

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report: November 12, 2014  
(Date of earliest event reported)

**A. M. CASTLE & CO.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-5415**  
(Commission File Number)

**36-0879160**  
(IRS Employer Identification No.)

**1420 Kensington Road, Suite 220  
Oak Brook, IL 60523**  
(Address of principal executive offices)

Registrant's telephone number including area code: **(847) 455-7111**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13 e-4(c) under the Exchange Act (17 CFR 240.13 e-4(c))

## Item 7.01. Regulation FD Disclosure

In accordance with General Instruction B.2 to Form 8-K, the following information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

A. M. Castle & Co. (the “Company”) hereby furnishes slides that may be used in discussions with analysts and investors on or after November 12, 2014. The slides are attached as Exhibit 99.1 to this Current Report and are incorporated by reference herein. These slides will be available under the “Investors” section of the Company’s website at [www.amcastle.com](http://www.amcastle.com).

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor Presentation dated November 2014.

### *Cautionary Statement on Risks Associated with Forward Looking Statements*

Information provided and statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (“Securities Act”), Section 21E of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this report and the Company assumes no obligation to update the information included in this report. Such forward looking statements include, but are not limited to, statements concerning our possible or assumed future results of operations, and our expectations and estimates relating to restructuring activities, including restructuring charges and timing of cash payments related thereto, and operational flexibility, savings, and efficiencies from such restructuring actions. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “aim,” “plan,” “should,” or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forwardlooking statements. For a further description of these risk factors, see the risk factors identified in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except as required by the federal securities laws, we do not have any obligations or intention to release publicly any updates or revisions to any forwardlooking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events or for any other reason.

## **SIGNATURES**

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

November 12, 2014

**A.M. CASTLE & CO.**

By: /s/ Marec E. Edgar

Marec E. Edgar

Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Page Number</b>
99.1	Investor Presentation dated November 2014	EX-1



# A. M. Castle & Co.

November 2014

NYSE: CAS

A. M. Castle & Co.



## Forward Looking Statements

Information provided and statements contained in this presentation that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements only speak as of the date of this release and the company assumes no obligation to update the information included in this release. Such forward-looking statements include, but are not limited to, statements concerning our possible or assumed future results of operations, and our expectations and estimates relating to restructuring activities, including restructuring charges and timing of cash payments related thereto, and operational flexibility, savings, and efficiencies from such restructuring actions. These statements often include words such as "believe," "expect," "anticipate," "intend," "aim," "plan," or similar expressions. These statements are not guarantees of performance or results, and they involve risks, uncertainties, and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, there are many factors that could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. For a further description of these risk factors, see the risk factors identified in our filing with the Securities and Exchange Commission in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. All future written and oral forward-looking statements by us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. Except as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future, to reflect the occurrence of unanticipated events or for any other reason.





## Regulation G & Other Cautionary Notes

*This presentation includes non-GAAP financial measures to assist the reader in understanding our business. The non-GAAP financial information should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with U. S. GAAP ("GAAP"). However, we believe that non-GAAP reporting, giving effect to the adjustments shown in the reconciliation contained in the appendix to this presentation, provides meaningful information and therefore we use it to supplement our GAAP guidance. Management often uses this information to assess and measure the performance of our business. We have chosen to provide this supplemental information to investors, analysts and other interested parties to enable them to perform additional analyses of operating results, to illustrate the results of operations giving effect to the non-GAAP adjustments shown in the reconciliations and to assist with period-over-period comparisons of such operations. The exclusion of the charges indicated herein from the non-GAAP financial measures presented does not indicate an expectation by the Company that similar charges will not be incurred in subsequent periods.*

*In addition, the Company believes that the use and presentation of EBITDA, which is defined by the Company as income before provision/benefit for income taxes plus depreciation and amortization, and interest expense, less interest income, is widely used by the investment community for evaluation purposes and provides the investors, analysts and other interested parties with additional information in analyzing the Company's operating results. EBITDA should not be considered as an alternative to net income or any other item calculated in accordance with U.S. GAAP, or as an indicator of operating performance. Our definition of EBITDA used here may differ from that used by other companies. Adjusted non-GAAP net income and adjusted EBITDA, which are defined as reported net income and EBITDA adjusted for non-cash items and items which are not considered by management to be indicative of the underlying results, are presented as the Company believes the information is important to provide investors, analysts and other interested parties additional information about the Company's financial performance. Management uses EBITDA, adjusted non-GAAP net income and adjusted EBITDA to evaluate the performance of the business.*

*The financial information herein contains information generated from audited financial statements and unaudited information and has been prepared by management in good faith and based on data currently available to the Company.*

*In this presentation, we refer to information and statistics regarding the general manufacturing markets. We obtained this information and these statistics from sources other than us, such as Purchasing magazine and the Institute of Supply Management, which we have supplemented where necessary with information from publicly available sources and our own internal estimates. We have used these sources and estimates and believe them to be reliable.*



## Company Overview

- One of the largest metal service center companies based in the U.S. with **\$1.1 billion** in 2013 annual net sales
- Specialty Products, Specialty Services, Customized Supply Chain Solutions
- Strong exposure to long-term growth end markets including **Industrial, Aerospace and Oil & Gas**
- Supplying over **5,000 products** to over **25,000 customers** on a global basis
- **120+ year** history in the metal service center industry







# Value Added Services & Solutions

## Serving Vital Link in Global Metal Supply Chain



### Mills

- Limited distribution points and fabrication services
- Minimum order size requirements (bulk quantities)

### Castle Metals

- Many global distribution points
- Robust fabrication services
- Flexibility in order sizes
- Manages lead time differentials, warehousing and other distribution services

### Global OEMs

- Demand delivery of products within short timeframe
- Need for specialized products and services
- Need for products in smaller quantities and forms



## Diversified Product Offering with Focus on Specialty Materials

### Focus on Value

- Sales focused on primarily highly specialized product offering
- Castle Metals average selling price of **\$3,300 - \$3,500 per ton** compared to an average commodity hot rolled coil at **\$700-\$750 per ton**

### Product Offering



Product distribution as a percentage of YTD 3Q'14 Net Sales



# Diversified Global End Markets

## Global Demand Driving Growth in Key End Markets

### Markets Served (YTD 3Q'14 Net Sales)

**Industrials**

**46%**

**Aerospace**

**21%**

**Oil & Gas**

**19%**

**Plastics**

**14%**



#### Industrials

- Primarily focused on heavy equipment & infrastructure
- Funding for capital spending expected to increase with economic recovery
- Long-term relationships with leading global OEMs

#### Oil & Gas

- Positioned to succeed with growing global presence, including Shanghai, Singapore and U.S. Gulf region
- Provide products to support drilling and completion activities, including unconventional drilling and fracking

#### Aerospace

- Specialty products and supply chain solutions to the Commercial Aerospace and Defense industries
- JSF F-35 contract extended through 2016
- Ongoing multi-year backlogs at major commercial aircraft manufacturers

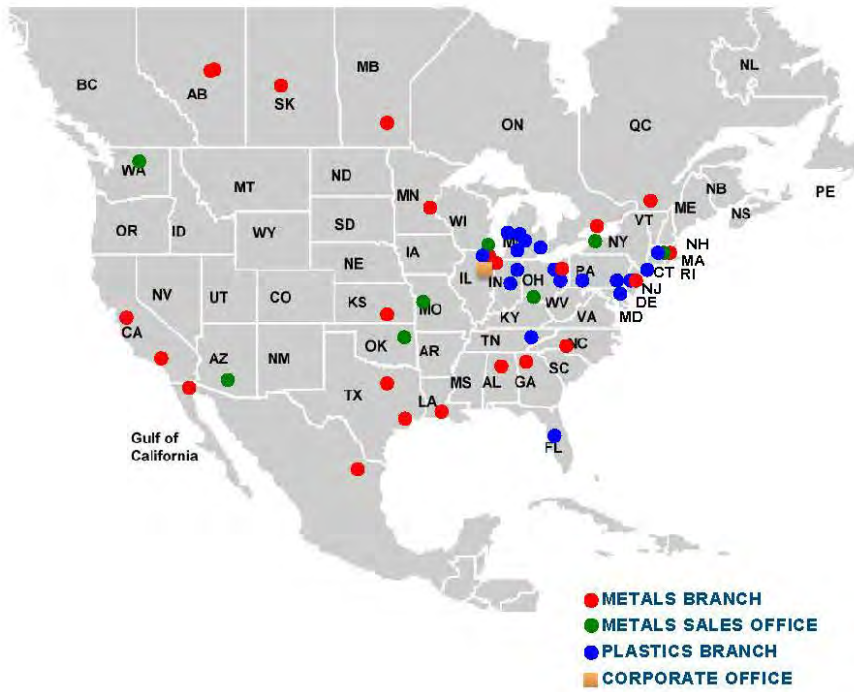
#### Plastics

- Supply thousands of diverse plastics and related products across the US market
- Key industries served include Aerospace & Defense, Construction & Maintenance, Life Sciences, Marine, Transportation and many more





# Broad Geographic Footprint Serving Global Markets





## Blue Chip Customer Base in Various End Markets

### Serving a Broad Range of Diverse Customers







## Supplier Partners

Stable supplier base values A. M. Castle as a key customer and provides access to specialty metals

<b>Product Category</b>	<b>Supplier</b>
✓ <b>Aluminum</b>	❖ <b>Kaiser Aluminum and Constellium</b>
✓ <b>Alloy</b>	❖ <b>Timken, Tenaris, Republic and Vallourec</b>
✓ <b>Nickel &amp; Stainless</b>	❖ <b>Allegheny, Special Metals and North American Stainless</b>
✓ <b>Carbon</b>	❖ <b>ArcelorMittal, SSAB and Nucor</b>
✓ <b>Titanium</b>	❖ <b>RTI</b>
✓ <b>Plastics</b>	❖ <b>Cyro Industries/Evonik, SABIC Innovative Plastics and Quadrant Engineered Plastics/Mitsubishi</b>



# Organizational Objectives

## Customer Centric



**More focused than ever on the customer**

## Nimble Business



**Faster and easier to do business with**

## Highly Competitive



**Highly competitive in our end markets**

## Engaged Employees

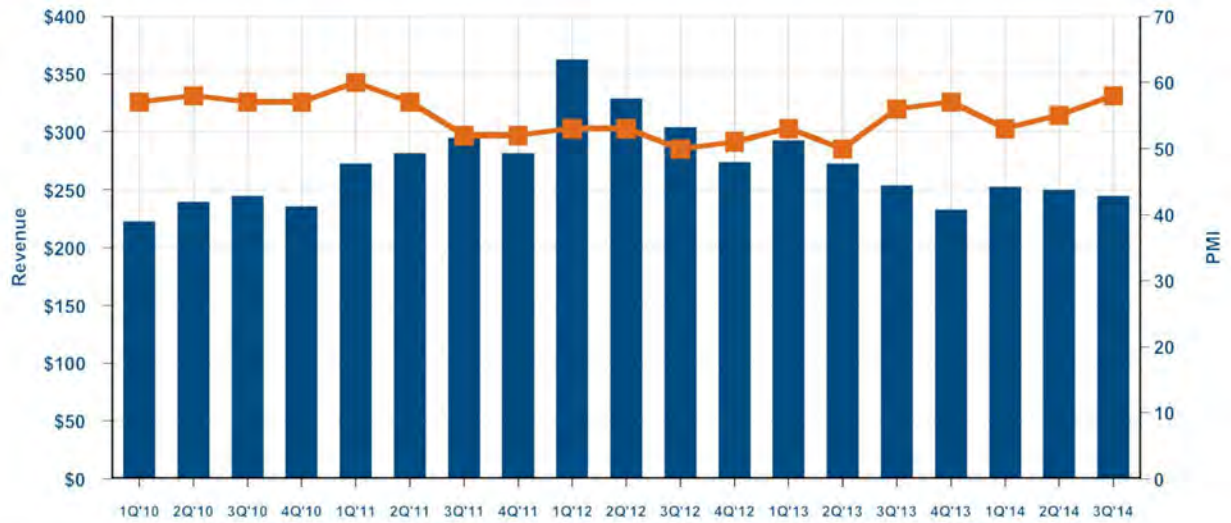


**Earn a reputation for employees who share ideas, best practices and process improvements**

**Path to sales and earnings growth**



# Quarterly Net Sales Trend *(\$ in millions)*



	1Q'10	2Q'10	3Q'10	4Q'10	1Q'11	2Q'11	3Q'11	4Q'11	1Q'12	2Q'12	3Q'12	4Q'12	1Q'13	2Q'13	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14
Revenue	\$ 223	\$ 240	\$ 245	\$ 236	\$ 273	\$ 282	\$ 295	\$ 282	\$ 363	\$ 329	\$ 304	\$ 274	\$ 293	\$ 273	\$ 254	\$ 233	\$ 253	\$ 250	\$ 245
PMI	57	58	57	57	60	57	52	52	53	53	50	51	53	50	56	57	53	55	58

The Company believes that over the long-term its revenue trends typically correlate to the changes in PMI on a six to twelve month lag basis.

*Source: Management uses the Purchasing Managers Index ("PMI") provided by the Institute of Supply Management.*





## Commercial Improvement Strategy

Strategic Objective	Status Update
<ul style="list-style-type: none"><li>• Realign sales organization into geographic territories where local teams are accountable for selling all of our products and services</li></ul>	<ul style="list-style-type: none"><li>• Implemented in 1Q'14</li></ul>
<ul style="list-style-type: none"><li>• Localize certain pricing, inventory, lead time and delivery decisions to improve customer satisfaction in local markets</li></ul>	<ul style="list-style-type: none"><li>• Pricing program implemented in 3Q'14</li><li>• Inventory deployment to be completed by early 2015 - significant progress to date</li></ul>
<ul style="list-style-type: none"><li>• Establish clear territory growth expectations supported by tracking metrics including standardized territory sales plans focused on alignment and accountability and real time performance tracking and enterprise ratings</li></ul>	<ul style="list-style-type: none"><li>• Implemented in 1Q'14</li></ul>
<ul style="list-style-type: none"><li>• Re-energize Strategic Account Team to leverage our global locations, maximize value and help our customers profitably grow their business</li></ul>	<ul style="list-style-type: none"><li>• Implemented in 1Q'14</li><li>• ERP enhancements planned for second half of 2015</li></ul>
<ul style="list-style-type: none"><li>• Executive level and branch review of customer accounts to ensure all facets of the organization have visibility to customer needs and expectations</li></ul>	<ul style="list-style-type: none"><li>• Implemented in 1Q'14</li></ul>



# Commercial Approach

People	Process	Technology
<ul style="list-style-type: none"><li>• Clear expectations</li><li>• TM + ISS teams</li><li>• Strategic Account Managers</li><li>• Contract Department</li><li>• Director of Inside Sales</li><li>• Director of Marketing</li><li>• Pricing team</li></ul>	<ul style="list-style-type: none"><li>• Geographic ownership</li><li>• Customer v. product focus</li><li>• Local decision making</li><li>• Performance dashboards</li><li>• Top account health checks</li><li>• Regional business reviews</li><li>• Collaboration, SC &amp; Ops</li></ul>	<ul style="list-style-type: none"><li>• One ERP platform</li><li>• Marketing automation</li><li>• E-commerce (Spring 2015)</li><li>• CRM (pilot TBD)</li></ul>







## Growth Focus – Short Term Actions

Actions	Impacts
<ul style="list-style-type: none"><li>➤ Inventory redeployment and rebalancing</li></ul>	<ul style="list-style-type: none"><li>• Realized improved sales results from markets that were in the first phase</li></ul>
<ul style="list-style-type: none"><li>➤ Strategic accounts<ul style="list-style-type: none"><li>• Leverage global locations</li></ul></li></ul>	<ul style="list-style-type: none"><li>• Team recruited and deployed in 2013</li><li>• Top 25 target accounts per end market in process for 2014</li></ul>
<ul style="list-style-type: none"><li>➤ Improved execution<ul style="list-style-type: none"><li>• Quoting</li><li>• Universal product access</li><li>• Leverage improved metals pricing environment</li></ul></li></ul>	<ul style="list-style-type: none"><li>• Higher overall quote levels and closure rates for YTD 3Q'14 compared to YTD 3Q'13</li></ul>



## Financial and Operating Targets



### Lower Operating Expenses

**22% operating expense ratio\* by end of 2015**

\*operating expenses as a percentage of net sales



### Higher Operating Profits

**10% operating profit** in normal market conditions



### Lower Days Sales in Inventory

**DSI under 150 days** in 2015



### Fortify Balance Sheet

Maximize free cash flow, **reduce debt**, create further financial flexibility

**Commitment to increasing shareholder value**



# Financial Overview

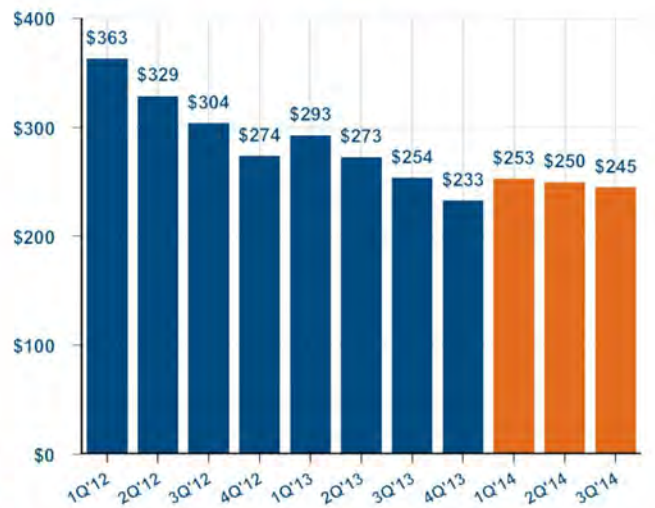


## Sales Trends *(\$ in millions)*

Annual Net Sales



Quarterly Net Sales

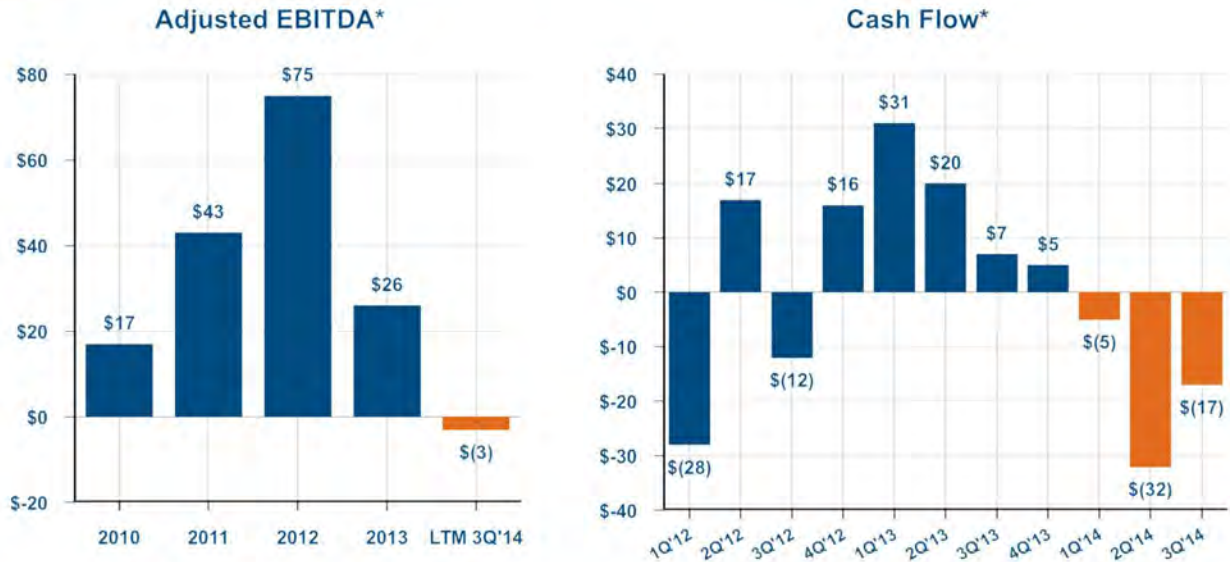


- Net sales trends for the nine months ended September 30, 2014 were negatively impacted by branch consolidation execution issues in the plate and oil and gas end markets.
- 7% average pricing decline and 3% volume decline for Metals segment sales for year-to-date 9/30/14 compared to year-to-date 9/30/13.
- New sales support structure positions Company well to gain share as market growth continues.





## Focused on Improving Cash Flows (\$ in millions)



- Minimal capital expenditures required – typically 1% of revenue
- Cash flow used in operations for year-to-date 9/30/14 includes the impact of strategic local inventory deployments

\* Contains non-GAAP information – see “Non-GAAP Reconciliation” in Appendix for a detailed reconciliation.





## Key Balance Sheet Items (\$ in 000s)

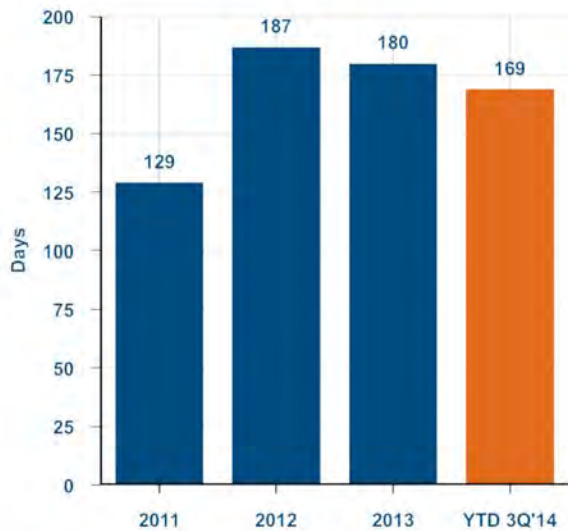
	September 30, 2014	December 31, 2013
Cash and Cash Equivalents	\$ 11,805	\$ 30,829
Accounts Receivable	148,226	128,544
Inventory, net of LIFO reserves <sup>1</sup>	252,697	214,900
Other Current Assets	16,045	16,418
<b>Total Current Assets</b>	<b>428,773</b>	<b>390,691</b>
Accounts Payable	(111,112)	(69,577)
Other Current Liabilities	(39,815)	(31,764)
<b>Working Capital</b>	<b>\$ 277,846</b>	<b>\$ 289,350</b>
<b>Total Capital (total debt plus stockholders' equity)</b>	<b>\$ 491,324</b>	<b>\$ 555,890</b>
<b>Total Debt</b>	<b>(276,874)</b>	<b>(245,996)</b>
<b>Stockholders' Equity</b>	<b>\$ 214,450</b>	<b>\$ 309,894</b>

<sup>1</sup> Inventory at replacement cost is \$382,773 and \$345,754 at September 30, 2014 and December 31, 2013, respectively.



## Next Step, Improve Working Capital Measurements

Inventory - DSI



Receivables - DSO



- Focused on significantly improving both DSI and DSO in 2015
- Expect full year 2014 DSI to be slightly higher than YTD Q3'14 DSI in anticipation of Q1'15 sales
- DSI target of under 150 for 2015



## Improving Financial Position

### Debt-to-Capital



- Increase in debt-to-capital ratios in 2014 is due to losses and increased borrowing under the revolving credit facility.
- The majority of the increase in the revolving credit facility in 2014 was to fund inventory purchases for the local inventory deployment initiative.

(\$ in millions)	Dec '11	Dec '12	Dec '13	Sep '14
<b>Total Debt</b>	\$ 314.9	\$ 297.1	\$ 246.0	\$ 276.9
<b>Less: Cash Balances</b>	30.5	21.6	30.8	11.8
<b>Net Debt</b>	\$ 284.4	\$ 275.5	\$ 215.2	\$ 265.1
<b>Stockholders' Equity</b>	312.3	337.3	309.9	214.4
<b>Total Capital (total debt plus stockholders' equity)</b>	\$ 627.2	\$ 634.4	\$ 555.9	\$ 491.3

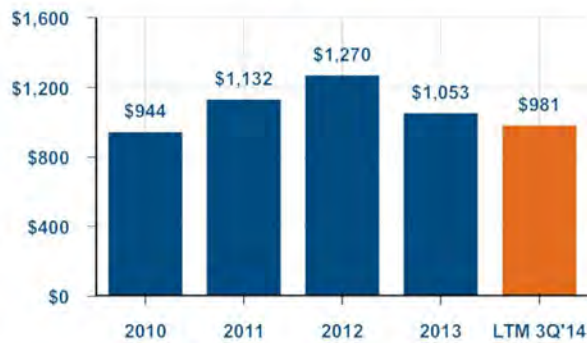


# APPENDIX



# Annual and LTM Financial Business Trends As Reported (\$ in millions, except per share)

Net Sales



Adjusted EBITDA\*



Adjusted Operating (Loss) Income\*



Adjusted Non-GAAP Diluted (Loss) Income per Share\*



\* Contains non-GAAP information – see "Non-GAAP Reconciliation" in Appendix for a detailed reconciliation.





# Quarterly Financial Business Trends As Reported

(\$ in millions, except per share)

Net Sales



Adjusted EBITDA\*



Adjusted Operating (Loss) Income\*



Adjusted Non-GAAP Diluted (Loss) Income per Share\*



\* Contains non-GAAP information – see “Non-GAAP Reconciliation” in Appendix for a detailed reconciliation.



## Liquidity and Balance Sheet

### SELECTED CONSOLIDATED RESULTS (\$ in Millions)

Nine Months Ended  
September 30,

*Unaudited*

2014

2013

Cash (Used in) From Operations	\$	(44.8)	\$	65.7
Cash Paid for CapEx	\$	8.7	\$	7.6
Avg Days Sales in Inventory		169		177
Avg Receivables Days Outstanding		52		51

### SELECTED CONSOLIDATED RESULTS (\$ in Millions)

As of  
September 30,

As of  
December 31,

*Unaudited*

2014

2013

Total Debt (net of unamortized discounts) <sup>1</sup>	\$	276.9	\$	246.0
Cash and Cash Equivalents		11.8		30.8
Total Debt less Cash and Cash Equivalents ("Net Debt")	\$	265.1	\$	215.2
Stockholders' Equity		214.4		309.9
Total Debt plus Stockholders' Equity ("Total Capital")	\$	491.3	\$	555.9
Net Debt to Total Capital		53.9%		38.7%

<sup>1</sup> There were \$27 million of cash borrowings under the revolving credit facility as of September 30, 2014 and no cash borrowings as of December 31, 2013.



## Non-GAAP Reconciliation

### Reconciliation of EBITDA and Adjusted EBITDA to Net (Loss) Income (Unaudited – \$ in millions)

	1Q'12	2Q'12	3Q'12	4Q'12	1Q'13	2Q'13	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14
Net (Loss) Income	\$ (4.3)	\$ (3.0)	\$ 3.2	\$ (5.6)	\$ (10.6)	\$ (3.8)	\$ (6.9)	\$ (12.7)	\$ (16.0)	\$ (72.3)	\$ (7.3)
Depreciation and Amortization Expense	6.6	6.5	6.3	6.5	6.6	6.6	6.4	6.6	6.5	6.5	6.4
Interest Expense, Net	10.2	10.0	10.2	10.6	10.2	10.1	10.2	10.1	10.0	9.8	10.2
Interest Expense, Unrealized Loss on Debt Conversion Option	11.3	4.3	—	—	—	—	—	—	—	—	—
Loss on Extinguishment of Debt	—	—	—	—	—	—	—	2.6	—	—	—
Income Taxes	4.4	(0.7)	0.5	(2.8)	(1.4)	(7.8)	(4.3)	(6.3)	(0.1)	(6.0)	(2.8)
<b>EBITDA</b>	<b>\$ 28.2</b>	<b>\$ 17.1</b>	<b>\$ 20.2</b>	<b>\$ 8.7</b>	<b>\$ 4.8</b>	<b>\$ 5.1</b>	<b>\$ 5.4</b>	<b>\$ 0.3</b>	<b>\$ 0.4</b>	<b>\$ (62.0)</b>	<b>\$ 6.5</b>
Non-GAAP Net (Loss) Income Adjustments <sup>1</sup>	(0.4)	1.9	(1.1)	0.3	4.0	6.5	—	0.1	0.5	56.4	(5.6)
<b>Adjusted EBITDA</b>	<b>\$ 27.8</b>	<b>\$ 19.0</b>	<b>\$ 19.1</b>	<b>\$ 9.0</b>	<b>\$ 8.8</b>	<b>\$ 11.6</b>	<b>\$ 5.4</b>	<b>\$ 0.4</b>	<b>\$ 0.9</b>	<b>\$ (5.6)</b>	<b>\$ 0.9</b>

### Reconciliation of EBITDA and Adjusted EBITDA to Net (Loss) Income (Unaudited – \$ in millions)

	2010	2011	2012	2013	LTM 3Q'14
Net (Loss) Income	\$ (5.6)	\$ (1.8)	\$ (9.7)	\$ (34.0)	\$ (108.3)
Depreciation and Amortization Expense	20.6	20.5	25.9	26.2	26.0
Interest Expense, Net	5.0	9.7	41.0	40.6	40.1
Interest Expense, Unrealized Loss on Debt Conversion Option	—	4.0	15.6	—	—
Loss on Extinguishment of Debt	—	6.1	—	2.6	2.6
Income Taxes	(3.1)	(1.1)	1.4	(19.8)	(15.2)
<b>EBITDA</b>	<b>\$ 16.9</b>	<b>\$ 37.4</b>	<b>\$ 74.2</b>	<b>\$ 15.6</b>	<b>\$ (54.8)</b>
Non-GAAP Net (Loss) Income Adjustments <sup>1</sup>	-	5.7	0.7	10.6	51.4
<b>Adjusted EBITDA</b>	<b>\$ 16.9</b>	<b>\$ 43.1</b>	<b>\$ 74.9</b>	<b>\$ 26.2</b>	<b>\$ (3.4)</b>

<sup>1</sup> Non-GAAP Net (Loss) Income Adjustments relate to impairment of goodwill in the 2Q'14 period, restructuring charges in the 2013 and 2014 periods, unrealized (gains) losses on commodity hedges in the 2011 through 2014 periods, CEO transition costs in the 2Q'12 period and Tube Supply net income and acquisition costs in the 2011 period.





# Non-GAAP Reconciliation

## Reconciliation of Adjusted Non-GAAP Net (Loss) Income to Reported Net (Loss) Income (Unaudited – \$ in millions)

	1Q'12	2Q'12	3Q'12	4Q'12	1Q'13	2Q'13	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14
Net (Loss) Income, as reported	\$ (4.3)	\$ (3.0)	\$ 3.2	\$ (5.6)	\$ (10.6)	\$ (3.8)	\$ (6.9)	\$ (12.7)	\$ (16.0)	\$ (72.3)	\$ (7.3)
Restructuring Charges	—	—	—	—	3.0	6.1	0.8	0.3	0.7	0.9	(5.1)
Impairment of Goodwill	—	—	—	—	—	—	—	—	—	56.2	—
Unrealized Loss on Debt Conversion Option	11.3	4.3	—	—	—	—	—	—	—	—	—
CEO Transition Costs, Net	—	0.5	—	—	—	—	—	—	—	—	—
Unrealized (Gains) Losses on commodity Hedges	(0.4)	1.4	(1.1)	0.3	1.0	0.4	(0.8)	(0.2)	(0.2)	(0.7)	(0.5)
Tax Effect of Adjustments	0.2	(0.7)	0.3	(0.1)	(1.5)	(2.3)	—	(0.9)	(0.2)	(7.0)	—
<b>Adjusted Non-GAAP Net (Loss) Income</b>	<b>\$ 6.8</b>	<b>\$ 2.5</b>	<b>\$ 2.4</b>	<b>\$ (5.4)</b>	<b>\$ (8.1)</b>	<b>\$ 0.4</b>	<b>\$ (6.9)</b>	<b>\$ (13.5)</b>	<b>\$ (15.7)</b>	<b>\$ (22.9)</b>	<b>\$ (12.9)</b>
Adjusted Non-GAAP Basic (Loss) Income Per Share	\$ 0.29	\$ 0.11	\$ 0.11	\$ (0.24)	\$ (0.35)	\$ 0.02	\$ (0.30)	\$ (0.58)	\$ (0.67)	\$ (0.98)	\$ (0.55)
Adjusted Non-GAAP Diluted (Loss) Income Per Share	\$ 0.28	\$ 0.11	\$ 0.10	\$ (0.24)	\$ (0.35)	\$ 0.02	\$ (0.30)	\$ (0.58)	\$ (0.67)	\$ (0.98)	\$ (0.55)

## Reconciliation of Adjusted Non-GAAP Net (Loss) Income to Reported Net (Loss) Income (Unaudited – \$ in millions)

	2010	2011	2012	2013	LTM 3Q'14
Net (Loss) Income, as reported	\$ (5.6)	\$ (1.8)	\$ (9.7)	\$ (34.0)	\$ (108.3)
Restructuring Charges	—	—	—	10.2	(3.2)
Impairment of Goodwill	—	—	—	—	56.2
Unrealized Loss on Debt Conversion Option	—	4.0	15.6	—	—
CEO Transition Costs, Net	—	—	0.5	—	—
Debt Refinancing Charges and Interest on New Debt	—	11.4	—	—	—
Tube Supply Acquisition Costs and Net Income	—	3.4	—	—	—
Unrealized (Gains) Losses on commodity Hedges	—	2.3	0.2	0.4	(1.6)
Tax Effect of Adjustments	—	(6.9)	(0.3)	(4.7)	(8.1)
<b>Adjusted Non-GAAP Net (Loss) Income</b>	<b>\$ (5.6)</b>	<b>\$ 12.4</b>	<b>\$ 6.3</b>	<b>\$ (28.1)</b>	<b>\$ (65.0)</b>
Adjusted Non-GAAP Basic (Loss) Income Per Share	\$ (0.25)	\$ 0.54	\$ 0.27	\$ (1.21)	\$ (2.78)
Adjusted Non-GAAP Diluted (Loss) Income Per Share	\$ (0.25)	\$ 0.53	\$ 0.26	\$ (1.21)	\$ (2.78)





## Non-GAAP Reconciliation

### Reconciliation of Adjusted Operating (Loss) Income to Operating (Loss) Income (Unaudited – \$ in millions)

	1Q'12	2Q'12	3Q'12	4Q'12	1Q'13	2Q'13	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14
Operating (Loss) Income	\$ 18.2	\$ 9.5	\$ 10.5	\$ 1.6	\$ (0.9)	\$ (3.8)	\$ (3.1)	\$ (7.9)	\$ (7.3)	\$ (71.9)	\$ 0.2
Restructuring Charges in Operating Expenses	—	—	—	—	2.2	5.6	0.9	0.3	0.7	0.9	(5.1)
Impairment of Goodwill	—	—	—	—	—	—	—	—	—	56.2	—
Adjusted Operating (Loss) Income	\$ 18.2	\$ 9.5	\$ 10.5	\$ 1.6	\$ 1.3	\$ 1.8	\$ (2.2)	\$ (7.6)	\$ (6.6)	\$ (14.8)	\$ (4.9)

### Reconciliation of Adjusted Operating (Loss) Income to Operating (Loss) Income (Unaudited – \$ in millions)

	2010	2011	2012	2013	LTM 3Q'14
Operating (Loss) Income	\$ (9.3)	\$ 5.2	\$ 39.8	\$ (15.7)	\$ (86.9)
Restructuring Charges in Operating Expenses	—	—	—	9.0	(3.2)
Impairment of Goodwill	—	—	—	—	56.2
Adjusted Operating (Loss) Income	\$ (9.3)	\$ 5.2	\$ 39.8	\$ (6.7)	\$ (33.9)

### Reconciliation of Cash Flow (Unaudited – \$ in millions)

	1Q'12	2Q'12	3Q'12	4Q'12	1Q'13	2Q'13	3Q'13	4Q'13	1Q'14	2Q'14	3Q'14
Cash (Used In) From Operating Activities	\$ (24.4)	\$ 18.8	\$ (7.3)	\$ 18.2	\$ 32.6	\$ 23.5	\$ 9.6	\$ 8.7	\$ (2.9)	\$ (29.6)	\$ (12.3)
Cash Used for Capital Expenditures	(3.1)	(1.6)	(4.3)	(2.1)	(1.9)	(3.5)	(2.2)	(4.0)	(2.0)	(2.3)	(4.4)
Cash Flow	\$ (27.5)	\$ 17.2	\$ (11.6)	\$ 16.1	\$ 30.7	\$ 20.0	\$ 7.4	\$ 4.7	\$ (4.9)	\$ (31.9)	\$ (16.7)



Thank You

NYSE: CAS

A. M. Castle & Co.