterly dividends at a rate of 7% for the first 18 months after the date of issuance, 8% for the next 12 months, and 9% thereafter. Dividends may be paid in kind for the first two years, and thereafter will be paid in cash. All accrued and accumulated dividends on the Redeemable Preferred Stock will be prior and in preference to any dividend on any of the Company’s common stock or other junior securities.

The shares of Redeemable Preferred Stock are generally non-voting, however the consent of the holders of a majority of the outstanding shares of Redeemable Preferred Stock are required, among other requirements, (i) until the second anniversary of issuance, to (x) declare or pay cash dividends on Real Industry common stock; or (y) purchase, redeem or acquire shares of Real Industry common stock, other than, among others, certain shares of common stock issued to employees; (ii) so long as at least \$10.0 million in aggregate principal amount of Redeemable Preferred Stock is outstanding, to make acquisitions valued at more than 5% of the consolidated assets of the Company and its subsidiaries; (iii) to take actions that would adversely affect the rights of the holders of the Redeemable Preferred Stock; and (iv) to undertake certain merger activities unless the Redeemable Preferred Stock remains outstanding or is purchased at the liquidation preference.

The Company may generally redeem the shares of Redeemable Preferred Stock at any time at the liquidation preference, and the holders may require the Company to redeem their shares of Redeemable Preferred Stock at the liquidation preference upon a change of control under the Senior Secured Notes (or any debt facility that replaces or redeems the Senior Secured Notes) to the extent that the change of control does not provide for such redemption at the liquidation preference. A holder of Redeemable Preferred Stock may require the Company to redeem all, but not less than all, of such holder’s Redeemable Preferred Stock sixty-six months after the issuance date. In addition, the Company may redeem shares of Redeemable Preferred Stock to the extent Aleris is required to indemnify the Company under the Real Alloy Purchase Agreement for the Real Alloy Acquisition. The Redeemable Preferred Stock held by Aleris and its subsidiaries has a liquidation preference of \$26.0 million, as of September 30, 2015, and is not transferrable (other than to another subsidiary of Aleris) for eighteen months following issuance (or such longer period in connection with any ongoing indemnity claims under the Real Alloy Purchase Agreement).

The carrying value of Redeemable Preferred Stock is based on the estimated fair value of the instrument as of the issuance date. The difference between the redemption value and the estimated fair value as of the issuance date is being accreted to the redemption value over the period preceding the holder's right to redeem the instrument, or sixty-six months, using the effective interest method.

The following table presents the activity related to the carrying value of Redeemable Preferred Stock during the nine months ended September 30, 2015:

(In millions)

Balance at beginning of period	\$	—
Issuance of Redeemable Preferred Stock		19.6
Dividends and accretion		1.6
Balance at end of period	\$	<u>21.2</u>

NOTE 6—COMMON STOCK WARRANT LIABILITY

On June 11, 2010, warrants to purchase an aggregate of 1.5 million shares of Real Industry's common stock were issued (the "Warrants"). The aggregate purchase price for the Warrants was \$0.3 million, due in equal installments as the Warrants vested, 20% upon issuance and, thereafter, 20% annually on the anniversary of the issuance date and, as of June 30, 2015, the Warrants are 100% vested. The Warrants expire in June 2020 and had an original exercise price of \$10.30 per share. The Warrants were issued without registration in reliance on the exemption set forth in Section 4(a)(2) of the Securities Act.

The Warrants include customary terms that provide for certain adjustments of the exercise price and the number of shares of common stock to be issued upon the exercise of the Warrants in the event of stock splits, stock dividends, pro rata distributions and certain other fundamental transactions. Additionally, the Warrants are subject to pricing protection provisions. During the term of the Warrants, the pricing protection provisions provide that certain issuances of new shares of common stock at prices below the current exercise price of the Warrants automatically reduce the exercise price of the Warrants to the lowest per share purchase price of common stock issued. In February 2015, the Company issued shares of common stock in the Rights Offering at \$5.64 per share, thereby reducing the exercise price of the Warrants to \$5.64 per share as of September 30, 2015.

In May 2015, 15,000 Warrants were exercised, including 7,500 on a cashless basis, resulting in the issuance of 9,360 shares of common stock and gross proceeds of \$0.1 million. In September 2015, 16,667 Warrants were exercised on a cashless basis, resulting in the issuance of 6,969 shares of common stock. Upon exercise, the fair value of the Warrants exercised are reclassified to additional paid-in capital. As of September 30, 2015, 1,468,333 Warrants remain outstanding.

The Company utilizes a Monte Carlo simulation to estimate the fair value of the common stock warrant liability as of September 30, 2015 and December 31, 2014. See Note 12—*Derivative and Other Financial Instruments and Fair Value Measurements* for a discussion about the estimated fair values determined using the Monte Carlo simulation option pricing model. A decrease in the common stock warrant liability results in other nonoperating income, while an increase in the common stock warrant liability results in other nonoperating expense. The following table presents changes in the fair value of the common stock warrant liability during the three and nine months ended September 30, 2015 and 2014:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Balance at beginning of period	\$ 11.1	\$ 8.3	\$ 5.6	\$ 9.3
Warrants exercised	(0.1)	—	(0.2)	—
Change in fair value of common stock warrant liability	(3.4)	(2.4)	2.2	(3.4)
Balance at end of period	<u>\$ 7.6</u>	<u>\$ 5.9</u>	<u>\$ 7.6</u>	<u>\$ 5.9</u>

NOTE 7—STOCKHOLDERS' EQUITY AND NONCONTROLLING INTEREST

The following table summarizes the activity within stockholders' equity and noncontrolling interest for the nine months ended September 30, 2015 :

(In millions)	Equity Attributable to Real Industry, Inc.	Noncontrolling Interest	Total Equity
Balance at beginning of period	\$ 85.7	\$ (0.1)	\$ 85.6
Net earnings (loss)	(3.3)	0.3	(3.0)
Dividends and accretion on Redeemable Preferred Stock	(1.6)	—	(1.6)
Exercise of common stock options	1.1	—	1.1
Issuance of common stock, net of issuance costs	63.3	—	63.3
Share-based compensation expense	1.0	—	1.0
Proceeds from Warrant exercises	0.1	—	0.1
Reclassification of common stock warrant liability on Warrant exercises	0.2	—	0.2
Treasury shares acquired, net of reissuances	(0.1)	—	(0.1)
Noncontrolling interest acquired in business combination	—	0.8	0.8
Change in accumulated other comprehensive loss	(2.6)	—	(2.6)
Balance at end of period	<u>\$ 143.8</u>	<u>\$ 1.0</u>	<u>\$ 144.8</u>

The following table reflects changes in the number of outstanding shares of common stock during the nine months ended September 30, 2015 :

	Shares of Common Stock Outstanding
Balance at beginning of the period	17,099,882
Common stock issued	11,304,673
Restricted common stock awards granted, net of forfeitures	240,990
Common stock options exercised, net of share repurchases	229,892
Common stock issued from Warrant exercises	26,027
Treasury shares acquired, net of reissuance	(9,698)
Balance at end of the period	<u>28,891,766</u>

NOTE 8—ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table summarizes the activity within accumulated other comprehensive loss for the nine months ended September 30, 2015:

(In millions)	Currency Translation
Balance at beginning of period	\$ —
Current period currency translation adjustments	(2.6)
Balance at end of period	<u>\$ (2.6)</u>

NOTE 9—INCOME TAXES

At the end of each reporting period, Real Industry makes an estimate of its annual effective income tax rate. The estimate used for the nine months ended September 30, 2015 may change in subsequent periods. The effective tax rate for the three and nine months ended September 30, 2015 differed from the federal statutory rate applied to earnings and losses before income taxes primarily as a result of the mix of earnings and losses and tax rates between tax jurisdictions and changes in valuation allowances.

As of December 31, 2014, the Company had estimated federal and California NOLs of \$933.6 million and \$994.7 million, respectively. The federal NOLs have a 20-year life and begin to expire after the 2027 tax year, while the California NOLs have either a 10-year or

20-year life and begin to expire after the 2017 tax year. In order to preserve these tax attributes, restrictions are included in Real Industry's Amended and Restated Bylaws on transfers of its common stock (the "Tax Benefit Preservation Provision"). Unless approved by the board of directors (the "Board"), any attempted transfer of Real Industry common stock is prohibited and void to the extent that, as a result of such transfer (or any series of transfers) (i) any person or group of persons owning 4.9% of the then-outstanding shares of Real Industry common stock, whether directly or indirectly (a "4.9-percent holder"); or (ii) the ownership interests of any "five - percent holder" (as defined in Section 1.382-2T(g) of the Tax Code) shall be increased or decreased, unless such decrease is the result of a transfer to a public group through the facilities of a national exchange. Persons wishing to become a 4.9-percent holder (or existing five-percent holders wishing to increase or decrease their percentage ownership, unless the decrease relates to a transfer to a public group) must request a waiver of the restriction from Real Industry, and the Board may grant a waiver in its sole discretion. The Tax Benefit Preservation Provision is meant to reduce the potential for a "change of control" event, which, if it were to occur, would have the effect of limiting the amount of NOLs available in a particular year.

Real Industry has valuation allowances recorded to reduce certain deferred tax assets to amounts that are more likely than not to be realized. The valuation allowances relate to the potential inability to realize our deferred tax assets associated with net operating loss carryforwards in the United States and certain other foreign jurisdictions. Real Industry intends to maintain its valuation allowances until sufficient positive evidence exists to support their reversal.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, various state and local jurisdictions, as well as foreign jurisdictions located in Canada, Mexico, Germany, Norway, and the United Kingdom. With few exceptions, the 2010 through 2014 tax years remain open to examination.

NOTE 10—EMPLOYEE BENEFIT PLANS

The following table presents the components of the net periodic benefit expense under the German defined benefit pension plans for the three and nine months ended September 30, 2015:

(In millions)	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Service cost	\$ 0.2	\$ 0.6
Interest cost	0.2	0.5
Net periodic benefit expense	<u>\$ 0.4</u>	<u>\$ 1.1</u>

NOTE 11—EARNINGS (LOSS) PER SHARE

The Company computes earnings (loss) per share using the two-class method, as unvested restricted common stock contains nonforfeitable rights to dividends and meets the criteria of a participating security. Under the two-class method, earnings are allocated between common stock and participating securities. The presentation of basic and diluted earnings per share is required only for each class of common stock and not for participating securities. As such, the Company presents basic and diluted earnings per share for its one class of common stock.

The two-class method includes an earnings allocation formula that determines earnings per share for each class of common stock according to dividends declared and undistributed earnings for the period. The Company's reported net earnings is reduced by the amount allocated to participating securities to arrive at the earnings allocated to common stockholders for purposes of calculating earnings per share.

Basic earnings per share is computed by dividing net earnings attributable to Real Industry, Inc. by the weighted average number of common shares outstanding for the reporting period. In connection with the Rights Offering, the Company distributed subscription rights to all of its existing stockholders as of January 28, 2015, and the subscription rights price represented a discount to the market value of the Company's common stock upon the closing of the Rights Offering on February 27, 2015, with respect to the common stockholders. The discount in the Rights Offering with respect to common stockholders represents an implied stock dividend, which requires retroactive adjustment of the weighted average shares outstanding reported in reporting periods prior to February 27, 2015. Adjustments to the weighted average shares outstanding in all reporting periods prior to December 31, 2014 disclosed in this Report reflect an 8.3% increase from previously reported weighted average shares outstanding, based on the fair value per share immediately preceding the closing of the Rights Offering, with respect to common stockholders, and the fair value of the common stock as of February 27, 2015. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue

common stock were exercised or converted into common stock. For the calculation of diluted earnings per share, the basic weighted average number of common shares outstanding is increased by the dilutive effect of unvested restricted common stock awards, common stock options, unvested performance shares and the Warrants, determined using the treasury stock method.

The following table sets forth the computation of basic and diluted earnings (loss) per share for the three and nine months ended September 30, 2015 and 2014:

(In millions, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Earnings (loss) from continuing operations	\$ 2.0	\$ (0.7)	\$ (29.5)	\$ (4.2)
Earnings (loss) from discontinued operations, net of income taxes	(0.7)	1.5	26.5	4.6
Net earnings (loss)	1.3	0.8	(3.0)	0.4
Earnings from continuing operations attributable to noncontrolling interest	0.1	—	0.3	—
Net earnings (loss) attributable to Real Industry, Inc.	1.2	0.8	(3.3)	0.4
Dividends and accretion on Redeemable Preferred Stock	(0.7)	—	(1.6)	—
Numerator for basic and diluted earnings per share—Net earnings (loss) available to common stockholders	\$ 0.5	\$ 0.8	\$ (4.9)	\$ 0.4
Denominator for basic earnings per share— Weighted average shares outstanding	28,556,383	13,162,987	25,993,660	13,151,059
Effect of dilutive securities	1,257,090	—	—	—
Denominator for diluted earnings per share— Weighted average shares outstanding	29,813,473	13,162,987	25,993,660	13,151,059
Basic earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Basic earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03
Diluted earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Diluted earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03

Unvested restricted common stock, common stock options, unvested performance shares and the Warrants are antidilutive and excluded from the computation of diluted earnings per share if the assumed proceeds upon exercise or vesting are greater than the cost to reacquire the same number of shares at the average market price during the period. The dilutive impact of these securities is reflected in the weighted average diluted shares outstanding for the three months ended September 30, 2015. For the nine months ended September 30, 2015 and 2014, and the three months ended September 30, 2014, the impact of all outstanding unvested shares of restricted common stock, common stock options, unvested performance shares and the Warrants are excluded from diluted earnings (loss) per share as their impact would be antidilutive. The following table provides details on the average market price of Real Industry common stock and the weighted average number of outstanding shares of unvested restricted common stock, common stock options, unvested performance shares and Warrants that were potentially dilutive for each of the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Average market price of Real Industry common stock	\$ 10.63	\$ 8.77	\$ 9.18	\$ 9.93
Potentially dilutive common stock equivalents:				
Unvested restricted common stock	—	109,319	224,526	105,381
Common stock options	—	1,205,743	850,707	1,213,671
Unvested performance shares	—	—	116,190	—
Warrants	—	1,500,000	1,491,874	1,500,000
Total potentially dilutive common stock equivalents	—	2,815,062	2,683,297	2,819,052

NOTE 12—DERIVATIVE AND OTHER FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Derivatives

Real Alloy may use forward contracts and options, as well as contractual price escalators, to reduce the risks associated with its metal, natural gas and certain currency exposures. Generally, we enter into master netting arrangements with our counterparties and offset net derivative positions with the same counterparties against amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral under those arrangements in our condensed consolidated balance sheets. For classification purposes, Real Alloy records the net fair value of each type of derivative position expected to settle in less than one year (by counterparty) as a net current asset or liability and each type of long-term position as a net long-term asset or liability.

Metal hedging

As metal is purchased to fill fixed-price customer sales orders at Real Alloy, London Metal Exchange (“LME”) future swaps or forward contracts are sold. As sales orders are priced, LME future or forward contracts may be purchased. These derivatives generally settle within six months. Real Alloy can also buy put option contracts for managing metal price exposures. Option contracts require the payment of a premium, which is recorded as a realized loss upon settlement or expiration of the option contract. Upon settlement of put option contracts, Real Alloy receives cash and recognizes a related gain if the LME closing price is less than the strike price of the put option. If the put option strike price is less than the LME closing price, no amount is paid and the option expires. As of September 30, 2015, Real Alloy had 30.7 thousand metric tons of metal buy and sell derivative contracts.

Natural gas hedging

To manage the price exposure for natural gas purchases, Real Alloy may fix the future price of a portion of its natural gas requirements by entering into financial hedge agreements. Under these swap agreements, payments are made or received based on the differential between the monthly closing price on the New York Mercantile Exchange (“NYMEX”) and the contractual hedge price. Natural gas cost can also be managed through the use of cost escalators included in some long-term supply contracts with customers, which limits exposure to natural gas price risk. As of September 30, 2015, Real Alloy had 2.1 trillion British thermal unit forward buy contracts.

Currency exchange hedging

From time to time, Real Alloy may enter into currency forwards, futures, call options and similar derivative financial instruments to limit its exposure to fluctuations in currency exchange rates. As of September 30, 2015, no currency derivative contracts were outstanding.

Credit risk

Real Alloy is exposed to losses in the event of nonperformance by the counterparties to the derivative financial instruments discussed above; however, management does not anticipate any nonperformance by the counterparties. The counterparties are evaluated for creditworthiness and risk assessment prior to initiating trading activities with the brokers and periodically throughout each year while actively trading. As of September 30, 2015, no cash collateral was posted or held.

The table below presents gross amounts of recognized assets and liabilities, the amounts offset in the unaudited condensed consolidated balance sheets and the net amounts of assets and liabilities presented therein. As of September 30, 2015, there were no amounts subject to an enforceable master netting arrangement or similar agreement that have not been offset in the unaudited condensed consolidated balance sheets.

(In millions)	Fair Value of Derivatives as of September 30, 2015	
	Asset	Liability
Metal	\$ 0.6	\$ (1.1)
Natural gas	—	(0.3)
Total	0.6	(1.4)
Effect of counterparty netting arrangements	(0.6)	0.6
Net derivatives as classified in the condensed consolidated balance sheet	\$ —	\$ (0.8)

The following table presents details of the fair value of Real Alloy's derivative financial instruments as of September 30, 2015, as recorded in the unaudited condensed consolidated balance sheets:

(In millions)	Balance Sheet Location	September 30, 2015
Derivative liabilities		
Metal	Accrued liabilities	\$ 0.5
Natural gas	Accrued liabilities	0.3
Total		\$ 0.8

Common stock warrant liability

Common stock warrant liability is a derivative liability related to the anti-dilution and pricing protection provisions of the Warrants. The fair value of the common stock warrant liability is based on a Monte Carlo simulation that utilizes various assumptions, including estimated volatility of 50% and an expected term of 4.7 years as of September 30, 2015, and 52% volatility and an expected term of 5.8 years as of December 31, 2014, along with a 25% equity raise probability assumption and a 15% equity raise price discount assumption in the periods following December 31, 2015. Significant decreases in the expected term or the equity raise probability and related assumptions would result in a decrease in the estimated fair value of the common stock warrant liability, while significant increases in the expected term or the equity raise probability and related assumptions would result in an increase in the estimated fair value of the common stock warrant liability. However, the most significant input in determining the fair value of the common stock warrant liability is the price of our common stock on the measurement date. A 10% increase or decrease in any or all of the unobservable inputs would not have a material impact on the estimated fair value of the common stock warrant liability.

Fair values

Derivative contracts are recorded at fair value using quoted market prices and significant other observable inputs. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3—Inputs that are both significant to the fair value measurement and unobservable.

We endeavor to utilize the best available information in measuring fair value. Where appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads, and credit considerations. Such adjustments are generally based on available market evidence and unobservable inputs. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth financial assets and liabilities and their level in the fair value hierarchy that are accounted for at fair value on a recurring basis as of September 30, 2015 and December 31, 2014 :

(In millions)	Fair Value Hierarchy	Estimated Fair Value	
		September 30, 2015	December 31, 2014
Derivative assets	Level 2	\$ 0.6	\$ —
Derivative liabilities	Level 2	(1.4)	—
Net derivative liabilities		<u>\$ (0.8)</u>	<u>\$ —</u>
Common stock warrant liability	Level 3	\$ (7.6)	\$ (5.6)

The common stock warrant liability is the only asset or liability measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as of September 30, 2015 and 2014. Please see Note 6— *Common Stock Warrant Liability* for a reconciliation from the beginning balance to the ending balance of the common stock warrant liability for the three and nine months ended September 30, 2015 and 2014.

Both realized and unrealized gains and losses on derivative financial instruments are included within losses on derivative financial instruments in the unaudited condensed consolidated statements of operations. The following table presents realized losses on derivative financial instruments during the three and nine months ended September 30, 2015:

(In millions)	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Metal	\$ 1.5	\$ 2.2
Natural gas	—	—
Total	<u>\$ 1.5</u>	<u>\$ 2.2</u>

Other Financial Instruments

The following tables present the carrying values and fair value estimates of other financial instruments as of September 30, 2015 and December 31, 2014:

		September 30, 2015	
(In millions)	Fair Value Hierarchy	Carrying Amount	Estimated Fair Value
Assets			
Cash and cash equivalents	Level 1	\$ 44.9	\$ 44.9
Restricted cash held in escrow (other current assets)	Level 1	3.9	3.9
Loans receivable, net (other noncurrent assets)	Level 3	1.2	1.2
Liabilities			
Long-term debt:			
Senior Secured Notes	Level 1	\$ 290.3	\$ 315.7
Asset-Based Facility	Level 2	54.9	54.9
Capital leases	Level 3	4.5	4.5
Redeemable Preferred Stock	Level 3	\$ 21.2	\$ 20.5

		December 31, 2014	
(In millions)	Fair Value Hierarchy	Carrying Amount	Estimated Fair Value
Assets			
Continuing operations:			
Cash and cash equivalents	Level 1	\$ 62.0	\$ 62.0
Loans receivable, net (other noncurrent assets)	Level 3	1.2	1.2
Discontinued operations:			
Cash and cash equivalents	Level 1	1.0	1.0
Liabilities			
Discontinued operations:			
Line of credit	Level 3	\$ 1.0	\$ 1.0
Long-term debt	Level 3	13.6	13.6

The Company used the following methods and assumptions to estimate the fair value of each financial instrument as of September 30, 2015 and December 31, 2014:

Cash and cash equivalents and restricted cash held in escrow

Cash and cash equivalents and restricted cash held in escrow are recorded at historical cost. The carrying value is a reasonable estimate of fair value as these instruments have short-term maturities and market interest rates.

Loans receivable, net

Loans receivable, net, consists of commercial real estate loans. The estimated fair value considers the collateral coverage of assets securing the loans and estimated credit losses, as well as variable interest rates, which approximate market interest rates.

Long-term debt – Senior Secured Notes

The estimated fair value of the Senior Secured Notes as of September 30, 2015 is based on observable market prices.

Long-term debt – Asset-Based Facility

The estimated fair value of the Asset-Based Facility as of September 30, 2015 is based on market characteristics, including interest rates and maturity dates generally consistent with market terms.

Long-term debt – Capital leases

The estimated fair value of the capital leases as of September 30, 2015 is based on market characteristics of the equipment leases, including interest rates and payment terms generally consistent with market terms.

Redeemable Preferred Stock

The carrying value of Redeemable Preferred Stock is based on the estimated fair value of the instrument at issuance, calculated using a discounted cash flow analysis using the Hull & White model, with a term of sixty-six months, assuming either the holder will put or the issuer will call at the redemption date. The cash dividend yield and the Redeemable Preferred Stock, including the payment-in-kind Redeemable Preferred Stock, were discounted at the spot rate plus a 14.2% credit spread adjustment to a zero coupon yield curve, which is being accreted to redemption value over the period preceding the holder's right to mandatorily redeem the instrument, or sixty-six months from issuance, using the effective interest method. An increase in the discount rate would result in a decrease in the estimated fair value of the redeemable preferred stock, while a decrease in the discount rate would result in an increase in the estimated fair value of the redeemable preferred stock. There have been no significant changes in the fair value of the Redeemable Preferred Stock subsequent to issuance.

NOTE 13—SEGMENT INFORMATION

Segment information is prepared on the same basis that our chief operating decision-maker ("CODM"), who is our chief executive officer, manages the segments, evaluates financial results, and makes key operating decisions, and for which discrete financial information is available. As of September 30, 2015, the Company had two reportable segments: Real Alloy North America ("RANA") and Real Alloy Europe ("RAEU").

Measurement of segment income or loss and segment assets and liabilities

The accounting policies of the reportable segments are the same as those described in Note 2— *Financial Statement Presentation and Significant Accounting Policies* . Our measure of profitability for our reportable segments is earnings before interest, taxes, depreciation and amortization and excludes certain other items (“Adjusted EBITDA”). Certain of the Company’s assets and liabilities have not been allocated to our reportable segments, including corporate cash, the common stock warrant liability, deferred income taxes, intangible assets, including goodwill, and long-term debt, none of which our CODM uses to evaluate the performance of our reportable segments. Additionally, certain of the Company’s corporate administrative expenses are not allocated to the reportable segments.

Reportable segment information

The following tables show segment revenues and Adjusted EBITDA for the three and nine months ended September 30, 2015 and a reconciliation from Adjusted EBITDA to operating profit. For the three and nine months ended September 30, 2014, there were no reportable segments.

(In millions)	Three Months Ended September 30, 2015		
	RANA	RAEU	Total
Revenues	\$ 205.2	\$ 133.4	\$ 338.6
Adjusted EBITDA	\$ 15.4	\$ 7.4	\$ 22.8

(In millions)	Nine Months Ended September 30, 2015		
	RANA	RAEU	Total
Revenues	\$ 521.7	\$ 323.3	\$ 845.0
Adjusted EBITDA	\$ 36.3	\$ 16.9	\$ 53.2

(In millions)	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Adjusted EBITDA	\$ 22.8	\$ 53.2
Unrealized losses (gains) on derivative financial instruments	(0.5)	0.8
Depreciation and amortization—excludes Corporate and Other	10.3	24.2
Impact of recording inventory at fair value through purchase accounting	1.3	8.5
Operating loss of Corporate and Other	3.2	10.5
Other	1.1	2.2
Operating profit	\$ 7.4	\$ 7.0

The following tables present summarized balance sheet information for each of our reportable segments and a reconciliation to consolidated assets and liabilities as of September 30, 2015 :

(In millions)	RANA	RAEU
<i>Segment Assets</i>		
Current assets:		
Cash and cash equivalents	\$ 5.2	\$ 16.4
Trade accounts receivable, net	86.4	15.2
Financing receivable	—	47.6
Inventories	72.9	45.2
Other current assets	5.1	2.8
Total current assets	169.6	127.2
Property, plant and equipment, net	215.4	104.6
Other noncurrent assets	4.8	2.0
Total segment assets	<u>\$ 389.8</u>	<u>\$ 233.8</u>
<i>Segment Liabilities</i>		
Current liabilities:		
Trade payables	\$ 65.0	\$ 55.3
Accrued liabilities	22.3	13.1
Total current liabilities	87.3	68.4
Accrued pension benefits	—	46.3
Environmental liabilities	18.4	—
Other noncurrent liabilities	6.9	1.7
Total segment liabilities	<u>\$ 112.6</u>	<u>\$ 116.4</u>

(In millions)		
Assets:		
RANA	\$	389.8
RAEU		233.8
Unallocated		139.6
Total consolidated assets		<u>\$ 763.2</u>
Liabilities:		
RANA	\$	112.6
RAEU		116.4
Unallocated		368.2
Total consolidated liabilities		<u>\$ 597.2</u>

NOTE 14—DISCONTINUED OPERATIONS

The following table presents the assets and liabilities, as of September 30, 2015 and December 31, 2014, of the components of the Company designated as discontinued operations as of September 30, 2015:

(In millions)	September 30, 2015	December 31, 2014
Current assets:		
Cash and cash equivalents	\$ 0.1	\$ 1.0
Trade accounts receivable, net	—	4.5
Inventories	—	11.4
Other current assets	—	1.1
Total current assets of discontinued operations	<u>\$ 0.1</u>	<u>\$ 18.0</u>
Noncurrent assets:		
Property, plant and equipment	\$ —	\$ 0.3
Intangible assets, net	—	1.6
Goodwill	—	17.8
Other noncurrent assets	—	0.3
Total noncurrent assets of discontinued operations	<u>\$ —</u>	<u>\$ 20.0</u>
Current liabilities:		
Trade payables	\$ —	\$ 2.9
Accrued liabilities	0.6	0.3
Line of credit	—	1.0
Long-term debt due within one year	—	3.9
Total current liabilities of discontinued operations	<u>\$ 0.6</u>	<u>\$ 8.1</u>
Noncurrent liabilities:		
Long-term debt	\$ —	\$ 9.7
Repurchase reserve	0.7	5.5
Total noncurrent liabilities of discontinued operations	<u>\$ 0.7</u>	<u>\$ 15.2</u>

On January 9, 2015, we sold all of our interests in NABCO (previously reported as the Industrial Supply segment) for \$77.9 million, including a final working capital adjustment of \$0.1 million. As a result of the sale, the gain on sale of NABCO, along with the assets, liabilities and results of operations of NABCO are included in discontinued operations for all periods presented.

Repurchase reserve

Through the first quarter of 2015, SGGH maintained a repurchase reserve that represented estimated losses from repurchase claims, both known and unknown, based on claimed breaches of certain representations and warranties provided by FIL to counterparties that purchased residential real estate loans, predominantly from 2002 through 2007. Management estimated the likely range of the loan repurchase liability based on a number of factors, including, but not limited to, the timing of such claims relative to the loan origination date, the quality of the documentation supporting such claims, the number and involvement of cross-defendants, if any, related to such claims, and a time and expense estimate if a claim were to result in litigation. The estimate was based on then-currently available information and was subject to known and unknown uncertainties using multiple assumptions requiring significant judgment.

In June 2015, the New York State Court of Appeals affirmed the decision of the New York State Supreme Court, Appellate Division in *ACE Securities Corp v. DB Structured Products, Inc.* (the “ACE Securities Case”), whereby the New York state six-year statute of limitations on loan repurchase demands begins to run as of the closing date on which the representations were made, which, in the ACE Securities Case, was the date of the mortgage loan purchase agreements. Based on the final decision in the ACE Securities Case, management has reassessed its exposure to losses from repurchase demands and believes a repurchase reserve of \$0.7 million is adequate as of September 30, 2015.

The Company did not settle or receive any repurchase claims during the nine months ended September 30, 2015 or the year ended December 31, 2014. The repurchase reserve liability was \$0.7 million and \$5.5 million as of September 30, 2015 and December 31, 2014, respectively. As a result of the decision in the ACE Securities Case, we reassessed the estimates for losses associated with repurchase claims and, consequently, reduced the allowance for repurchase reserves by \$ 4.3 million in the quarter ended June 30, 2015. During the three months ended September 30, 2015 and 2014, the repurchase reserve was reduced by zero and \$0.2 million, respectively, and \$4.8 million and \$0.7 million in the nine months ended September 30, 2015 and 2014, respectively. As a result of the change in estimate as a result of the ACE Securities Case, the nonrecurring increase in earnings increased earnings per share from discontinued operations by \$0.17 per share for the nine months ended September 30, 2015.

The following table presents the operating results, for the three and nine months ended September 30, 2015 and 2014, for the components of the Company designated as discontinued operations as of September 30, 2015:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$ —	\$ 11.0	\$ 0.7	\$ 29.3
Cost of sales	—	6.9	0.4	18.7
Gross profit	—	4.1	0.3	10.6
Selling, general and administrative expenses	—	1.7	0.6	4.9
Amortization of intangibles	—	0.3	—	0.8
Other operating expense, net	—	—	0.1	—
Operating profit (loss)	—	2.1	(0.4)	4.9
Nonoperating income	—	(0.4)	(44.6)	(2.1)
Earnings before income taxes	—	2.5	44.2	7.0
Income tax expense	0.7	1.0	17.7	2.4
Earnings (loss) from discontinued operations, net of income taxes	\$ (0.7)	\$ 1.5	\$ 26.5	\$ 4.6

The nonoperating income for the nine months ended September 30, 2015 is primarily related to the \$39.7 million gain on sale of NABCO and the \$4.8 million reduction of the repurchase reserve, including \$4.3 million as a result of the ACE Securities Case. Income tax expense for the three months ended September 30, 2015 results from a revised estimate of the gain on sale of NABCO, for income tax purposes, and the allocation of income tax expense between continuing and discontinued operations for the nine months ended September 30, 2015.

NOTE 15—COMMITMENTS AND CONTINGENCIES

Environmental Matters

Real Alloy's operations are subject to environmental laws and regulations governing air emissions, wastewater discharges, the handling, disposal and remediation of hazardous substances and wastes, and employee health and safety. These laws can impose joint and several liabilities for releases or threatened releases of hazardous substances upon statutorily defined parties, including us, regardless of fault or the lawfulness of the original activity or disposal. Given the changing nature of environmental legal requirements, we may be required, from time to time, to take environmental control measures at some of our facilities to meet future requirements. Real Alloy is under regulatory consent orders or directives to perform environmental remediation by agencies in two states and one foreign country.

Real Alloy's reserves for environmental remediation liabilities totaled \$21.3 million as of September 30, 2015. Of the total remediation liability, \$2.9 million is classified in accrued liabilities in the unaudited condensed consolidated balance sheets, with the remaining portion classified as environmental liabilities.

In addition to environmental liabilities, Real Alloy has asset retirement obligations associated with legal requirements related primarily to the normal operation of its landfills and the retirement of the related assets. Real Alloy's total asset retirement obligations were \$7.3 million as of September 30, 2015, of which \$0.3 million are classified as accrued liabilities and \$7.0 million as other noncurrent liabilities, which represents the most probable costs of remedial actions.

Legal Proceedings

Real Industry, Real Alloy and SGGH have been named as a defendant in or as a party to a number of legal actions or proceedings that arose in the ordinary course of business. In some of these actions and proceedings, claims for monetary damages are asserted. In view of the inherent difficulty of predicting the outcome of such legal actions and proceedings, management generally cannot predict what the

eventual outcome of the pending matters will be, what the timing of the ultimate resolution of these matters will be, or what the eventual loss related to each pending matter may be, if any.

In accordance with applicable accounting guidance, management establishes an accrued liability for litigation when those matters present loss contingencies that are both probable and reasonably estimable. In such cases, there may be an exposure to loss in excess of any amounts accrued. The estimated loss is based upon currently available information and is subject to significant judgment, a variety of assumptions, and known and unknown uncertainties. The matters underlying the estimated loss may change from time to time, and actual results may vary significantly from the current estimate. Therefore, an estimate of loss represents what management believes to be an estimate of loss only for certain matters meeting these criteria. It does not represent the Company's maximum loss exposure.

Based on management's current understanding of these pending legal actions and proceedings, it does not believe that judgments or settlements arising from pending or threatened legal matters, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Company. However, in light of the inherent uncertainties involved in these matters, some of which are beyond the Company's control, and the very large or indeterminate damages sought in some of these matters, an adverse outcome in one or more of these matters could be material to the Company's results of operations or cash flows for any particular reporting period.

The legal proceedings summarized below include material matters that were resolved or concluded since December 31, 2014, as well as ongoing matters that may have an adverse effect on our business and future financial results.

SGGH Matters

Colburn Matter . Gwyneth Colburn, the former Executive Vice President of Fremont's Commercial Real Estate group, filed both a lawsuit and a bankruptcy proof of claim seeking in excess of \$2.5 million under a contract known as a management continuity agreement ("MCA"). The Company prevailed on Ms. Colburn's lawsuit and the bankruptcy court disallowed her proof of claim. With appeals from those rulings pending, in October 2015, SGGH and Ms. Colburn entered into a settlement and release agreement whereby Ms. Colburn dismissed her claims and all pending appeals in exchange for a waiver of SGGH's rights to recover costs. This matter is now concluded with SGGH prevailing in full.

Walker Matter . Kyle Walker, the former Chief Executive Officer and President of FIL, filed both a lawsuit and a bankruptcy proof of claim seeking in excess of \$3.5 million under an MCA. The Company prevailed on Mr. Walker's lawsuit and the bankruptcy court disallowed his proof of claim. With an appeal from the disallowance of the bankruptcy proof of claim pending (all appeals from the judgment in the lawsuit having been exhausted) in October 2015, SGGH and Mr. Walker entered into a settlement and release agreement whereby Mr. Walker dismissed his claims and the bankruptcy appeal in exchange for a waiver of SGGH's rights to recover costs. This matter is now concluded with SGGH prevailing in full.

RMBS Defense, Indemnity and Contribution Matters . In connection with residential mortgage-backed securities offerings ("RMBS Offerings") involving loans originated by FIL, either or both of FIL and its subsidiary entered into loan purchase agreements, underwriting agreements and indemnification and contribution agreements, which contained or incorporated various representations and warranties relating to the loans. Investment banks involved in these RMBS Offerings have been sued in a number of actions concerning their activities related to subprime mortgages ("RMBS Actions"), where SGGH or its former businesses is not a named defendant. SGGH has received demands for defense, indemnity and contribution from defendants in various RMBS Actions. SGGH has rejected each of these demands on several grounds. There is no assurance that SGGH or its former businesses will not be named as defendants in additional RMBS Actions, be sued to enforce claimed rights to defense, indemnity and contribution, or receive additional demands for defense, indemnity and contribution. It is SGGH's intention to vigorously defend any such claims, but SGGH cannot presently predict whether such claims will be pursued or what the outcome would be.

Subpoenas for Information and Documents . In addition to the above-described RMBS Actions, SGGH has received and responded to a number of subpoenas for information from federal agencies and other third parties in civil litigation matters in which SGGH is not a defendant, but which concern home mortgage transactions involving the Fremont's origination and sale of whole loans, and certain RMBS Offerings.

Remaining Bankruptcy Claims. As of September 30, 2015, there remained two open claims filed with the United States Bankruptcy Court for the Central District of California, comprised of the disputed Colburn and Walker claims totaling \$5.1 million. As described above, in October 2015, both the Colburn and Walker bankruptcy claims were settled, with SGGH prevailing in full.

NOTE 16—SUBSEQUENT EVENT

On October 6, 2015, the Company filed a \$700.0 million shelf registration statement on Form S-3, which the SEC declared effective on October 22, 2015. This shelf registration statement replaces our Form S-3 declared effective by the SEC on September 26, 2013. Under the new shelf registration statement, the Company can issue up to \$700.0 million of debt and/or equity securities.

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

This Item 2 contains certain non-GAAP financial information. See "Non-GAAP Financial Measures" below for important information regarding the non-GAAP financial information included in this Item 2 and the unaudited condensed consolidated financial statements contained in Part I, Item 1 of this Report, together with a reconciliation of such non-GAAP financial information presented to the most comparable GAAP financial information.

Certain statements in this Report, including, without limitation, matters discussed in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"), should be read in conjunction with the unaudited condensed consolidated financial statements, related notes, and other detailed information included in Part I, Item 1 of this Report, with our audited consolidated financial statements, related notes thereto, and other detailed information included in Part IV, Item 15A of our Annual Report, our reclassified audited consolidated financial statements and other detailed information included in our Current Report on Form 8-K filed with the SEC on October 6, 2015, and "Risk Factors" included in Part I, Item 1A of our Annual Report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth under "Risk Factors" in this Report and in our Annual Report. We undertake no obligation to update or revise the information contained herein including, without limitation, any forward-looking statements or such risk factors whether as a result of new information, subsequent events or circumstances, or otherwise, unless otherwise required by law.

We are including this cautionary statement to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Certain statements that are not historical fact are forward-looking statements, and include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors, which may be beyond our control, and that could cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based on our current beliefs, intentions and expectations. These statements are neither guarantees nor indicative of future performance.

Overview

Real Industry is a Delaware holding company that owns all of the outstanding interests of its primary operating companies, Real Alloy Parent and SGGH. In 2014, the Company's principal activities were in the former Industrial Supply operating segment. Following the NABCO Sale and the Real Alloy Acquisition, both of which occurred in the first quarter of 2015, our principal activities are now related to our aluminum recycling and specification alloys business. The Real Alloy Acquisition was a transformative event for the Company, both in terms of size and substance. We are devoting significant time and attention to integrating and incorporating the Real Alloy Business into the Company, even as a largely stand-alone operating entity. For more information on the details of the Real Alloy Acquisition and the Financings for such transaction, please see Note 1— *Business and Operations* and Note 3— *Business Combinations* in the Notes to Unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this Report.

Real Alloy is a global leader in third-party aluminum recycling, which includes the processing of scrap aluminum and by-products and the manufacturing of wrought, cast and specification or foundry alloys. Real Alloy offers a broad range of products and services to wrought alloy processors, automotive original equipment manufacturers, and foundries and casters. Real Alloy delivers recycled metal in liquid or solid form according to its customers' specifications. Its facilities are capable of processing industrial (new) scrap, post-consumer (old/obsolete) scrap, and various aluminum by-products, giving Real Alloy a great degree of flexibility in reclaiming high-quality recycled aluminum for its customers.

Real Industry's focus is on the growth of the Real Alloy Business, as well as acquisitions of additional operating companies. We seek to acquire controlling interests in businesses with talented and experienced management teams, strong margins, and defensible market positions. We regularly consider acquisitions of businesses that operate in undervalued industries, as well as businesses that we believe are in transition or are otherwise misunderstood by the marketplace. Post-acquisition, we plan to operate our businesses as autonomous subsidiaries. We anticipate that we will continue to use our securities to pursue value-enhancing acquisitions and leverage our considerable tax assets, as well as support the growth needs of our existing operating segments, as necessary.

A key element to our business strategy is utilizing our federal NOLs, primarily generated by SGGH's former businesses, then known as Fremont and its primary operating subsidiary, FIL. As of December 31, 2014, our federal and California NOLs were approximately \$933.6 million and \$994.7 million, respectively. The NOLs are further discussed in Note 9— *Income Taxes* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report.

The Company's consolidated financial statements included in this Report and MD&A present the Company's financial condition and results of operations by reportable segment, Corporate and Other, and discontinued operations.

Our Segments

We have two reportable segments based on the organizational structure that our CODM currently uses to evaluate performance, make decisions on resource allocations and perform business reviews of financial results. One additional line of business, a specialty cosmetics company, does not meet the criteria of a reportable segment and is included in Corporate and Other. The Company's reportable segments are Real Alloy North America ("RANA") and Real Alloy Europe ("RAEU"), as further described below. We are only reporting the results of these reportable segments for the period from February 27, 2015 to September 30, 2015, or approximately seven months, under the captions "for the nine months ended September 30, 2015."

In addition to analyzing our consolidated operating performance based on revenues, our CODM measures the performance of our reportable segments utilizing Adjusted EBITDA, discussed further below in "Critical Measures of Our Financial Performance." Adjusted EBITDA is a non-GAAP financial measure that has limitations as an analytical tool and should be considered in addition to, and not in isolation, or as a substitute for, or as superior to, our measures of financial performance prepared in accordance with GAAP. Management, including our CODM, uses Adjusted EBITDA in managing and assessing the performance of our business segments and overall business, and believes that Adjusted EBITDA provides investors and other users of our financial information with additional useful information regarding the ongoing performance of the underlying business activities of our segments, as well as comparisons between our current results and results in prior periods. For additional information regarding non-GAAP financial measures, see "Non-GAAP Financial Measures."

Real Alloy North America

Our RANA segment includes aluminum melting, processing, recycling, and alloying activities conducted in eighteen facilities located in the United States, Canada and Mexico. This segment's operations convert aluminum scrap and dross (a by-product of melting aluminum) in combination with other alloying agents, hardeners, or other additives, as needed, to produce recycled aluminum alloys with chemical compositions and specific properties, including increased strength, formability and wear resistance, as specified by customers for their particular applications. RANA services customers serving end-uses related to automotive, consumer packaging, construction, transportation and steel. Similar to the second quarter of 2015, we estimate that approximately 58% of RANA's invoiced sales volume was used in automotive applications in the third quarter of 2015. A significant percentage of this segment's volume is sold through tolling arrangements, in which RANA converts customer-owned aluminum scrap and dross and returns the recycled metal in ingot or molten form to these same customers for a fee. The remainder of RANA's volume is supplied under "buy/sell" arrangements with our customers whereby scrap aluminum is purchased from third parties and we convert that material to our customers' specifications and deliver it in ingot or molten form. The "buy/sell" portion of RANA's business has a much more significant impact on reported revenue and cost of sales compared to tolling arrangements, as the metal cost of the third party purchases of scrap are included in the figures. For the three and nine months ended September 30, 2015, RANA reported \$205.2 million and \$521.7 million of revenues, respectively, which represented 60.6% and 61.7 % of the Company's consolidated revenue.

Real Alloy Europe

We are a leading European recycler of aluminum scrap and magnesium through our RAEU segment. Similar to RANA, this segment's operations primarily convert aluminum scrap, dross and other alloying agents as needed and deliver the recycled metal in ingot or molten form to our customers from six facilities located in Germany, Norway and Wales. Our RAEU segment supplies the European automobile industry, which we estimate represented approximately 72% of this segment's invoiced sales volume in the second and third quarters of 2015, and other aluminum producers and manufacturers serving other European aluminum industries. Also similar to RANA, RAEU services its customer via tolling and "buy/sell" arrangements. For the three and nine months ended September 30, 2015, RAEU reported \$133.4 million and \$323.3 million in revenues, respectively, which represented 39.4% and 38.3% of the Company's consolidated revenue.

Corporate and Other

Operating costs in Corporate and Other relate to administrative, financial and human resource activities related to the oversight of our operating segments, implementation of our acquisition and growth strategies, management of our discontinued operations, and maintaining our public company status. We do not allocate such costs to specific segments and are therefore excluded from segment results of operations, as management excludes such costs when assessing segment performance. Corporate and Other also includes the results of operating entities that do not meet the threshold of a reportable segment.

Discontinued Operations

Discontinued operations presents the financial condition and results of operations of the businesses and operations of our subsidiary SGGH that have been sold, or have been discontinued, including NABCO and certain of Fremont's former operations where SGGH is still engaged in various legal proceedings. During the first quarter of 2015, NABCO was sold for a pretax gain of \$39.7 million and its results of operations have been reclassified to discontinued operations for all periods presented. See "Legal Proceedings" in Note 15— *Commitments and Contingencies* in the Notes to Unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this Report for more information about the material legal proceedings in which SGGH is involved, which are all related to Fremont's former operations.

Critical Measures of Our Financial Performance

The financial performance of our operating segments is the result of several factors, the most critical of which are as follows:

- Volumes invoiced;
- Tolling and Buy/Sell percentages;
- Revenues; and
- Adjusted EBITDA

The financial performance of Real Alloy is determined, in part, by the volume of metal processed and invoiced. Increased production volume will normally result in lower per unit costs, while higher invoiced volumes will normally result in additional revenue and associated margins. A significant component of our revenue is derived from scrap aluminum prices, which is a commodity that changes based on both macro and microeconomic supply and demand conditions, and we generally pass through this price volatility to our customers. Revenues and margin percentages are also subject to fluctuations based upon the percentage of customer-owned metal tolled or processed. Increased processing under such tolling agreements results in lower revenues and generally also results in higher gross profit and net earnings margins compared to our buy/sell arrangements. Tolling agreements reduce our exposure to the risk of changing metal prices and reduce our working capital requirements. Although tolling agreements are beneficial to us in these ways, the percentage of our capacity we process under these agreements is limited by the amount of metal our customers own and their willingness to enter into such arrangements.

In addition to focusing on tolling relationships and carefully managing the size of our commercial inventory position related to our Buy/Sell business, Real Alloy also utilizes various derivative financial instruments designed to reduce the impact of changing aluminum prices on these net physical purchases and sales, particularly in our European operations. A portion of our Buy/Sell business is done based on published indices, which often do not correlate with the LME and, therefore, are not hedged. Real Alloy's risk management practices reduce but do not eliminate exposure to changing aluminum prices. While these practices limit exposure to unfavorable aluminum price changes, they also limit Real Alloy's ability to benefit from favorable price changes. Further, counterparties may require the posting of cash collateral if the fair value of derivative liabilities exceeds the amount of credit granted by each counterparty, thereby reducing liquidity. As of September 30, 2015, no cash collateral was posted with counterparties.

Margins are impacted by the fees we charge our customers to process their metal, by "scrap spreads," which represent the difference between the purchase price of the scrap aluminum we buy and our selling prices, and by conversion costs. Scrap prices tend to be determined regionally and are typically impacted by supply and demand dynamics. While scrap prices may trend in a similar direction as primary aluminum prices, the extent of price movements is not highly correlated and can cause unpredictable movements in metal spreads of scrap versus primary aluminum. Our operations are more significantly impacted by "scrap spreads," which we strive to maximize by utilizing all grades of scrap and optimizing our metal blends and plant loadings. Additionally, our operations are labor intensive and require a significant amount of energy (primarily natural gas and electricity) to melt scrap or primary aluminum, which we refer to as conversion costs.

Our measure of profitability for our operating segments is Adjusted EBITDA, or earnings before interest, taxes, depreciation and amortization and excludes items of a nonoperational nature that may include unrealized and certain realized gains and losses on derivative financial instruments, charges and expenses related to acquisitions, and certain other gains and losses. See "Non-GAAP Financial Measures" below for a further discussion of our use of non-GAAP financial measures.

Critical Accounting Policies and Estimates

Our accounting and reporting policies conform to GAAP and are fundamental to understanding our unaudited condensed consolidated financial statements and this MD&A. Several of our policies are critical as they require management to make difficult, subjective and complex judgments about matters that are inherently uncertain and affect the reported amount of assets, liabilities, and operating revenues and costs included in the unaudited condensed consolidated financial statements. Circumstances and events that differ significantly from those underlying our estimates, assumptions and judgments could cause the actual amounts reported to differ significantly from these estimates. Prior to the Real Alloy Acquisition, these policies governed the repurchase reserve; deferred tax asset valuation; and goodwill and intangible assets, each of which is described in Part II, Item 7 of the Annual Report. As a result of the Real Alloy Acquisition and the NABCO Sale, we identified additional critical accounting policies or estimates including: business combinations; discontinued operations; revenue recognition and shipping and handling costs; inventories; derivative financial instruments; currency translation; environmental and asset retirement obligations; and pension benefits, each of which is described in Part I, Item 2 of the Company's quarterly report on Form 10-Q for the quarterly period ended March 31, 2015, filed with the SEC on May 12, 2015.

On an ongoing basis, we evaluate our estimates and assumptions used in these policies based on historical experience and various other factors and circumstances. We believe our estimates and assumptions are reasonable under the circumstances; however, actual results may differ significantly from these estimates and assumptions, which could have a material impact on the carrying value of assets and liabilities as of the balance sheet dates and our results of operations for the reporting periods presented.

Results of Operations

The following table presents selected components of our unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2015 and 2014:

(In millions, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$ 338.6	\$ —	\$ 845.1	\$ 0.1
Cost of sales	313.2	—	793.5	0.4
Gross profit (loss)	25.4	—	51.6	(0.3)
Operating costs	18.0	3.8	44.6	8.9
Operating profit (loss)	7.4	(3.8)	7.0	(9.2)
Nonoperating expense (income)	4.9	(2.4)	43.2	(3.1)
Earnings (loss) from continuing operations before income taxes	2.5	(1.4)	(36.2)	(6.1)
Income tax expense (benefit)	0.5	(0.7)	(6.7)	(1.9)
Earnings (loss) from continuing operations net of income taxes	2.0	(0.7)	(29.5)	(4.2)
Earnings (loss) from discontinued operations, net of income taxes	(0.7)	1.5	26.5	4.6
Net earnings (loss)	1.3	0.8	(3.0)	0.4
Earnings from continuing operations attributable to noncontrolling interest	0.1	—	0.3	—
Net earnings (loss) attributable to Real Industry, Inc.	\$ 1.2	\$ 0.8	\$ (3.3)	\$ 0.4
EARNINGS (LOSS) PER SHARE				
Basic earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Basic earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03
Diluted earnings (loss) per share:				
Continuing operations	\$ 0.04	\$ (0.05)	\$ (1.21)	\$ (0.32)
Discontinued operations	(0.02)	0.11	1.02	0.35
Diluted earnings (loss) per share	\$ 0.02	\$ 0.06	\$ (0.19)	\$ 0.03

Consolidated Results of Operations for the Three and Nine Months Ended September 30, 2015

As a result of the transformation of our business in the first quarter of 2015 from the Real Alloy Acquisition and the NABCO Sale, historical comparisons of our operating results are limited in value and we have elected not to make any comparisons that management deems could be misleading.

Net earnings for the three months ended September 30, 2015 was \$1.2 million, or \$0.02 per basic and diluted earnings per share. Net loss for the nine months ended September 30, 2015 was \$3.3 million, or \$0.19 per basic and diluted loss per share. Our consolidated results for the nine months ended September 30, 2015 only include the results of operation of Real Alloy from the acquisition date through September 30, 2015, or approximately seven months. In both the three and nine months ended September 30, 2015, our consolidated results include a number of one-time expenses or events that may be considered obscuring underlying operating results. The following events are particularly noteworthy for these reporting periods:

- We incurred zero and \$14.8 million of transaction and financing-related costs and expenses associated with the Real Alloy Acquisition during the three and nine month periods, respectively;
- We reported \$1.3 million and \$8.5 million in noncash cost of sales related to the amortization of the fair value adjustment of inventories under purchase accounting during the three and nine month periods, respectively;
- There was approximately \$4.9 million of interest expense (including amortization of issuance discount and debt issuance costs) associated with the Senior Secured Notes for the fifty days from funding on January 8, 2015 to the closing date of the Real Alloy Acquisition on February 27, 2015 where we had no offsetting operations from Real Alloy;
- We reported \$3.4 million of other noncash nonoperating income and \$2.2 million of other noncash nonoperating expense from the change in fair value of common stock warrant liability during the three and nine month periods, respectively. The nonoperating income recognized in the three months ended September 30, 2015 was primarily driven by the decrease in the price of our common stock during the quarter, while the nonoperating expense recognized in the nine months ended September 30, 2015 was primarily driven by the increase in the price of our common stock from December 31, 2014; and
- We recorded a \$39.7 million pretax gain on sale of NABCO during the nine month period, as well as \$4.8 million of recovery on allowance for repurchase reserve, reported in discontinued operations.

Segments' Results of Operations for the Three and Nine Months Ended September 30, 2015

The following tables present our segment results of operations for the three and nine months ended September 30, 2015, and a reconciliation of Adjusted EBITDA to operating profit. As previously discussed, as a result of the transformative transactions completed in the first quarter of 2015 our segments did not exist in the comparable period for the prior year, so we are not reporting comparable results of operations. The results of operations of Real Alloy are included from the acquisition date, February 27, 2015, through September 30, 2015. See "Non-GAAP Financial Measures" below for more information about Adjusted EBITDA.

(Dollars in millions, tons in thousands)	Three Months Ended September 30, 2015		
	RANA	RAEU	Total
Buy/Sell metric tons invoiced	88.1	46.3	134.4
Toll metric tons invoiced	112.3	53.2	165.5
Total metric tons invoiced	200.4	99.5	299.9
Revenues	\$ 205.2	\$ 133.4	\$ 338.6
Adjusted EBITDA	\$ 15.4	\$ 7.4	\$ 22.8

(Dollars in millions, tons in thousands)	Nine Months Ended September 30, 2015		
	RANA	RAEU	Total
Buy/Sell metric tons invoiced	212.7	113.1	325.8
Toll metric tons invoiced	265.9	124.0	389.9
Total metric tons invoiced	478.6	237.1	715.7
Revenues	\$ 521.7	\$ 323.3	\$ 845.0
Adjusted EBITDA	\$ 36.3	\$ 16.9	\$ 53.2

(In millions)	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Adjusted EBITDA	\$ 22.8	\$ 53.2
Unrealized losses (gains) on derivative financial instruments	(0.5)	0.8
Depreciation and amortization—excludes Corporate and Other	10.3	24.2
Impact of recording inventory at fair value through purchase accounting	1.3	8.5
Operating loss of Corporate and Other	3.2	10.5
Other	1.1	2.2
Operating profit	<u>\$ 7.4</u>	<u>\$ 7.0</u>

RANA Segment

For the three months ended September 30, 2015, RANA generated \$15.4 million of Adjusted EBITDA on \$205.2 million of total revenues. During the period, buy/sell arrangements with our customers represented 44% of total invoiced volume, while tolling arrangements represented 56%, compared to 46% buy/sell and 54% tolling arrangements in the second quarter. Adjusted EBITDA per metric ton invoiced decreased to \$77 in the three months ended September 30, 2015, as compared to \$78 in the second quarter, as metal spreads remained relatively constant.

For the nine months ended September 30, 2015, RANA generated \$36.3 million of Adjusted EBITDA on \$521.7 million of total revenues. During the period, buy/sell arrangements with our customers represented 44% of total invoiced volume. Adjusted EBITDA per metric ton invoiced was \$76 in the nine months ended September 30, 2015.

Gross profit for RANA was \$16.2 million for the three months ended September 30, 2015, representing a margin of 7.9% of total revenues. Cost of sales consists primarily of metal costs and conversion costs. During the quarter, RANA's cost of sales includes \$0.7 million in noncash expenses associated with purchase accounting resulting from the amortization of the fair value adjustment of acquired inventories. Excluding this amount, gross profit would have been \$16.9 million during the period or a gross margin of 8.2%. Cost of sales per metric ton invoiced for the three months ended September 30, 2015 was \$943, as compared to \$1,073 in the period from February 27 to June 30, 2015, primarily from lower metal costs. During the three months ended September 30, 2015, gross profit was positively impacted by lower maintenance costs as a result of purchase accounting adjustments to property, plant and equipment.

Gross profit was \$34.1 million for the period from February 27, 2015 to September 30, 2015, representing a margin of 6.5% of total revenues. Cost of sales includes \$4.5 million in expenses associated with purchase accounting due to the amortization of the fair value adjustment of acquired inventories. Excluding this amount, gross profit would have been \$38.6 million during the period or a gross margin of 7.4%. Cost of sales per metric ton invoiced for the nine months ended September 30, 2015 was \$1,019.

Selling, general and administrative ("SG&A") expenses, excluding depreciation and amortization, were \$8.8 million and \$18.9 million for the three months ended September 30, 2015 and the nine months ended September 30, 2015, respectively. Approximately 25% of the SG&A expenses RANA incurred during the three months ended September 30, 2015 relate to transition services expenses for support received from Aleris for information technology services, treasury services, accounts payable, cash management and payroll, credit/collection services, environmental services and human resource services. As Real Alloy continues to implement its separation from Aleris, management anticipates that expenses related to the transition services agreement with Aleris will decrease, and such costs and expenses will be replaced directly at Real Alloy as it builds out its own stand-alone infrastructure. We expect the ongoing expenses as a stand-alone operation to be lower than the expenses associated with the transition services provided by Aleris.

RANA recognized \$0.3 million and \$0.3 million of losses on derivative financial instruments in the three and nine months ended September 30, 2015, respectively. All of the losses were unrealized as of September 30, 2015. Generally, realized gains or losses represent the cash paid or received upon settlement of our derivative financial instruments, which offsets the corresponding loss or gain realized on the physical material included in cost of sales. Unrealized gains or losses reflect the change in the fair value of derivative financial instruments from the later of the end of the prior period or our entering into the derivative instrument, as well as the reversal of previously recorded unrealized gains or losses for derivatives that settled during the period.

Depreciation and amortization was \$7.2 million and \$17.0 million for the three and nine months ended September 30, 2015, respectively. Capital expenditures were \$15.9 million during the nine months ended September 30, 2015.

RAEU Segment

For the three months ended September 30, 2015, RAEU generated \$7.4 million of Adjusted EBITDA on \$133.4 million of total revenues. During the period, buy/sell arrangements with our customers represented 47% of total invoiced volume, while tolling arrangements represented 53%, compared to 50% buy/sell and 50% toll in the second quarter. Adjusted EBITDA per metric ton invoiced increased to \$74 in the three months ended September 30, 2015 as compared to \$70 in the second quarter, driven primarily by more favorable metal spreads.

For the period from February 27, 2015 to September 30, 2015, Adjusted EBITDA was \$16.9 million on \$323.3 million of total revenues. During the period, buy/sell arrangements with our customers represented 48% of total invoiced volume, while tolling arrangements represented 52%. Adjusted EBITDA per metric ton invoiced was \$71 in the nine months ended September 30, 2015.

Gross profit for RAEU was \$7.7 million for the three months ended September 30, 2015, representing a margin of 5.8% of total revenues. During the quarter, RAEU's cost of sales includes \$0.6 million in expenses associated with purchase accounting due to the amortization of the fair value adjustment of acquired inventory. Excluding this amount, gross profit would have been \$8.3 million during the period, or a gross margin of 6.2%. Cost of sales per metric ton invoiced was \$1,263 during the three months ended September 30, 2015, as compared to \$1,323 during the three months ended June 30, 2015.

Gross profit was \$15.2 million for the period from February 27, 2015 to September 30, 2015, representing a margin of 4.7% of total revenues. During the period, cost of sales includes \$4.1 million in expenses associated with purchase accounting due to the amortization of the fair value adjustment of acquired inventory, which will not be significant in the future. Excluding this amount, gross profit would have been \$19.3 million during the period, or a gross margin of 6.0%. Cost of sales per metric ton invoiced was \$1,299 during the nine months ended September 30, 2015. In addition, during the nine months ended September 30, 2015, RAEU's gross profit was positively impacted by lower maintenance costs as a result of purchase accounting adjustments to property, plant and equipment.

SG&A expenses, excluding depreciation and amortization, were \$4.5 million and \$10.4 million for the three months ended September 30, 2015 and the period from February 27, 2015 to September 30, 2015, respectively. Approximately 16% of the SG&A expenses RAEU incurred during the three months ended September 30, 2015 relate to transition services expenses for support received from Aleris, primarily for information technology services. As Real Alloy implements its separation from Aleris, management expects expenses related to the transition services agreement with Aleris to decrease over the remainder of the year, but such costs and expenses will be replaced directly at Real Alloy as the business builds out its own stand-alone infrastructure. We expect the ongoing expenses as a stand-alone operation to be lower than the expenses associated with Aleris' transition services.

RAEU recognized \$0.7 million and \$2.7 million of losses on derivative financial instruments in the three and nine months ended September 30, 2015, respectively, including \$1.5 million and \$2.2 million of realized losses, respectively, and unrealized gains of \$0.8 million in the three months ended September 30, 2015 and \$0.5 million of unrealized losses in the nine months ended September 30, 2015.

Depreciation and amortization was \$3.1 million and \$7.2 million for the three months ended September 30, 2015 and the period from February 27, 2015 to September 30, 2015, respectively. Capital expenditures were \$2.7 million for the nine months ended September 30, 2015.

Operating costs outside of segments

Operating costs outside of our reportable segments, included in Corporate and Other, relate to administrative, financial and human resource activities related to the oversight of our operating segments, implementation of our acquisition and growth strategies, management of our discontinued operations, and maintaining our public company status. We do not allocate such costs to specific segments and exclude them from segment results of operations, as management excludes such costs when assessing segment performance. For the three and nine months ended September 30, 2015, operating costs in Corporate and Other were \$3.2 million and \$10.5 million, respectively.

Corporate and Other also includes the results of Cosmedicine, a small specialty cosmetics business owned by the Company, as it does not meet the threshold of a reportable segment. The operations of Cosmedicine, which re-launched its branded skin care product line during the second quarter, incurred operating costs of \$0.5 million and \$1.3 million in the three and nine months ended September 30, 2015, respectively.

Nonoperating expenses and income

Interest expense, net

Interest expense for the three and nine months ended September 30, 2015 was \$9.2 million and \$26.6 million, respectively, related to debt and the Factoring Facility. Included in interest expense are the amortization of debt issuance costs, which represent original issue discounts, placement and advisory fees, legal, accounting and other costs associated with issuing such debt. The amortization of debt issuance costs included in interest expense in the three and nine months ended September 30, 2015 was \$1.3 million and \$3.7 million, respectively. For the nine months ended September 30, 2015, interest expense, including amortization of original issue discount and debt issuance costs, associated with the Senior Secured Notes was recorded in the period January 8, 2015 through September 30, 2015, while the interest expense, including amortization of debt issuance costs, associated with the Factoring Facility and Asset-Based Facility was recorded in the period February 27, 2015 through September 30, 2015.

Acquisition and financing-related costs and expenses

Acquisition and financing-related costs and expenses in the three and nine months ended September 30, 2015 were zero and \$14.8 million, respectively, and relate to the Real Alloy Acquisition.

Other

We reported \$3.4 million of other noncash nonoperating income and \$2.2 million of other noncash nonoperating expense from the change in fair value of common stock warrant liability during the three and nine month periods, respectively. Additionally, during the three months ended September 30, 2015, the Company recognized a \$0.9 million gain on the sale of a trademark owned by Cosmedicine.

Provision for income taxes

At the end of each reporting period, we make an estimate of the Company's annual effective consolidated income tax rate. The estimate used for the period ended September 30, 2015 may change in subsequent periods. Income tax expense for the three months ended September 30, 2015 was \$0.5 million and the income tax benefit for the nine months ended September 30, 2015 was \$6.7 million. The effective tax rate for the three and nine months ended September 30, 2015 and 2014 differed from the federal statutory rate applied to earnings and losses before income taxes primarily as a result of the mix of earnings and losses and tax rates between tax jurisdictions and valuation allowances.

Real Industry has valuation allowances recorded to reduce certain deferred tax assets to amounts that are more likely than not to be realized. The valuation allowances relate to the potential inability to realize our deferred tax assets associated with NOLs in the United States and certain other foreign jurisdictions. Real Industry intends to maintain its valuation allowances until sufficient positive evidence exists to support their reversal.

Discontinued Operations

Discontinued operations presents the financial condition and results of operations of SGGH's former businesses, specifically, NABCO and certain of Fremont's former operations. Earnings from discontinued operations, net of income taxes decreased \$2.2 million to a \$0.7 million loss for the three months ended September 30, 2015, as compared to earnings of \$1.5 million for the three months ended September 30, 2014. The decrease was due primarily to the earnings from NABCO in 2014.

Earnings from discontinued operations, net of income taxes increased \$21.9 million to \$26.5 million for the nine months ended September 30, 2015, as compared to \$4.6 million for the nine months ended September 30, 2014. The earnings of discontinued operations, net of income taxes in 2015 primarily represents the \$39.7 million pretax gain on sale of NABCO and the \$4.8 million recovery of the reserve for repurchase reserve, partially offset by a \$15.3 million increase in income tax expense in 2015 and the reduction of NABCO's earnings in 2014.

FINANCIAL CONDITION

The following table presents selected components of the Company's unaudited condensed consolidated balance sheets as of September 30, 2015 and December 31, 2014:

(In millions)	September 30, 2015	December 31, 2014
<u>ASSETS</u>		
Current assets:		
Cash and cash equivalents	\$ 44.9	\$ 62.0
Trade accounts receivable, net	101.6	—
Financing receivable	47.6	—
Inventories	118.1	—
Deferred income taxes	0.1	5.1
Other current assets	14.4	1.0
Current assets of discontinued operations	0.1	18.0
Total current assets	326.8	86.1
Debt and equity offering costs	—	14.5
Property, plant and equipment	320.1	0.1
Intangible assets, net	20.6	0.1
Goodwill	85.0	—
Deferred income taxes	2.7	—
Other noncurrent assets	8.0	1.1
Noncurrent assets of discontinued operations	—	20.0
TOTAL ASSETS	\$ 763.2	\$ 121.9
<u>LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Trade payables	\$ 120.6	\$ —
Accrued liabilities	39.0	7.1
Long-term debt due within one year	1.8	—
Deferred income taxes	0.4	—
Current liabilities of discontinued operations	0.6	8.1
Total current liabilities	162.4	15.2
Accrued pension benefits	46.3	—
Environmental liabilities	18.4	—
Long-term debt, net	347.9	—
Common stock warrant liability	7.6	5.6
Deferred income taxes	5.3	—
Other noncurrent liabilities	8.6	0.3
Noncurrent liabilities of discontinued operations	0.7	15.2
TOTAL LIABILITIES	597.2	36.3
Redeemable preferred stock	21.2	—
TOTAL STOCKHOLDERS' EQUITY	144.8	85.6
TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY	\$ 763.2	\$ 121.9

General

As a result of the transformation of our business in the first quarter of 2015 from the Real Alloy Acquisition and the NABCO Sale, historical comparisons of our financial condition are limited in value and we have elected not to make any comparisons that management deems could be misleading.

As discussed further below, total assets increased \$641.3 million to \$763.2 million as of September 30, 2015, from \$121.9 million as of December 31, 2014; total liabilities increased \$560.9 million to \$597.2 million as of September 30, 2015, from \$36.3 million as of December 31, 2014; and total stockholders' equity increased to \$144.8 million as of September 30, 2015, from \$85.6 million as of December 31, 2014.

Changes in stockholders' equity reflect net earnings during the period, increased by equity issuances, share-based compensation expense, dividends and accretion on Redeemable Preferred Stock, and changes in accumulated other comprehensive loss. See the Note 7 — *Stockholders' Equity and Noncontrolling Interest* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for more details on changes in stockholders' equity.

The following table presents the assets and liabilities of our reportable segments as of September 30, 2015:

(In millions)	RANA	RAEU
Segment Assets		
Current assets:		
Cash and cash equivalents	\$ 5.2	\$ 16.4
Trade accounts receivable, net	86.4	15.2
Financing receivable	—	47.6
Inventories	72.9	45.2
Other current assets	5.1	2.8
Total current assets	169.6	127.2
Property, plant and equipment, net	215.4	104.6
Other noncurrent assets	4.8	2.0
Total segment assets	<u>\$ 389.8</u>	<u>\$ 233.8</u>
Segment Liabilities		
Current liabilities:		
Trade payables	\$ 65.0	\$ 55.3
Accrued liabilities	22.3	13.1
Total current liabilities	87.3	68.4
Accrued pension benefits	—	46.3
Environmental liabilities	18.4	—
Other noncurrent liabilities	6.9	1.7
Total segment liabilities	<u>\$ 112.6</u>	<u>\$ 116.4</u>

The following table provides a reconciliation of allocated segment assets and liabilities to consolidated assets and liabilities as of September 30, 2015. Unallocated assets and liabilities consist primarily of corporate cash and cash equivalents, deferred income taxes, intangible assets, goodwill, and long-term debt, none of which our CODM uses in the evaluation of operating performance of the reportable segments.

(In millions)	
Assets:	
RANA	\$ 389.8
RAEU	233.8
Unallocated	139.6
Total consolidated assets	<u>\$ 763.2</u>
Liabilities:	
RANA	\$ 112.6
RAEU	116.4
Unallocated	368.2
Total consolidated liabilities	<u>\$ 597.2</u>

Cash and cash equivalents

Consolidated cash and cash equivalents increased \$6.4 million to \$44.9 million as of September 30, 2015, from \$38.5 million as of June 30, 2015 and decreased \$17.1 million from \$62.0 million as of December 31, 2014. Cash and cash equivalents maintained at Real Alloy, totaled \$21.6 million as of September 30, 2015, an increase of \$3.7 million from \$17.9 million as of June 30, 2015. This cash is generally for working capital needs and general corporate purposes, including debt service payments. Cash at Corporate and Other increased \$2.7 million from June 30, 2015, to \$23.3 million as of September 30, 2015, primarily as a result of proceeds raised in controlled equity offerings, offset by corporate expenses. The decrease in cash at Corporate and Other as of September 30, 2015 as compared to December 31, 2014 is primarily the result of capital contributions to Real Alloy to fund a portion of the Real Alloy Acquisition and the payment of corporate expenses during the period, offset by gross proceeds raised in the Rights Offering and controlled equity offerings totaling \$68.0 million.

Trade accounts receivable, net

Trade accounts receivable, net was \$101.6 million as of September 30, 2015, compared to \$106.0 million as of June 30, 2015, driven primarily by lower sales as a result of lower metal prices. With the sale of NABCO and its reclassification to discontinued operation, we are reporting zero trade accounts receivable as of December 31, 2014.

Financing receivable

Financing receivable was \$47.6 million as of September 30, 2015, compared to \$52.2 million as of June 30, 2015. The balance represents the amounts due RAEU from sales of accounts receivables under the Factoring Facility.

Inventories

Inventories were \$118.1 million as of September 30, 2015, compared to \$123.2 as of June 30, 2015. Inventory values have declined due to lower metal prices. With the sale of NABCO and its reclassification to discontinued operation, we are reporting zero inventories as of December 31, 2014.

Other current assets

Other current assets were \$14.4 million as of September 30, 2015, an increase of \$1.3 million from the \$13.1 million reported as of June 30, 2015, and a \$13.4 million increase from the \$1.0 million reported as of December 31, 2014. The significant increase in the first quarter was associated with the Real Alloy Acquisition.

Debt and equity offering costs

The debt and equity offering costs of \$14.5 million at December 31, 2014 were expensed or reclassified in the first quarter of 2015, resulting in a zero balance as of September 30, 2015. Of such capitalized costs, \$0.3 million associated with the Rights Offering was reclassified as a reduction of additional paid-in capital; \$3.6 million associated with the Senior Secured Notes and Asset-Based Facility were reclassified as a reduction of the associated debt; and \$10.6 million associated with the backstop and bridge financing agreements not utilized to fund the Real Alloy Acquisition were expensed.

Property, plant and equipment, net

Property, plant and equipment, net was \$320.1 million as of September 30, 2015, and reflects the preliminary purchase accounting adjustments to estimated fair value at the acquisition date plus capital expenditures during the period, offset by scheduled depreciation and amortization during the nine months ended September 30, 2015.

Goodwill and intangible assets, net

Intangible assets, net are comprised primarily of customer relationships and decreased \$0.2 million to \$20.6 million as of September 30, 2015, from \$20.8 million as of June 30, 2015, as a result of scheduled amortization. Intangible assets increased from \$0.1 million as of December 31, 2014 due to the Real Alloy Acquisition. Goodwill is reported at \$85.0 million based on the preliminary estimate of the fair values of the Real Alloy Acquisition as of September 30, 2015, an increase of \$0.5 million from the \$84.5 million reported as of June 30, 2015, due to refinements in the estimate of fair values during the third quarter.

Trade payables

Trade payables decreased to \$120.6 million as of September 30, 2015, from \$128.0 million as of June 30, 2015, compared to zero as of December 31, 2014. The increase from December 31, 2014 is primarily due to the Real Alloy Acquisition. The decrease from June 30, 2015 is primarily attributable to a decrease in metal purchases.

Accrued liabilities

Accrued liabilities decreased \$12.3 million to \$39.0 million as of September 30, 2015, from \$51.3 million as of June 30, 2015, compared to \$7.1 million as of December 31, 2014. The increase from 2014 is primarily related to the Real Alloy Acquisition, while the decrease from June 30, 2015 is primarily from the payment of the final working capital adjustment to Aleris and the payment of accrued interest on the Senior Secured Notes in July 2015, partially offset by an overall decrease in accrued professional fees associated with the Real Alloy Acquisition.

Accrued pension benefits and environmental liabilities

Accrued pension benefits and environmental liabilities were \$46.3 million and \$18.4 million, respectively, as of September 30, 2015 and were assumed as part of the Real Alloy Acquisition and recorded at estimated fair value as of the acquisition date. These amounts are largely unchanged from the amounts reported at June 30, 2015.

Long-term debt

Long-term debt increased to \$349.7 million as of September 30, 2015, from \$341.3 million as of June 30, 2015, compared to zero as of December 31, 2014. See Note 5—*Debt, Other Financing Arrangements and Redeemable Preferred Stock* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part 1, Item 1 of this Report for additional information about our long-term debt. In the third quarter, long-term debt, net increased \$8.4 million as a result of advances on the Asset-Based Facility to fund a portion of the final working capital adjustment payment to Aleris, payment of interest on the Senior Secured Notes, and new capital leases.

Common stock warrant liability

Common stock warrant liability decreased to \$7.6 million as of September 30, 2015, from \$11.1 million as of June 30, 2015, and increased \$2.0 million from the \$5.6 million reported as of December 31, 2014. The change in fair value of common stock warrant liability during the three and nine months ended September 30, 2015 are primarily attributable to the decrease or increase in the underlying market price of our common stock from the beginning of the respective periods. See Note 6—*Common Stock Warrant Liability* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for more information about the Warrants.

Discontinued Operations

Assets of discontinued operations decreased to \$0.1 million as of September 30, 2015, from \$38.0 million as of December 31, 2014. Liabilities of discontinued operations decreased to \$1.3 million as of September 30, 2015, from \$23.3 million as of December 31, 2014. The decrease in assets and liabilities of discontinued operations is primarily the result of the sale of NABCO in January 2015 and a reduction of the repurchase reserve during the second quarter.

The repurchase reserve decreased \$4.8 million to \$0.7 million as of September 30, 2015, from \$5.5 million as of December 31, 2014. In June 2015, the New York State Court of Appeals affirmed the decision of the New York State Supreme Court, Appellate Division in *ACE Securities Corp v. DB Structured Products, Inc.* (the “ACE Securities Case”), whereby the six-year statute of limitations on loan repurchase demands begin to run as of the date the representations were made, in the ACE Securities Case, the date of the mortgage loan purchase agreements. Management has reassessed its exposure to losses from repurchase demands and, based on the final decision in the ACE Securities Case, believes a repurchase reserve of \$0.7 million is adequate as of June 30, 2015, and reversed \$4.6 million during the quarter ended June 30, 2015.

Liquidity and Capital Resources

Our primary capital needs are for working capital obligations, capital expenditures, other general corporate purposes, and to finance and fund acquisitions. We assess liquidity in terms of our ability to generate cash to fund our operating activities. Factors that could materially impact our liquidity include:

- cash flows generated from operating activities;
- adequacy of available lines of credit;
- our ability to attract long-term capital with satisfactory terms, whether debt or equity; and
- our acquisition activity.

Further acquisitions, divestitures, investments and changes in capital structure are possible.

Corporate Liquidity

Our holding company assets are principally comprised of stock or membership interests of our subsidiaries, cash and cash equivalents, and receivables from our subsidiaries related to various intercompany arrangements, including tax sharing agreements. Our principal sources of liquidity include current cash and cash equivalents, public and private capital markets transactions, funds received from subsidiaries from tax sharing payments and repayments of advances, and borrowings and dividends from subsidiaries, as well as dispositions of existing businesses. As of September 30, 2015, we had an effective shelf registration statement on Form S-3, with \$203.5 million of securities available to be issued to use for existing business requirements and future acquisitions. In October 2015, we filed a

new shelf registration statement on Form S-3 registering \$ 700.0 million of securities available to be issued. Concurrently with the declaration of effectiveness of the \$700.0 shelf registration statement, the previous registration statement was terminated. During the nine months ended September 30, 2015 , we raised \$59.8 million of gross proceeds in our Rights Offering, including with respect to both common stockholders and Warrant holders; and \$1. 2 million from the exercise of common stock options and Warrants; and \$ 8.2 million from controlled public equity offerings . Our principal uses of liquidity, as of September 30, 2015 , are the payment of operating costs of the holding company and to support our operating subsidiaries and our ongoing acquisition efforts. Any future acquisitions, joint ventures or other similar transactions will likely require additional capital and there can be no assurance that any such capital will be available to us on acceptable terms, if at all.

Assets of SGGH are principally comprised of stock or membership interests of its subsidiaries, cash and cash equivalents, and intercompany arrangements. Its current available liquidity is used to meet short-term cash requirements, which are principally the payment of professional fees associated with litigation in SGGH's former businesses and operations, including discontinued operations. SGGH principal source of liquidity is its current cash and cash equivalents, funds received from subsidiaries from tax sharing payments and repayments of advances, and borrowings and dividends from affiliates.

Real Alloy Liquidity

Based on our current and anticipated levels of operations and the conditions in our markets and industry for Real Alloy, we believe that Real Alloy's cash on hand, cash flows from operations, and availability under the Asset-Based and Factoring Facilities will enable us to meet our working capital, capital expenditures, debt service and other funding requirements for the foreseeable future. However, our ability to fund our working capital needs, debt payments and other obligations, and to comply with the financial covenants under the Senior Secured Notes and Asset-Based Facility, including borrowing base limitations under the Asset-Based Facility, depends on our future operating performance and cash flows and many factors outside of our control, including the costs of raw materials, the state of the overall industry and financial and economic conditions and other factors, including those described under "Risk Factors" in Part 1, Item 1A of the Annual Report.

As of September 30, 2015, approximately \$18.5 million of our cash and cash equivalents were held by our non-U.S. subsidiaries. We currently have no plans to repatriate foreign earnings, which are expected to be permanently reinvested. If circumstances change and it becomes apparent that some or all of the permanently reinvested earnings will be remitted in the foreseeable future, an additional income tax charge may be necessary; however, we currently have the ability to remit cash held by non-U.S. subsidiaries without incurring a U.S. tax liability through the repayment of intercompany loans.

The following discussion provides a summary description of the significant components of our sources and uses of cash and our contractual obligations.

Cash Flows

The following table summarizes net cash provided (used) by operating, investing and financing activities for the nine months ended September 30, 2015 and 2014. The following presentation and discussion of cash flows reflects the combined cash flows from our continuing operations and discontinued operations.

(Dollars in millions)	Nine Months Ended September 30,	
	2015	2014
Net cash provided by (used in) operating activities	\$ 61.7	\$ (1.2)
Net cash used in investing activities	(469.9)	(0.2)
Net cash provided by (used in) financing activities	390.2	(1.7)
Effect of exchange rate differences on cash and cash equivalents	—	—
Decrease in cash and cash equivalents	<u>\$ (18.0)</u>	<u>\$ (3.1)</u>

Cash flows from operating activities

Cash flows provided by operating activities were \$61.7 million for the nine months ended September 30, 2015, which was the result of net loss of \$3.0 million for the period, adjusted for noncash expenses, including depreciation and amortization of \$24.3 million; a \$2.2 million noncash charge related to the change in fair value of the common stock warrant liability; the amortization of \$8.5 million of the purchase accounting adjustment to inventories; the amortization of \$3.7 million of debt issuance costs; \$63.0 million of cash provided by the changes in operating assets and liabilities; and reduced by \$26.5 million of earnings from discontinued operations, net of income taxes and a \$8.6 million deferred income tax benefit.

Cash flows used in operating activities were \$ 1.2 million for the nine months ended September 30, 2014 , primarily related to the activities of NABCO classified within discontinued operations.

Cash flows from investing activities

Cash flows used in investing activities were \$469.9 million for the nine months ended September 30, 2015 and included \$524.7 million to acquire Real Alloy, partially offset by \$74.0 million of proceeds from the sale of NABCO.

Cash flows used in investing activities were \$0.2 million for the nine months ended September 30, 2014.

Cash flows from financing activities

Cash flows provided by financing activities were \$390.2 million for the nine months ended September 30, 2015, which included \$287.1 million of net proceeds from the issuance of the Senior Secured Notes, net of original issue discount and debt issuance costs, proceeds from the Asset-Based Facility of \$117.4 million and \$63.3 million of net proceeds from the issuance of common stock. These fundings were offset by the repayment of NABCO debt totaling \$14.3 million and \$64.2 million of repayments on the Asset-Based Facility and capital leases.

Cash flows used in financing activities were \$1.7 million for the nine months ended September 30, 2014, primarily from the advances on the NABCO line of credit within discontinued operations for seasonal operating needs.

Contractual Obligations

Contractual obligations as of September 30, 2015 are summarized by contractual maturity in the following table:

(Dollars in Millions)	Contractual Obligations - Payments Due By Period				
	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years	Total
Senior Secured Notes	\$ —	\$ —	\$ 305.0	\$ —	\$ 305.0
Asset-Based Facility	—	—	57.5	—	57.5
Capital leases	1.8	2.7	—	—	4.5
Redeemable preferred stock	—	—	26.0	—	26.0
	<u>\$ 1.8</u>	<u>\$ 2.7</u>	<u>\$ 388.5</u>	<u>\$ —</u>	<u>\$ 393.0</u>

Indebtedness and Redeemable Preferred Stock

Senior Secured Notes

On January 8, 2015, Real Alloy (“Issuer”), as successor to SGH Escrow, completed a private placement of \$305.0 million aggregate principal of Senior Secured Notes to qualified institutional purchasers in accordance with Rule 144A and Regulation S under the Securities Act at a price of 97.206% of the principal amount thereof. The Senior Secured Notes were issued pursuant to the Indenture between Real Alloy, Real Alloy Parent, and Wilmington, as trustee and notes collateral trustee. The Senior Secured Notes and related guarantees are secured by first priority security interests in the fixed assets of Issuer, Real Alloy Parent and the Subsidiary Guarantors (as defined in the Pledge and Security Agreement) and by second priority security interests in certain other collateral of Issuer, Real Alloy Parent and the Subsidiary Guarantors.

Asset-Based Facility

On February 27, 2015, a wholly owned subsidiary of Real Alloy and an affiliate of Real Alloy entered into the \$110.0 million Asset-Based Facility. The Asset-Based Facility is secured by a first priority lien on Real Alloy’s wholly owned domestic subsidiary’s and, to the extent no adverse tax impact would be incurred, foreign subsidiaries: accounts receivable, inventory, instruments representing receivables, guarantees and other credit enhancements related to receivables, and bank accounts into which receivables are deposited, among other related assets. The Asset-Based Facility is also secured by a second priority lien on the assets that secure the Senior Secured Notes. The borrowing base under the Asset-Based Facility is determined based on eligible accounts receivable and eligible inventory. As of September 30, 2015, we estimate that the borrowing base would have supported borrowings of \$78.4 million. After giving effect to outstanding borrowings and letters of credit, Real Alloy had \$17.2 million available for borrowing under the Asset-Based Facility as of September 30, 2015.

Capital Leases

As part of the Real Alloy Acquisition, existing capital leases of the Real Alloy business were assumed. In the normal course of operations, Real Alloy enters into capital leases related to mobile and office equipment. As of September 30, 2015, \$1.8 million is due within the next twelve months.

Redeemable Preferred Stock

The Redeemable Preferred Stock was issued to Aleris on February 27, 2015 as a portion of the purchase price for the Real Alloy Acquisition. The Redeemable Preferred Stock pays quarterly dividends at a rate of 7% for the first eighteen months after the date of issuance, 8% for the next twelve months, and 9% thereafter. Dividends may be paid in kind for the first two years, and thereafter will be paid in cash. All accrued and accumulated dividends on the Redeemable Preferred Stock will be prior and in preference to any dividend on any of the Company's common stock or other junior securities.

Non-GAAP Financial Measures

A non-GAAP financial measure is a numerical measure of historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the balance sheets, statements of operations, or statements of cash flows; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. We report our financial results in accordance with GAAP; however, our management believes that certain non-GAAP performance measures, which we use in managing our businesses, may provide investors with additional meaningful comparisons between current results and results in prior periods. Adjusted EBITDA is an example of a non-GAAP financial measure that we believe provides investors and other users of our financial information with useful information.

Management uses Adjusted EBITDA as a performance metric and believes this measure provides additional information commonly used by holders of our common stock, as well as the holders of the Senior Secured Notes and parties to the Asset-Based Facility with respect to the ongoing performance of our underlying business activities, as well as our ability to meet our future debt service, capital expenditures and working capital needs. In addition, Adjusted EBITDA is a component of certain covenants under the Indenture governing the Senior Secured Notes.

Our Adjusted EBITDA calculations represent net earnings before interest, taxes, depreciation and amortization, unrealized gains and losses on derivative financial instruments, share-based compensation expense, charges and expenses related to acquisitions, and certain other gains and losses.

Adjusted EBITDA as we use it may not be comparable to similarly titled measures used by other companies. We calculate Adjusted EBITDA by eliminating the impact of a number of items we do not consider indicative of our ongoing operating performance and certain other items. You are encouraged to evaluate each adjustment and the reasons we consider it appropriate for supplemental analysis. However, Adjusted EBITDA is not a financial measurement calculated and presented in accordance with GAAP, and when analyzing our operating performance, investors should use Adjusted EBITDA in addition to, and not as an alternative for, net earnings, operating income or any other performance measure derived in accordance with GAAP, or in addition to, and not as an alternative for, cash flows from operating activities as a measure of our liquidity. Adjusted EBITDA has limitations as an analytical tool, and it should not be considered in isolation, or as a substitute for, or superior to, our measures of financial performance prepared in accordance with GAAP.

These limitations include, but are not limited to:

- does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- does not reflect changes in, or cash requirements for, working capital needs;
- does not reflect interest expense or cash requirements necessary to service interest and/or principal payments under the Senior Secured Notes or Asset-Based Facility;
- does not reflect certain tax payments that may represent a reduction in cash available to us;
- Although depreciation and amortization are noncash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect cash requirements for such replacements; and
- Other companies, including companies in our industry, may calculate these measures differently and the degree of their usefulness as a comparative measure correspondingly decreases as the number of differences in computations increases.

In addition, in evaluating Adjusted EBITDA it should be noted that in the future we may incur expenses similar to the adjustments in the below presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items.

The tables below provide reconciliations of Adjusted EBITDA to its most directly comparable financial measure presented in accordance with GAAP. Our reconciliation of Adjusted EBITDA to net loss and net cash provided by operating activities for the nine months ended September 30, 2015 is presented below:

	Nine Months Ended September 30, 2015
(In millions)	
Adjusted EBITDA	\$ 53.2
Unrealized losses on derivative financial instruments	(0.8)
Depreciation and amortization—excludes Corporate and Other	(24.2)
Impact of recording inventory at fair value through purchase accounting	(8.5)
Operating loss of Corporate and Other	(10.5)
Other	(2.2)
Operating profit	7.0
Nonoperating expense, net	(43.2)
Loss from continuing operations before income taxes	(36.2)
Income tax benefit	(6.7)
Loss from continuing operations	(29.5)
Earnings from discontinued operations, net of income taxes	26.5
Net loss	(3.0)
Earnings from discontinued operations, net of income taxes	(26.5)
Depreciation and amortization	24.3
Deferred income tax benefit	(8.6)
Change in fair value of common stock warrant liability	2.2
Share-based compensation expense	1.0
Amortization of debt issuance costs	3.7
Unrealized losses on derivative financial instruments	0.8
Amortization of the fair value adjustment of acquired inventory	8.5
Other	1.0
Changes in operating assets and liabilities, net of the effects of the Real Alloy Acquisition	63.0
Net cash used in operating activities of discontinued operations	(4.7)
Net cash provided by operating activities	\$ 61.7

Off-Balance Sheet Transactions

Factoring Facility

On February 27, 2015, an indirect wholly owned German subsidiary of Real Alloy, entered into the €50 million Factoring Facility. The Factoring Facility provides for purchases by a financial institution of eligible receivables, which are subject to certain limitations and eligibility requirements to be determined in the reasonable discretion of such financial institution based on the relevant account debtor creditworthiness and reliability. The arrangement is a true-sale, where receivables are sold on a nonrecourse basis in the event of payment default by the relevant customer. Advances on eligible transferred receivables are 90% of their face value. The Factoring Facility has a termination date of January 15, 2019. The German subsidiary of Real Alloy had €33.3 million of availability under the Factoring Facility as of September 30, 2015.

Discontinued Operations

Prior to 2007, Fremont securitized a portion of its residential real estate loans. Securitization is a process of transforming loans into securities that are sold to investors. The loans were first sold to a special purpose corporation, which then transferred them to a qualified special purpose entity (“QSPE”), which was a separate legal entity from Fremont. The QSPE, in turn, issued interest-bearing securities, commonly known as asset-backed securities, secured by the future cash flows to be derived from the securitized loans. The QSPE used the proceeds from the issuance of the securities to pay the purchase price of the securitized loans.

Securitizations of mortgage loans were used to provide an additional source of liquidity and were structured as sales. The special purpose entities to which the mortgage loans were transferred were QSPEs and, therefore, under previous accounting rules through 2009, were not subject to consolidation. The accounting standards were amended effective January 1, 2010 to eliminate the concept of QSPEs. We reevaluated these QSPEs, as well as all other potentially significant interests in other unconsolidated entities, to determine if we should include them in our consolidated financial statements. We determined that we are not the primary beneficiary of these variable interest entities and, therefore, do not consolidate the loan securitization trusts.

The security investors and the QSPEs do not have any recourse against SGGH if the cash flows generated by the securitized loans are inadequate to service the securities issued by the QSPEs. At the close of each securitization, Fremont removed the carrying value of the loans securitized from its balance sheet and added the estimated fair value of the assets obtained in consideration for the loans, which generally included the cash received (net of transaction expenses), retained junior class securities (referred to as residual interests) and mortgage servicing rights, to its balance sheet. SGGH holds these residual interests, which are carried at zero in the consolidated balance sheets, and management does not anticipate receiving any distributions from these residual interests in the foreseeable future.

We also have repurchase reserve liabilities related to sales of residential real estate loans by Fremont's former business that are subject to standard industry representations and warranties that may require SGGH to repurchase certain loans. Additional information concerning the repurchase reserve included in discontinued operations is included in Note 14— *Discontinued Operations* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The following quantitative and qualitative disclosures about market risk include “forward-looking statements” that involve risk and uncertainties. Actual results could differ materially from those projected in the forward-looking statements.

The potential for changes in the fair value of financial instruments is referred to as market risk. In addition to our “Quantitative and Qualitative Disclosures about Market Risk” disclosures included in Part II, Item 7A of our Annual Report, we are exposed to additional market risks following the Real Alloy Acquisition. As of September 30, 2015, our significant market risks include commodity prices, interest rates, credit, and equity prices, specifically the fair value of our own common stock.

In the ordinary course of our business, we are exposed to earnings and cash flow volatility resulting from changes in the prices of aluminum, and, to a lesser extent, hardeners such as zinc and copper, and natural gas, as well as changes in currency and interest rates. For metal hedges, we use derivative instruments, such as forwards, futures, options, collars and swaps to manage the effect, both favorable and unfavorable, of such changes. For electricity and some natural gas price exposures, fixed price commitments are used.

Derivative contracts are used primarily to reduce uncertainty and volatility and cover underlying exposures and are held for purposes other than trading. Our commodity and derivative activities are subject to the management, direction and control of our Risk Management Committee, which is composed of our chief financial officer and other officers and employees that the chief executive officer designates.

We are exposed to losses in the event of nonperformance by the counterparties to the derivative contracts discussed below. Although nonperformance by counterparties is possible, we do not currently anticipate any nonperformance by any of these parties. Counterparties are evaluated for creditworthiness and risk assessment prior to our initiating contract activities. The counterparties' creditworthiness is monitored on an ongoing basis, and credit levels are reviewed to ensure that there is not an inappropriate concentration of credit outstanding to any particular counterparty.

Metal Hedging

Primarily in our RAEU segment, LME future swaps or forward contracts are sold as metal is purchased to fill fixed-price customer sales orders. As sales orders are priced, LME future or forward contracts are purchased. These derivatives generally settle within six months. Real Alloy can also buy put option contracts for managing metal price exposures. Option contracts require the payment of a premium, which is recorded as a realized loss upon settlement or expiration of the option contract. Upon settlement of put option contracts, Real Alloy receives cash and recognizes a related gain if the LME closing price is less than the strike price of the put option. If the put option strike price is less than the LME closing price, no amount is paid and the option expires. As of September 30, 2015, Real Alloy had 30.7 thousand metric tons of metal buy and sell derivative contracts.

Natural Gas Hedging

We monitor Real Alloy's natural gas purchase requirements and, in order to manage price exposure, the future price of a portion of the natural gas requirements may be fixed by entering into financial hedge agreements. Under these swap agreements, payments are made or received based on the differential between the monthly closing price on the NYMEX and the contractual derivative price. Natural gas

cost can also be managed through the use of cost escalators included in some long-term supply contracts with customers, which limits exposure to natural gas price risk. As of September 30, 2015, Real Alloy had 2.1 trillion British thermal unit forward buy contracts.

Fair Values and Sensitivity Analysis

The following table shows the fair values of outstanding net liability derivative contracts as of September 30, 2015, and the effect on the fair value of a hypothetical adverse change in the market prices that existed as of September 30, 2015:

(In millions)	Fair Value	Impact of a Hypothetical 10% Adverse Price Change
Metal derivatives	\$ 0.5	\$ 1.5
Natural gas	0.3	0.6

The disclosures above do not take into account the underlying commitments or anticipated transactions. If the underlying items were included in the analysis, the gains or losses on our derivative instruments would be offset by gains and losses realized on the purchase of the physical commodities. Actual results will be determined by a number of factors outside of our control and could vary significantly from the amounts disclosed. For additional information on derivative financial instruments, see Note 12— *Derivatives and Other Financial Instruments and Fair Value Measurements* included in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report.

Currency Exchange Risks

The financial condition and results of operations of a majority of our international operating subsidiaries are reported in various currencies and then translated into U.S. dollars at the applicable exchange rate for inclusion in our consolidated financial statements. As a result, appreciation of the U.S. dollar against these currencies will, generally, have a negative impact on reported revenues and operating profit, while depreciation of the U.S. dollar against these currencies will, generally, have a positive effect on reported revenues and operating profit. In addition, a portion of the revenues generated by our international operations are denominated in U.S. dollars, while the majority of costs incurred are denominated in local currencies. As a result, appreciation in the U.S. dollar will have a positive impact on earnings, while depreciation of the U.S. dollar will have a negative impact on earnings.

Interest Rate Risk

Interest rate risk results primarily from exposure to changes in the yield curve, the volatility of interest rates, and credit spreads. Increases and decreases in interest rates generally translate into decreases and increases in fair values of those instruments, respectively. Additionally, fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, the liquidity of the instrument and other general market conditions. The fair values of fixed interest rate instruments may be more sensitive to interest rate changes than variable rate instruments. As of September 30, 2015, we were exposed to interest rate risk primarily through borrowings under our Senior Secured Notes.

Credit Risk

We are exposed to credit risk associated with cash equivalents, trade accounts receivables and the financing receivable. We do not believe that our cash equivalents present significant credit risk because the counterparties to the instruments consist of major financial institutions. Our cash and cash equivalents as of September 30, 2015 consists principally of (i) cash balances in noninterest bearing checking accounts; and (ii) money market funds. Substantially all trade accounts receivable balances are unsecured. As of September 30, 2015, there is no concentration of credit risk with respect to trade receivables. As of September 30, 2015, our financing receivable was with one counterparty that is a global financial and industrial corporation rated A1 by Moody's.

Equity Price Risk

The fair value of our common stock warrant liability is impacted to a minor extent by changes in interest rates, but the major fair value driver is the market value of our own common stock and the exercise price of the underlying Warrants. The market risk associated with the equity price of our common stock has not changed significantly since December 31, 2014.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company's management, under the supervision and with the participation of our Principal Executive Officer and Principal Financial and Accounting Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Securities Exchange Act of 1934, as amended, Rule 13a-15 and Rule 15d-15, as of September 30, 2015.

As disclosed in our quarterly report on Form 10-Q for the period ended June 30, 2015, our Principal Executive Officer and Principal Financial and Accounting Officer identified a material weakness in our internal control over financial reporting. The identified material weakness pertains to control deficiencies in our financial close process, specifically accounting for the Real Alloy Acquisition, including the lack of effective oversight and review of various analyses and reconciliations, and the inability to meet external financial reporting deadlines. The material weakness was caused by the significant level of activity related to accounting for the Real Alloy Acquisition, the integration of the Real Alloy Business, a manual consolidation process, and the complexity of the Real Alloy Acquisition and the associated purchase accounting.

As described in our quarterly report on Form 10-Q for the period ended June 30, 2015, and as discussed below, we are taking steps to remediate this material weakness; however, our Principal Executive Officer and Principal Financial and Accounting Officer have concluded that our disclosure controls and procedures were not effective as of September 30, 2015.

Notwithstanding the material weakness, our Principal Executive Officer and Principal Financial and Accounting Officer have concluded that the unaudited condensed consolidated financial statements included in this Report present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

Remediation Efforts to Address Identified Material Weakness

Our management takes internal controls and the integrity of the Company's consolidated financial statements seriously and believes that the remediation steps described below are essential to maintaining strong and effective internal control over financial reporting, and a strong internal control environment. We are committed to ensuring that such controls are designed and operating effectively and have taken significant steps to remediate the material weakness during the period ended September 30, 2015, including:

- We hired a new director of accounting and reporting at our Real Alloy operation, with significant technical accounting and SEC reporting experience;
- We developed and implemented processes around the consolidation and financial reporting process, including supplementing controls over unusual transactions, review of account reconciliations and other oversight by financial leadership within the Company;
- We have taken steps to automate our financial reporting and consolidation processes; and
- We invested significantly in support and training for our financial reporting group as a demonstration of management's commitment to ensuring a strong internal control over financial reporting process for the Company with effective disclosure controls and procedures.

We believe these steps have and will continue to strengthen our internal controls and will be effective in remediating the material weakness described above as of December 31, 2015. Our remediation efforts are subject to ongoing management review, as well as audit committee oversight. As we continue to evaluate and work to improve our internal control over financial reporting, management may take additional measures to modify and strengthen the remediation plan throughout the remainder of fiscal 2015.

Changes in Internal Control over Financial Reporting

The Real Alloy Acquisition represented a considerable transformation for us, with Real Alloy now serving as our primary business. The transition services agreement with Aleris, under which Aleris will continue providing specified services for a limited time following the acquisition, has had a material impact on Real Alloy's internal control over financial reporting. In conjunction with the acquisition, we have and continue to implement controls in the year to date period to address risks inherent in the integration and reporting processes at Real Alloy, as well as transition services being provided by Aleris.

In addition, the Company is taking actions to remediate the material weakness relating to internal control over financial reporting, as described above. Except as otherwise described herein, there was no change in our internal control over financial reporting that occurred during the period covered by this Report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

Real Industry, Real Alloy and SGGH are currently defendants in various legal actions and asserted claims in connection with the prior businesses and operations of Fremont and its subsidiaries, and in the normal course of business. We anticipate that we will become involved in new litigation matters from time to time in the future. We will incur legal and related costs concerning litigation and may, from time to time, determine to settle some or all of the cases, regardless of the assessment of our legal position. The amount of legal defense costs and settlements in any period will depend on many factors, including the status of cases, the number of cases that are in trial or about to be brought to trial, and the opposing parties' aggressiveness in pursuing their cases and their perception of their legal position. For information concerning material litigation actions and proceedings against the Company that are pending or were resolved or concluded during the period covered by this Report, see Note 15— *Commitments and Contingencies* in the Notes to Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report, which is incorporated herein by reference.

Item 1A. Risk Factors

Part I, Item 1A of the Annual Report, "Risk Factors," includes a detailed discussion of risk factors associated with Business Risks, Risks Related to Our Transactions, and Risks Related to an Investment in Our Common Stock, which is incorporated by reference.

Management has not identified any additional risks from those included in our Annual Report.

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

The following table summarizes repurchases of the Company's equity securities made during the three months ended September 30, 2015. Options were exercised by an employee by delivering shares held by such employee for more than six months and 16,667 Warrants were exercised on a cashless basis.

Period	Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 - July 31	—	\$ —	—	—
August 1 - August 31	—	—	—	—
September 1 - September 30	21,856	9.79	—	—

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

On November 3, 2015, the Board amended the Company's Amended and Restated Bylaws (the "Bylaws") in order to reflect the change in the Company's name to Real Industry, Inc. The amendments to the Bylaws also included certain other non-substantive changes. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Bylaws, which are filed as Exhibit 3.1 to this Report and are incorporated herein by reference.

Item 6. Exhibits.

Exhibit Number	Description	Form	File No.	Exhibit Number	Filing Date	Filed Herewith
3.1	Third Amended and Restated Bylaws of the Registrant					X
31.1	Certification of Chief Executive Officer Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended					X
31.2	Certification of Chief Financial Officer Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended					X
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350					X
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

*Management or compensatory plans or arrangements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

REAL INDUSTRY, INC.

Dated: November 6, 2015

/s/ CRAIG T. BOUCHARD

Craig T. Bouchard
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

Dated: November 6, 2015

/s/ KYLE ROSS

Kyle Ross
Executive Vice President,
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)

THIRD AMENDED AND RESTATED**BYLAWS****OF****REAL INDUSTRY, INC.****ARTICLE 1****OFFICES**

The registered office of Real Industry, Inc., a Delaware corporation (the “Corporation”) shall be located in the City and State designated in the Corporation’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”). The Corporation may also maintain offices at such other places within or outside the United States as the Board of Directors (the “Board”) may, from time to time, determine.

ARTICLE 2**STOCKHOLDERS****Section 2.1 Place of Meetings**

Meetings of stockholders of the Corporation shall be held at such place as may be designated by the President or the Chief Executive Officer or the Board, or by the written consent of all stockholders entitled to vote thereat given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2.2 Annual Meetings

The annual meeting of stockholders of the Corporation for the election of directors and the transaction of any other business which may properly come before such meeting shall be held each year on a date and at a time to be designated by the Board. Failure to hold the annual meeting shall not cause a forfeiture or dissolution of the Corporation.

Section 2.3 Special Meetings

Special meetings of stockholders, for any purpose or purposes, may be called at any time only by the Chairman of the Board (“Chairman”), the President or the Chief Executive Officer, by an action of the board of directors of the Corporation then in office, or by a stockholder or group of stockholders holding collectively 35% of the outstanding shares. Special meetings shall be held on the date and at the time and place as may be designated by the Board. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that stated in the notice of meeting.

Section 2.4 Notice of Meetings

(a) Except as otherwise provided by the Delaware General Corporation Law (“DGCL”), written notice of each meeting of stockholders, whether annual or special, stating the time when and place where it is to be held, shall be served not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, upon each stockholder of record entitled to vote at such meeting, and to any other stockholder to whom the giving of notice may be required by law. Notice, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. Without limiting the manner by which notice otherwise may be given effectively to stockholders, any notice to stockholders may be given by electronic mail or other electronic transmission, in the manner provided in Section 232 of the DGCL. An affidavit of the secretary or an assistant secretary or of the transfer agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle stockholders to receive payment for their shares pursuant to the DGCL, the notice of such meeting shall include a statement of that purpose and to that effect.

(b) Notice of any meeting need not be given to any person who may become a stockholder of record after the mailing of such notice and prior to the meeting, or to any stockholder who attends such meeting, in person or by proxy, or to any stockholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of stockholders need not be given, unless otherwise required by statute.

Section 2.5 Fixing of Record Date

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend or other distribution or the allotment of any rights, or in order to make a determination of stockholders for any other proper purpose, the Board shall fix a date as the record date for any such determination of stockholders, which date shall not precede the date upon which the resolution fixing the record date is adopted by the Board. Such date in any case shall be not more than sixty (60) days, and in the case of a meeting of stockholders not less than ten (10) days, prior to the date of the meeting or event for the purposes of which it is fixed. When a record date is so fixed, only stockholders of record on that date shall be entitled to notice of and to vote at the meeting, or to receive the dividend, other distribution or the allotment of rights, or to exercise rights, as the case may be, notwithstanding any transfer of any shares of stock on the books of the Corporation after the record date. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section 2.5, such determination shall, unless otherwise provided by the Board, also apply to any adjournment thereof. If no record date is fixed, (a) the record date for determining stockholders entitled to notice of or vote at a meeting of stockholders shall be at the close of business on the day preceding the day on which the notice is given, or, if notice is waived, at the close of business on the day preceding the day on which the meeting is held, and (b) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

Section 2.6 Quorum; Adjournment

The holders of record of a majority of the total number of votes eligible to be cast in the election of directors, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of stockholders, except as otherwise provided by law, these Bylaws or the Certificate of Incorporation. In the absence of a quorum, the chairman of the meeting or a majority of the number of votes so represented at the meeting of stockholders may adjourn the meeting from time to time, but no other business may be transacted at any such meeting. When a meeting of stockholders is adjourned, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than an announcement at the meeting at which such adjournment is taken, provided, that if such adjournment is for more than sixty (60) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting as in the case of an original meeting. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called. When a quorum is once present to organize a meeting of stockholders, such quorum is not broken by the subsequent withdrawal of any stockholders.

Section 2.7 Conduct of Meetings

The Chairman shall serve as chairman at all meetings of the stockholders or, if the Chairman is absent or otherwise unable to so serve, the President or Chief Executive Officer shall serve as chairman, unless another person is appointed chairman of the meeting by a majority of the entire Board. The Secretary or, in his or her absence, such other person as the chairman of the meeting shall appoint, shall serve as secretary of the meeting. The chairman of the meeting shall conduct all meetings of the stockholders in accordance with the best interests of the Corporation and shall have the authority and discretion to establish reasonable procedural rules for the conduct of such meetings, including such regulation of the manner of voting and the conduct of discussion as he or she shall deem appropriate. The chairman of the meeting shall also have the authority to adjourn the meeting from time to time and from place to place as he or she may deem necessary and in the best interests of the Corporation.

Section 2.8 Voting; Voting of Shares in the Name of Two or More Persons

In all matters other than the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, except as otherwise provided in the Certificate of Incorporation or these Bylaws. Directors shall, except as otherwise required by law, these Bylaws or the Certificate of Incorporation, be elected by a plurality of the votes cast by each class of shares entitled to vote at a meeting of stockholders, present and entitled to vote in the election. Except as otherwise provided by statute or by the Certificate of Incorporation, at each meeting of stockholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to one vote for each share of stock registered in his or her name on the books of the Corporation.

If ownership of a share of voting stock of the Corporation stands in the name of two or more persons, in the absence of

written directions to the Corporation to the contrary, any one or more of such stockholders may cast, in person or by proxy, all votes to which such ownership is entitled. If an attempt is made to cast conflicting votes by the several persons in whose names shares of stock stand, the vote or votes to which those persons are entitled shall be cast as directed by a majority of those holding such stock and present, in person or by proxy, at such meeting. If such conflicting votes are evenly split on any particular matter, each faction may vote the securities in question proportionally, or any person voting the shares, or a beneficiary, if any, may apply to such court as may have jurisdiction to appoint an additional person to act with the persons so voting the shares, which shall then be voted as determined by a majority of such persons and the person appointed by such court.

Section 2.9 Proxies

Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by an instrument in writing or by an electronic transmission permitted by law filed with the secretary of the Corporation, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, facsimile, electronic or telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212(e) of the DGCL.

Section 2.10 Procedure for Nominations to the Board of Directors

(a) No person will be eligible for election, or elected, as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.10.

(b) Subject to the provisions hereof, the Nominating and Governance Committee shall select, and recommend to the Board for its approval, nominees for election as directors. Provided the Nominating and Governance Committee makes such nominations, no nominations for directors except those made by the Nominating and Governance Committee and approved by the Board shall be voted upon at the annual meeting of stockholders unless other nominations by stockholders are made in accordance with the provisions of this Section 2.10.

(c) Nominations of individuals for election to the Board at an annual meeting of stockholders may be made by any stockholder of record of the Corporation entitled to vote for the election of directors at such meeting who provides timely notice in writing to the Secretary as set forth in this Section 2.10. To be timely, a nomination by a stockholder must be mailed and received by, or delivered to, the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day prior to the anniversary date of the most recent annual meeting of stockholders or, if the date of the annual meeting of stockholders is more than 30 days earlier or later than such anniversary date, then not later than ten (10) days following the date that notice of the annual meeting of stockholders is first given pursuant to Section 2.10(d), or, if no annual meeting of stockholders was held the previous year, no later than ten (10) days following the date that notice of the annual meeting of stockholders is first given pursuant to Section 2.10(d).

(d) For purposes of this Section 2.10, notice shall be deemed to be first given to stockholders when disclosure of such date of the meeting of stockholders is first made in a press release reported to Dow Jones News Services, Associated Press or comparable national news service, or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

(e) Such stockholder's notice must set forth (i) as to each person, whom the stockholder proposes to nominate for election or re-election as a director: (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (C) the class and number of shares of the Corporation that are beneficially owned by such person, (D) a description of all arrangements or understandings between the stockholder and each nominee and any other person or person (naming such person or persons) pursuant to which the nominations are to be made by the stockholder, and (E) any other information relating to such person that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, in each case pursuant to Regulation 14A (or any successor thereto) under the 1934 Act (including without limitation such person's written consent to being named in the proxy statement, if any, as a nominee and to serving as a director if elected); (ii) as to such stockholder giving notice: (W) the name and address, as they appear on the Corporation's books, of the stockholder, (X) the class and number of shares of the Corporation that are owned beneficially by such stockholder, (Y) any other information that is required to be provided by the stockholder pursuant to Regulation 14A (or any successor thereto) under the 1934 Act in such stockholder's capacity as a proponent of a stockholder nomination, and (Z) a representation whether the stockholder intends or is part of a group which intends to (1) deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to elect the nominee and/or (2) otherwise solicit proxies from stockholders in support of such nomination; and (iii) the identification of any person

employed, retained or to be compensated by the stockholder submitting the nomination or by the person nominated, or any person acting on his or her behalf to make solicitations or recommendations to stockholders for the purpose of assisting in the election of such director, and a brief description of the terms of such employment, retainer or arrangement for compensation.

(f) At the request of the Secretary, any person nominated by the Nominating and Governance Committee for election as a director shall furnish to the Secretary that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee together with the required written consent. The Corporation may also require any proposed nominee to furnish such other information as it may reasonably require, in order to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(g) Upon the receipt of a stockholder nomination made in accordance with the procedures prescribed by these Bylaws, such nomination shall be evaluated by the Corporation's Nominating and Governance Committee (or any successor thereto) in accordance with its evaluation procedures, in order to determine whether such nominee should be included in the slate of persons recommended by the Board of Directors to the Corporation's stockholders for election at the next annual meeting.

(h) The chairman of the meeting will, if the facts warrant, determine and declare at the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if the chairman so determines, the chairman will so declare at the meeting, and the defective nomination will be disregarded and not considered.

Section 2.11 Substitution of Nominees

In the event that a person is validly designated as a nominee in accordance with Section 2.10 and shall thereafter become unwilling or unable to stand for election to the Board, the Board, upon recommendation by the Nominating and Governance Committee, may designate a substitute nominee upon delivery of a written notice to the Secretary setting forth such information regarding such substitute nominee as would have been required to be delivered to the Secretary pursuant to Section 2.10 had such substitute nominee been initially proposed as a nominee. Such notice shall include a signed consent to serve as a director of the Corporation, if elected, of each such substituted nominee.

Section 2.12 Proposals Other Than Director Nominations

(a) Any new business to be taken up at the annual meeting at the request of the Chief Executive Officer or the President or by resolution of at least three-fourths of the directors then in office shall be stated in writing and filed with the Secretary at least fifteen (15) days before the date of the annual meeting, and all business so stated, proposed and filed shall be considered at the annual meeting, but, except as provided in this Section 2.12, no other proposal shall be acted upon at the annual meeting.

(b) Any proposal offered by a stockholder may be made at the annual meeting and the same may be discussed and considered, but unless properly brought before the meeting such proposal shall not be acted upon at the meeting. For a proposal to be properly brought before an annual meeting by a stockholder, the stockholder must be a stockholder of record and have given timely notice thereof in writing to the Secretary. To be timely, a proposal offered by a stockholder must (i) be sent to the Corporation in compliance with the requirements of Rule 14a-8 under the 1934 Act, if the proposal is submitted under such rule, or (ii) if not, be mailed and received by, or delivered to, the Secretary at the principal executive offices of the Corporation not later than the close of business on the 90th day prior to the anniversary date of the most recent annual meeting of stockholders or, if the date of the annual meeting of stockholders is more than 30 days earlier or later than such anniversary date, then not later than ten (10) days following the date that notice of the annual meeting of stockholders is first given pursuant to Section 2.12(c), or, if no annual meeting of stockholders was held the previous year, no later than ten (10) days following the date that notice of the annual meeting of stockholders is first given pursuant to Section 2.12(c).

(c) For purposes of this Section 2.12, notice shall be deemed to be first given to stockholders when disclosure of such date of the meeting of stockholders is first made in a press release reported to Dow Jones News Services, Associated Press or comparable national news service, or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the 1934 Act.

(d) A stockholder's notice to the Secretary shall set forth as to the matter the stockholder proposes to bring before the annual meeting (a) a brief description of the proposal desired to be brought before the annual meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; (b) the name and address of the stockholder proposing such business; (c) the class and number of shares of the Corporation that are owned of record by the stockholder and the dates upon which he or she acquired such shares; (d) the identification of any person employed, retained, or to be compensated by the stockholder submitting the proposal, or any person acting on his or her behalf, to make solicitations or recommendations to stockholders for

the purpose of assisting in the passage of such proposal, and a brief description of the terms of such employment, retainer or arrangement for compensation; (e) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such new business; (f) a representation whether the stockholder intends or is part of a group which intends to (1) deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal and/or (2) otherwise solicit proxies from stockholders in support of such proposal; and (g) all such other information regarding such proposal as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission or required to be delivered to the Corporation pursuant to the proxy rules of the Securities and Exchange Commission (whether or not the Corporation is then subject to such rules).

(e) This provision shall not prevent the consideration and approval or disapproval at an annual meeting of reports of officers, directors and committees of the Board or the management of the Corporation, but in connection with such reports, no new business shall be acted upon at such annual meeting unless stated and filed as herein provided. This provision shall not constitute a waiver of any right of the Corporation under the proxy rules of the Securities and Exchange Commission or any other rule or regulation to omit a stockholder's proposal from the Corporation's proxy materials.

(f) The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that any new business was not properly brought before the meeting in accordance with the procedures prescribed by these Bylaws, and, if the chairman so determines, the chairman will so declare at the meeting, and such new business will be disregarded and not considered.

Section 2.13 Inspectors of Election

In advance of any meeting of stockholders, the Board shall, to the extent permitted by applicable law, appoint one or more persons, which may include individuals who serve the Corporation in other capacities, including without limitation as officers, employees, agents or representatives of the Corporation, as inspectors of election to act at such meeting or any adjournment thereof. Such appointment shall not be altered at the meeting. If inspectors of election are not so appointed, the chairman of the meeting shall make such appointment at the meeting. If any person appointed as inspector fails to appear or fails or refuses to act at the meeting, the vacancy so created may be filled by appointment by the Board in advance of the meeting or at the meeting by the chairman of the meeting. The duties of the inspectors of election shall include determining the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, receiving votes, ballots or consents, hearing and deciding all challenges and questions arising in connection with the right to vote, counting and tabulating all votes, ballots or consents, determining the results and doing such acts as are proper to the conduct of the election or the vote with fairness to all stockholders. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them. Each inspector shall be entitled to a reasonable compensation for his or her services, to be paid by the Corporation.

Section 2.14 No Stockholders' Action Without a Meeting

The stockholders shall not take any action without a meeting properly held in accordance with the DGCL and these Bylaws.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Number, Election and Term of Office

(a) The number of directors which shall constitute the whole Board of Directors shall be such number as the Board of Directors shall from time to time have designated, except that in the absence of any such designation, such number shall be not less than five (5) and not more than eleven (11).

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of the Corporation, who need not be stockholders, shall be elected by a plurality of the votes cast at a meeting of stockholders, by the holders of shares, present in person or by proxy, entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the stockholders next succeeding his or her election, and until his or her successor is elected and qualified, or until his or her prior death, resignation or removal.

Section 3.2 Duties and Powers

The business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board, except as are in the Certificate of Incorporation or by statute expressly conferred upon or reserved to the stockholders.

Section 3.3 Regular Meetings; Notice

(a) Regular meetings of the Board shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board and publicized among all directors.

(b) Notice of any regular meeting of the Board shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) Section 3.4 of this Article 3, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 3.4.

Section 3.4 Special Meetings; Notice

(a) Special meetings of the Board shall be held whenever called by the President or the Chief Executive Officer or by two of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be mailed directly to each director, addressed to their residence or usual place of business, at least forty-eight (48) hours before the meeting is to be held, or shall be sent to him or her at such place by facsimile, electronic mail or other electronic means, or shall be delivered personally or given orally, not later than the day before the day on which the meeting is to be held.

(c) Notice of any meeting of the Board may be waived by any director at any time, by a signed writing, delivered to the Corporation for inclusion in the minutes, either before or after the meeting. Attendance or participation by a director at a meeting shall constitute a waiver of any required notice of the meeting unless the director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the director does not thereafter vote for or assent to action taken at the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 3.5 Chairman

At all meetings of the Board, the Chairman, if any and if present, shall preside. If there shall be no Chairman, or they shall be absent, then the President shall preside, and in his or her absence, a chairman chosen by the directors shall preside.

Section 3.6 Quorum and Adjournments

(a) At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 3.7 Participation in Meetings by Conference Telephone

Members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 3.8 Conduct of Business

At any meeting of the Board, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law.

Section 3.9 Directors' Action Without a Meeting

The Board or a committee thereof may take any action without a meeting that it could properly take at a meeting if by executing a resolution setting forth the action signed by all of the directors, or all of the members of the committee, as the case may be, either before or after the action is taken, and if the signed resolution is delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Such action shall be effective upon the signing of a resolution by the last director to sign, unless the consent specifies a later effective date.

Section 3.10 Manner of Acting

(a) At all meetings of the Board, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these Bylaws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 3.11 Vacancies

Any vacancy in the Board occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the stockholders may be filled by the stockholders at the meeting at which the removal was effected) or inability to act of any director, or otherwise, may be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board called for that purpose.

Section 3.12 Resignation

Any director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.13 Removal

Any director may be removed with or without cause at any time by the affirmative vote of stockholders holding of record in the aggregate at least a majority of the outstanding shares of the Corporation at a special meeting of the stockholders called for that purpose.

Section 3.14 Salary

Directors who are not officers or employees of the Corporation shall be entitled to such compensation for their services as directors as may be determined by the Board from time to time. Directors who are officers or employees of the Corporation shall not be compensated for their services as directors; provided that nothing herein shall be construed to preclude any such director from receiving compensation for serving the Corporation in any other capacity. Directors shall be reimbursed for their reasonable expenses, if any, incurred in connection with attending regular or special meetings of the Board or any committee thereof.

Section 3.15 Contracts

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, provided that such facts are disclosed or made known to the Board.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board, and provided that the Board shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the

presence of a quorum at such meeting. This Section 3.15 shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 3.16 Committees

The Board, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they may deem desirable, each consisting of two or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE 4

OFFICERS

Section 4.1 Number, Qualifications, Election and Term of Office

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, including a Chief Executive Officer, Chief Financial Officer, Chairman of the Board of Directors, and one or more Vice Presidents, as the Board may from time to time deem advisable. Any officer other than the Chairman of the Board may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board, which shall consider that subject at its first meeting after every annual meeting of stockholders.

(c) Each officer shall hold office until the annual meeting of the Board next succeeding his or her election, and until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 4.2 Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.3 Removal

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 4.4 Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4.5 Duties of Officers

Unless otherwise prescribed by the Board, the duties of the officers shall be as follows:

(a) Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at meetings of the Board and of the stockholders, shall be responsible for carrying out the plans and directives of the Board, shall report to and consult with the Board, and, if the Board so resolves, shall be the Chief Executive Officer. The Chairman of the Board shall have such other powers and duties as the Board may from time to time prescribe.

(b) Chief Executive Officer. The Chief Executive Officer shall be so designated by the Board and may also hold the title of Chairman of the Board, and/or President. The Chief Executive Officer of the Corporation, subject to the direction of the Board, shall be responsible for assuring that the policy decisions of the Board are implemented as formulated. The Chief Executive Officer shall be responsible for managing the day-to-day business operations of the Corporation consistent with the policies, standards and plans of the Corporation and any specific instruction or directions of the Board, and shall be responsible, in consultation with such officers and members of the Board as he or she deems appropriate, for planning the growth of the

Corporation.

(c) President. The President shall exercise the usual executive powers and duties pertaining to the office of President, subject to the Board, including but not limited to; general control over the day-to-day management of the corporation; signing and countersigning all certificates, contracts and other instruments of the Corporation; and any other powers or duties assigned by the Board from time to time. In the absence of a Chairman of the Board, the President shall preside at meetings of the Board and of the stockholders, perform the other duties of the Chairman of the Board prescribed in this Section 4.5, and perform such other duties as the Board may from time to time designate.

(d) Treasurer. The Treasurer shall have the care and custody of, and be responsible for, all funds and securities of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board and disperse funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board, making proper vouchers for such disbursements and shall render to the Board, from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Corporation. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board.

(e) Chief Financial Officer. The Chief Financial Officer shall perform all acts and duties as are generally incident to the office of the Chief Financial Officer. The Chief Financial Officer may be the Treasurer of the Corporation, as determined by the Board.

(f) Vice President. Each Vice President shall perform such duties as the Board may from time to time designate. In addition, the Vice President, or if there is more than one, the most senior Vice President available, shall act as President in the absence or disability of the President.

(g) Secretary. The Secretary shall be responsible for and shall keep, personally or with the assistance of others, records of the proceedings of the directors and stockholders; authenticate records of the Corporation; attest all certificates of stock in the name of the Corporation; keep the corporate seal, if any, and affix the same to certificates of stock and other proper documents; keep a record of the issuance of certificates of stock and the transfers of the same; shall issue notices for all meetings as required by these Bylaws; shall have charge of the corporate books; and shall make such reports and perform such other duties as are incident to the office, or properly required by the Board.

ARTICLE 5

CAPITAL STOCK

Section 5.1 Certificates of Stock

Certificates representing shares of stock may be issued by the Corporation and shall be in such form as shall be determined by the Board. Each certificate shall state that the Corporation will furnish to any stockholder upon request and without charge a statement of the powers, designations, preferences and relative, participating, optional or other special rights of the shares of each class or series of stock and the qualifications or restrictions of such preferences and/or rights, or shall set forth such statement on the certificate itself. The certificates shall be numbered in the order of their issue and entered in the books of the Corporation or its transfer agent or agents as they are issued. Each certificate shall state the registered holder's name and the number and class of shares and shall be signed by the Chairman or the President and the Secretary or any Assistant Secretary, and may, but need not, bear the seal of the Corporation or a facsimile thereof. Any or all of the signatures of such officers on the certificates may be facsimiles, provided the Corporation is not acting as registrar with respect to the registration thereof. In case any officer or officers who shall have signed any such certificate shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate shall have been delivered by the Corporation, such certificate may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates had not ceased to be such officer or officers of the Corporation. The Board of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares.

Section 5.2 Transfer Agent and Registrar

The Board shall have the power to appoint one or more Transfer Agents and Registrars for the transfer and registration of certificates of stock of any class and may require that stock certificates be countersigned and registered by one or more of such Transfer Agents and Registrars. Whenever any stock certificate is countersigned or otherwise authenticated by a Transfer

Agent or Registrar, then a facsimile of the signatures of the Transfer Agent or the Registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures.

Section 5.3 Registration and Transfer of Shares

Subject to the provisions of the Certificate of Incorporation of the Corporation, the name of each person owning a share of the capital stock of the Corporation shall be entered on the books of the Corporation together with the number of shares held by him or her, the numbers of the certificates covering such shares and the dates of issue of such certificates. Subject to the provisions of the Certificate of Incorporation of the Corporation, the shares of stock of the Corporation shall be transferable on the books of the Corporation by the holders thereof in person, or by their duly authorized attorneys or legal representatives, on surrender and cancellation of certificates for a like number of shares, accompanied by an assignment or power of transfer endorsed thereon or attached thereto, duly executed, with such guarantee or proof of the authenticity of the signature as the Corporation or its agents may reasonably require and with proper evidence of payment of any applicable transfer taxes. Subject to the provisions of the Certificate of Incorporation of the Corporation, a record shall be made of each transfer.

Section 5.4 Lost, Destroyed and Mutilated Certificates

The holder of any shares of stock of the Corporation shall immediately notify the Corporation of any loss, theft, destruction or mutilation of the certificates therefor. The Corporation may issue, or cause to be issued, a new certificate of stock in the place of any certificate theretofore issued by it alleged to have been lost, stolen or destroyed upon evidence satisfactory to the Corporation of the loss, theft or destruction of the certificate and, in the case of mutilation, the surrender of the mutilated certificate. The Corporation may, in its discretion, require the owner of the lost, stolen or destroyed certificate, or his or her legal representatives, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, destruction or mutilation of any such certificate and the issuance of such new certificate, or may refer such owner to such remedy or remedies as he or she may have under the DGCL.

Section 5.5 Holder of Record

Subject to the provisions of the Certificate of Incorporation of the Corporation, the Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder thereof in fact and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

ARTICLE 6

DIVIDENDS

The Board shall have the power, subject to the provisions of law and the requirements of the Certificate of Incorporation, to declare and pay dividends out of surplus (or, if no surplus exists, out of net profits of the Corporation, for the fiscal year in which the dividend is declared and/or the preceding fiscal year, except where there is an impairment of capital stock), to pay such dividends to the stockholders in cash, in property or in shares of the capital stock of the Corporation and to fix the date or dates for the payment of such dividends.

ARTICLE 7

MISCELLANEOUS

Section 7.1 Inspection of Corporate Record

Stockholders may inspect such corporate records at such times and based upon such limitations of such rights as may be set forth in the DGCL from time to time.

Section 7.2 Checks, Drafts, Etc.

All checks, drafts, bonds, bill of exchange, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 7.3 Contracts, Etc., How Executed

The Board, except as these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument or document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts, promissory notes and other evidences of indebtedness, deeds of trust, mortgages and corporate instruments or documents requiring the corporate seal, shall be executed, signed or endorsed by the President or any Vice President and by the Secretary (or any Assistant Secretary), the Chief Financial Officer or the Treasurer (or any Assistant Treasurer). The Board may, however, authorize any one (1) of such officers to sign any of such instruments for and on behalf of the Corporation, without necessity of countersignature; may designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. No officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount except as specifically authorized in these Bylaws or by the Board in accordance with these Bylaws.

Section 7.4 Representation of Shares of Stock of Other Corporations

The President or any Vice President and the Secretary or any Assistant Secretary of this Corporation are authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of stock of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all shares of stock held by this Corporation in any other corporation or corporations may be exercised either by such officers in person or by any persons authorized so to do by proxy or power of attorney duly executed by said officers.

Section 7.5 Inspection of Bylaws

The Corporation shall keep at its registered office the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the stockholders at all reasonable times during office hours.

Section 7.6 Conflict

In the event of any conflict between any provision in these Bylaws and the Corporation's Certificate of Incorporation, the provision in the Certificate of Incorporation shall control.

ARTICLE 8

RESTRICTIONS ON TRANSFER OF SHARES

Section 8.1 Definitions

As used in this Article 8, the following capitalized terms have the following meanings when used herein with initial capital letters (and any references to any portions of Treasury Regulation §§ 1.382-2T, 1.382-3 and 1.382-4 shall include any successor provisions):

(a) "4.9-percent Transaction" means any Transfer described in clause (a) or (b) of Section 8.2.

(b) "4.9-percent Stockholder" a Person who owns 4.9% or more of the Corporation's then-outstanding Common Shares, whether directly or indirectly, and including shares such Person would be deemed to constructively own or which otherwise would be aggregated with shares owned by such Person pursuant to Section 382 of the Code, or any successor provision or replacement provision and the Treasury Regulations thereunder.

(c) "Agent" has the meaning set forth in Section 8.5.

(d) "Common Shares" means any interest in shares of common stock, par value \$0.001 per share, of the Corporation that would be treated as "stock" of the Corporation pursuant to Treasury Regulation § 1.382-2T(f)(18).

(e) "Code" means the United States Internal Revenue Code of 1986, as amended from time to time, and the rulings issued thereunder.

(f) “Corporation Security” or “Corporation Securities” means (i) Common Shares, (ii) shares of preferred stock issued by the Corporation (other than preferred stock described in Section 1504(a)(4) of the Code), (iii) warrants, rights, or options (including options within the meaning of Treasury Regulation §§ 1.382-2T(h)(4)(v)) and 1.382-4 to purchase Corporation Securities, and (iv) any Shares.

(g) “Effective Date” means the date that these Bylaws were adopted by the Board.

(h) “Excess Securities” has the meaning given such term in Section 8.4.

(i) “Expiration Date” means the earlier of (i) the repeal of Section 382 of the Code or any successor statute if the Board determines that this Article 8 is no longer necessary for the preservation of Tax Benefits, (ii) the beginning of a taxable year of the Corporation to which the Board of Directors determines that no Tax Benefits may be carried forward or (iii) such date as the Board shall fix in accordance with Section 8.12.

(j) “Percentage Share Ownership” means the percentage Share Ownership interest of any Person or group (as the context may require) for purposes of Section 382 of the Code as determined in accordance with the Treasury Regulation §§ 1.382-2T(g), (h), (j) and (k) and 1.382-4 or any successor provision.

(k) “Person” means any individual, firm, corporation or other legal entity, including a group of persons treated as an entity pursuant to Treasury Regulation § 1.382-3(a)(1)(i); and includes any successor (by merger or otherwise) of such entity.

(l) “Prohibited Distributions” means any and all dividends or other distributions paid by the Corporation with respect to any Excess Securities received by a Purported Transferee.

(m) “Prohibited Transfer” means any Transfer or purported Transfer of Corporation Securities to the extent that such Transfer is prohibited and/or void under this Article 8.

(n) “Public Group” has the meaning set forth in Treasury Regulation § 1.382-2T(f)(13).

(o) “Purported Transferee” has the meaning set forth in Section 8.4.

(p) “Shares” means any interest that would be treated as “stock” of the Corporation pursuant to Treasury Regulation § 1.382-2T(f)(18).

(q) “Share Ownership” means any direct or indirect ownership of Shares, including any ownership by virtue of application of constructive ownership rules, with such direct, indirect, and constructive ownership determined under the provisions of Section 382 of the Code and the regulations thereunder.

(r) “Tax Benefits” means the net operating loss carryforwards, capital loss carryforwards, general business credit carryforwards, alternative minimum tax credit carryforwards and foreign tax credit carryforwards, as well as any loss or deduction attributable to a “net unrealized built-in loss” of the Corporation or any direct or indirect subsidiary thereof, within the meaning of Section 382 of the Code.

(s) “Transfer” means, any direct or indirect sale, transfer, assignment, conveyance, pledge or other disposition or other action taken by a Person, other than the Corporation, that alters the Percentage Share Ownership of any Person. A Transfer also shall include the creation or grant of an option (including an option within the meaning of Treasury Regulation §§ 1.382-2T(h)(4)(v) and 1.382-4). For the avoidance of doubt, a Transfer shall not include the creation or grant of an option by the Corporation, nor shall a Transfer include the issuance of Shares by the Corporation.

(t) “Transferee” means any Person to whom Corporation Securities are Transferred.

(u) “Treasury Regulations” means the regulations, including temporary regulations or any successor regulations promulgated under the Code, as amended from time to time.

Section 8.2 Transfer and Ownership Restrictions

In order to preserve the Tax Benefits, from and after the Effective Date of this Article 8 any attempted Transfer of Corporation Securities prior to the Expiration Date and any attempted Transfer of Corporation Securities pursuant to an

agreement entered into prior to the Expiration Date, shall be prohibited and void *ab initio* to the extent that, as a result of such Transfer (or any series of Transfers of which such Transfer is a part), either (a) any Person or Persons would become a 4.9-percent Stockholder, (b) the Percentage Share Ownership in the Corporation of any 4.9-percent Stockholder would be increased, of (c) any Stockholder holding 5% or more of the total market value of the Corporation Securities Transfers, or agrees to Transfer, Corporation Securities; provided, however, that nothing herein contained shall preclude the settlement of any transaction in the Corporation Securities entered into through the facilities of the New York Stock Exchange, Inc.

Section 8.3 Exceptions

Notwithstanding anything to the contrary herein:

(a) Transfers to a Public Group (including a new Public Group created under Treasury Regulation § 1.382-2T(j)(3)(i)) shall be permitted.

(b) The restrictions set forth in Section 8.2 shall not apply to an attempted Transfer that is a 4.9-percent Transaction if the transferor or the Transferee obtains the written approval of the Board or a duly authorized committee thereof. As a condition to granting its approval pursuant to this Section 8.3, the Board, may, in its discretion, require (at the expense of the transferor and/or Transferee) an opinion of counsel selected by the Board that the Transfer shall not result in the application of any Section 382 of the Code limitation on the use of the Tax Benefits; provided that the Board may grant such approval notwithstanding the effect of such approval on the Tax Benefits if it determines that the approval is in the best interests of the Corporation. The Board may impose any conditions that it deems reasonable and appropriate in connection with such approval, including, without limitation, restrictions on the ability of any Transferee to Transfer Shares acquired through a Transfer. Approvals of the Board hereunder may be given prospectively or retroactively. The Board, to the fullest extent permitted by law, may exercise the authority granted by this Article 8 through duly authorized officers or agents of the Corporation. Nothing in this Section 8.3 shall be construed to limit or restrict the Board in the exercise of its fiduciary duties under applicable law.

Section 8.4 Excess Securities

(a) No employee or agent of the Corporation shall record any Prohibited Transfer, and the purported transferee of such a Prohibited Transfer (the “Purported Transferee”) shall not be recognized as a stockholder of the Corporation for any purpose whatsoever in respect of the Corporation Securities that are the subject of the Prohibited Transfer (the “Excess Securities”). Until the Excess Securities are acquired by another person in a Transfer that is not a Prohibited Transfer, the Purported Transferee shall not be entitled with respect to such Excess Securities to any rights of stockholders of the Corporation, including, without limitation, the right to vote such Excess Securities and to receive dividends or distributions, whether liquidating or otherwise, in respect thereof, if any, and the Excess Securities shall be deemed to remain with the transferor unless and until the Excess Securities are transferred to the Agent pursuant to Section 8.5 or until an approval is obtained under Section 8.3. After the Excess Securities have been acquired in a Transfer that is not a Prohibited Transfer, the Corporation Securities shall cease to be Excess Securities. For this purpose, any Transfer of Excess Securities not in accordance with the provisions of Sections 8.4 or 8.5 shall also be a Prohibited Transfer.

(b) The Corporation may require as a condition to the registration of the Transfer of any Corporation Securities or the payment of any distribution on any Corporation Securities that the proposed Transferee or payee furnish to the Corporation all information reasonably requested by the Corporation with respect to its direct or indirect ownership interests in such Corporation Securities. The Corporation may make such arrangements or issue such instructions to its share transfer agent as may be determined by the Board to be necessary or advisable to implement this Article 8, including, without limitation, authorizing such transfer agent to require an affidavit from a Purported Transferee regarding such Person’s actual and constructive ownership of shares and other evidence that a Transfer will not be prohibited by this Article 8 as a condition to registering any transfer.

Section 8.5 Transfer to Agent

If the Board determines that a Transfer of Corporation Securities constitutes a Prohibited Transfer then, upon written demand by the Corporation sent within thirty (30) days of the date on which the Board determines that the attempted Transfer would result in Excess Securities, the Purported Transferee shall transfer or cause to be transferred any certificate or other evidence of ownership of the Excess Securities within the Purported Transferee’s possession or control, together with any Prohibited Distributions, to an agent designated by the Board of Directors (the “Agent”). The Agent shall thereupon sell to a buyer or buyers, which may include the Corporation, the Excess Securities transferred to it in one or more arm’s-length transactions (on the public securities market on which such Excess Securities are traded, if possible, or otherwise privately); provided, however, that any such sale must not constitute a Prohibited Transfer and provided, further, that the Agent shall effect

such sale or sales in an orderly fashion and shall not be required to effect any such sale within any specific time frame if, in the Agent's discretion, such sale or sales would disrupt the market for the Corporation Securities or otherwise would adversely affect the value of the Corporation Securities. If the Purported Transferee has resold the Excess Securities before receiving the Corporation's demand to surrender Excess Securities to the Agent, the Purported Transferee shall be deemed to have sold the Excess Securities for the Agent, and shall be required to transfer to the Agent any Prohibited Distributions and proceeds of such sale, except to the extent that the Corporation grants written permission to the Purported Transferee to retain a portion of such sales proceeds not exceeding the amount that the Purported Transferee would have received from the Agent pursuant to Section 8.6 if the Agent rather than the Purported Transferee had resold the Excess Securities.

Section 8.6 Application of Proceeds and Prohibited Distributions

The Agent shall apply any proceeds of a sale by it of Excess Securities and, if the Purported Transferee has previously resold the Excess Securities, any amounts received by it from a Purported Transferee, together, in either case, with any Prohibited Distributions, as follows: (a) first, such amounts shall be paid to the Agent to the extent necessary to cover its costs and expenses incurred in connection with its duties hereunder; (b) second, any remaining amounts shall be paid to the Purported Transferee, up to the amount paid by the Purported Transferee for the Excess Securities (or the fair market value at the time of the Transfer, in the event the purported Transfer of the Excess Securities was, in whole or in part, a gift, inheritance or similar Transfer) which amount shall be determined at the discretion of the Board; and (c) third, any remaining amounts shall be paid to one or more organizations qualifying under Section 501(c)(3) of the Code (or any comparable successor provision) selected by the Board. The Purported Transferee of Excess Securities shall have no claim, cause of action or any other recourse whatsoever against any transferor of Excess Securities. The Purported Transferee's sole right with respect to such shares shall be limited to the amount payable to the Purported Transferee pursuant to this Section 8.6. In no event shall the proceeds of any sale of Excess Securities pursuant to this Section 8.6 inure to the benefit of the Corporation or the Agent, except to the extent used to cover costs and expenses incurred by the Agent in performing its duties hereunder.

Section 8.7 Modification of Remedies for Certain Indirect Transfers

In the event of any Transfer that does not involve a transfer of securities of the Corporation within the meaning of Delaware law ("Securities," and individually, a "Security") but which would cause a 4.9-percent Stockholder to violate a restriction on Transfers provided for in this Article 8, the application of Sections 8.5 and 8.6 shall be modified as described in this Section 8.7. In such case, no such 4.9-percent Stockholder shall be required to dispose of any interest that is not a Security, but such 4.9-percent Stockholder and/or any Person whose ownership of Securities is attributed to such 4.9-percent Stockholder shall be deemed to have disposed of and shall be required to dispose of sufficient Securities (which Securities shall be disposed of in the inverse order in which they were acquired) to cause such 4.9-percent Stockholder, following such disposition, not to be in violation of this Article 8. Such disposition shall be deemed to occur simultaneously with the Transfer giving rise to the application of this provision, and such number of Securities that are deemed to be disposed of shall be considered Excess Securities and shall be disposed of through the Agent as provided in Sections 8.5 and 8.6, except that the maximum aggregate amount payable either to such 4.9-percent Stockholder, or to such other Person that was the direct holder of such Excess Securities, in connection with such sale shall be the fair market value of such Excess Securities at the time of the purported Transfer. All expenses incurred by the Agent in disposing of such Excess Securities shall be paid out of any amounts due such 4.9-percent Stockholder or such other Person. The purpose of this Section 8.7 is to extend the restrictions in Sections 8.2 and 8.5 to situations in which there is a 4.9-percent Transaction without a direct Transfer of Securities, and this Section 8.7, along with the other provisions of this Article 8, shall be interpreted to produce the same results, with differences as the context requires, as a direct Transfer of Corporation Securities.

Section 8.8 Legal Proceedings; Prompt Enforcement

If the Purported Transferee fails to surrender the Excess Securities or the proceeds of a sale thereof to the Agent within thirty (30) days from the date on which the Corporation makes a written demand pursuant to Section 8.5 (whether or not made within the time specified in Section 8.5), then the Corporation shall promptly take all cost effective actions that it believes are appropriate to enforce the provisions hereof, including the institution of legal proceedings to compel the surrender. Nothing in this Section 8.8 shall (i) be deemed inconsistent with any Transfer of the Excess Securities provided in this Article 8 being void *ab initio*, (ii) preclude the Corporation in its discretion from immediately bringing legal proceedings without a prior demand or (iii) cause any failure of the Corporation to act within the time periods set forth in Section 8.5 to constitute a waiver or loss of any right of the Corporation under this Article 8. The Board may authorize such additional actions as it deems advisable to give effect to the provisions of this Article 8.

Section 8.9 Liability

To the fullest extent permitted by law, any stockholder subject to the provisions of this Article 8 who knowingly violates the provisions of this Article 8 and any Persons controlling, controlled by or under common control with such stockholder shall be jointly and severally liable to the Corporation for, and shall indemnify and hold the Corporation harmless against, any and all damages suffered as a result of such violation, including but not limited to damages resulting from a reduction in, or elimination of, the Corporation's ability to utilize its Tax Benefits, and attorneys' and auditors' fees incurred in connection with such violation.

Section 8.10 Obligation to Provide Information

As a condition to the registration of the Transfer of any Shares, any Person who is a beneficial, legal or record holder of Shares, and any proposed Transferee and any Person controlling, controlled by or under common control with the proposed Transferee, shall provide such information as the Corporation may request from time to time in order to determine compliance with this Article 8 or the status of the Tax Benefits of the Corporation.

Section 8.11 Legends

The Board may require that any certificates issued by the Corporation evidencing ownership of Shares that are subject to the restrictions on transfer and ownership contained in this Article 8 bear the following legend:

"THE BYLAWS, AS AMENDED FROM TIME TO TIME (THE "BYLAWS"), OF THE CORPORATION CONTAIN RESTRICTIONS PROHIBITING THE TRANSFER (AS DEFINED IN THE BYLAWS) OF COMMON SHARES OF THE CORPORATION (INCLUDING THE CREATION OR GRANT OF CERTAIN OPTIONS, RIGHTS AND WARRANTS) WITHOUT THE PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS OF THE CORPORATION (THE "BOARD OF DIRECTORS") IF SUCH TRANSFER AFFECTS THE PERCENTAGE OF STOCK OF THE CORPORATION (WITHIN THE MEANING OF SECTION 382 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE") AND THE TREASURY REGULATIONS PROMULGATED THEREUNDER) THAT IS TREATED AS OWNED BY A 4.9-PERCENT STOCKHOLDER UNDER THE CODE AND SUCH REGULATIONS. IF THE TRANSFER RESTRICTIONS ARE VIOLATED, THEN THE TRANSFER WILL BE VOID AB INITIO AND THE PURPORTED TRANSFEE OF THE SHARES WILL BE REQUIRED TO TRANSFER EXCESS SECURITIES (AS DEFINED IN THE BYLAWS) TO THE CORPORATION'S AGENT. IN THE EVENT OF A TRANSFER WHICH DOES NOT INVOLVE SECURITIES OF THE CORPORATION WITHIN THE MEANING OF THE DELAWARE SECURITIES ACT ("SECURITIES") BUT WHICH WOULD VIOLATE THE TRANSFER RESTRICTIONS, THE PURPORTED TRANSFEE (OR THE RECORD OWNER) OF THE SECURITIES WILL BE REQUIRED TO TRANSFER SUFFICIENT SECURITIES PURSUANT TO THE TERMS PROVIDED FOR IN THE CORPORATION'S BYLAWS TO CAUSE THE 4.9-PERCENT STOCKHOLDER TO NO LONGER BE IN VIOLATION OF THE TRANSFER RESTRICTIONS. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO THE HOLDER OF RECORD OF THIS CERTIFICATE A COPY OF THE BYLAWS, CONTAINING THE ABOVE-REFERENCED TRANSFER RESTRICTIONS, UPON WRITTEN REQUEST TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS."

The Board may also require that any certificates issued by the Corporation evidencing ownership of Shares that are subject to conditions imposed by the Board under Section 8.3 also bear a conspicuous legend referencing the applicable restrictions.

Section 8.12 Authority of Board of Directors

(a) The Board shall have the power to determine all matters necessary for assessing compliance with this Article 8, including, without limitation, (i) the identification of 4.9-percent Stockholders, (ii) whether a Transfer is a 4.9-percent Transaction or a Prohibited Transfer, (iii) the Percentage Share Ownership in the Corporation of any 4.9-percent Stockholder, (iv) whether an instrument constitutes a Corporation Security, (v) the amount (or fair market value) due to a Purported Transferee pursuant to Section 8.6, and (vi) any other matters that the Board determines to be relevant; and the good faith determination of the Board on such matters shall be conclusive and binding for all the purposes of this Article 8. In addition, the Board may, to the extent permitted by law, from time to time establish, modify, amend or rescind bylaws, regulations and procedures of the Corporation not inconsistent with the provisions of this Article 8 for purposes of determining whether any Transfer of Corporation Securities would jeopardize the Corporation's ability to preserve and use the Tax Benefits and for the orderly application, administration and implementation of this Article 8.

(b) Nothing contained in this Article 8 shall limit the authority of the Board to take such other action to the extent permitted by law as it deems necessary or advisable to protect the Corporation and its stockholders in preserving the Tax Benefits. Without limiting the generality of the foregoing, in the event of a change in law making one or more of the following actions necessary or desirable, the Board may, by adopting a written resolution, (i) accelerate or extend the Expiration Date, (ii) modify

the ownership interest percentage in the Corporation or the Persons or groups covered by this Article 8, (iii) modify the definitions of any terms set forth in this Article 8 or (iv) modify the terms of this Article 8 as appropriate, in each case, in order to prevent an ownership change for purposes of Section 382 of the Code as a result of any changes in applicable Treasury Regulations or otherwise; provided, however, that the Board shall not cause there to be such acceleration, extension or modification unless it determines, by adopting a written resolution, that such action is reasonably necessary or advisable to preserve the Tax Benefits or that the continuation of these restrictions is no longer reasonably necessary for the preservation of the Tax Benefits. Stockholders of the Corporation shall be notified of such determination through a filing with the Securities and Exchange Commission or such other method of notice as the Secretary of the Corporation shall deem appropriate.

(c) In the case of an ambiguity in the application of any of the provisions of this Article 8, including any definition used herein, the Board shall have the power to determine the application of such provisions with respect to any situation based on its reasonable belief, understanding or knowledge of the circumstances. In the event this Article 8 requires an action by the Board but fails to provide specific guidance with respect to such action, the Board shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of this Article 8. All such actions, calculations, interpretations and determinations that are done or made by the Board in good faith shall be conclusive and binding on the Corporation, the Agent, and all other parties for all other purposes of this Article 8. The Board may delegate all or any portion of its duties and powers under this Article 8 to a committee of the Board as it deems necessary or advisable and, to the fullest extent permitted by law, may exercise the authority granted by this Article 8 through duly authorized officers or agents of the Corporation. Nothing in this Article 8 shall be construed to limit or restrict the Board in the exercise of its fiduciary duties under applicable law.

Section 8.13 Reliance

To the fullest extent permitted by law, the Corporation and the members of the Board shall be fully protected in relying in good faith upon the information, opinions, reports or statements of the President, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Corporate Controller of the Corporation and the Corporation's legal counsel, independent auditors, transfer agent, investment bankers or other employees and agents in making the determinations and findings contemplated by this Article 8. The members of the Board shall not be responsible for any good faith errors made in connection therewith. For purposes of determining the existence and identity of, and the amount of any Corporation Securities owned by any stockholder, the Corporation is entitled to rely on the existence and absence of filings of Schedule 13D or 13G under the 1934 Act (or similar filings), as of any date, subject to its actual knowledge of the ownership of Corporation Securities.

Section 8.14 Benefits of This Article 8

Nothing in this Article 8 shall be construed to give to any Person other than the Corporation or the Agent any legal or equitable right, remedy or claim under this Article 8. This Article 8 shall be for the sole and exclusive benefit of the Corporation and the Agent.

Section 8.15 Severability

The purpose of this Article 8 is to facilitate the Corporation's ability to maintain or preserve its Tax Benefits. If any provision of this Article 8 or the application of any such provision to any Person or under any circumstance shall be held invalid, illegal or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision of this Article 8.

Section 8.16 Waiver

With regard to any power, remedy or right provided herein or otherwise available to the Corporation or the Agent under this Article 8, (a) no waiver will be effective unless expressly contained in a writing signed by the waiving party; and (b) no alteration, modification or impairment will be implied by reason of any previous waiver, extension of time, delay or omission in exercise, or other indulgence.

ARTICLE 9

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board from time to time, subject to applicable law.

ARTICLE 10

CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board.

ARTICLE 11

RELIANCE UPON BOOKS, REPORTS AND RECORDS

Each director, each member of any committee designated by the Board, and each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE 12

AMENDMENTS

These Bylaws, except as provided by applicable law or the Certificate of Incorporation, or as otherwise set forth in these Bylaws, may be amended or repealed at any regular or special meeting of the entire Board; provided, however, that (a) a written statement describing the change or amendment shall be made in the notice delivered to the directors of the meeting at which the change or amendment shall be acted upon; and (b) any Bylaw made by the Board may be altered, amended, rescinded or repealed by the holders of shares of capital stock presenting a majority of the securities entitled to vote thereon at any annual meeting or at any special meeting called for that purpose in accordance with the percentage requirements set forth in the Certificate of Incorporation and/or these Bylaws. Notwithstanding the foregoing, any provision of these Bylaws that contains a supermajority voting requirement shall only be altered, amended, rescinded or repealed by a vote of the Board or holders of capital stock entitled to vote thereon that is not less than the supermajority specified in such provision.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Real Industry, Inc., a Delaware corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said corporation, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned as of November 3, 2015

/s/ KYLE ROSS

Kyle Ross, Secretary

CERTIFICATION

I, Craig T. Bouchard, certify that:

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

/s/ CRAIG T. BOUCHARD

Craig T. Bouchard
Chief Executive Officer and
Chairman of the Board
(Principal Executive Officer)

Dated: November 6, 2015

CERTIFICATION

I, Kyle Ross, certify that:

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

/s/ KYLE ROSS

Kyle Ross
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: November 6, 2015

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Real Industry, Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

/s/ CRAIG T. BOUCHARD

Craig T. Bouchard
Chairman of the Board and
Chief Executive Officer
(Principal Executive Officer)

Dated: November 6, 2015

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Real Industry, Inc. (the "Company") on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Quarterly Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

/s/ KYLE ROSS

Kyle Ross

Executive Vice President and
Chief Financial Officer

(Principal Financial and Accounting Officer)

Dated: November 6, 2015