MGP INGREDIENTS INC
Form 10-Q
August 06, 2015

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 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: 0-17196

MGP INGREDIENTS, INC.
(Exact name of registrant as specified in its charter)

KANSAS	45-4082531
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 Commercial Street, Atchison, Kansas	66002
(Address of principal executive offices)	(Zip Code)

(913) 367-1480
(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. [X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] 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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

[ ] Large accelerated filer	[X] Accelerated filer

[ ] Non-accelerated filer [ ] Smaller Reporting Company

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). [ ]Yes [X] No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

17,673,856 shares of Common Stock, no par value as of July 31, 2015

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FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements as well as historical information. All statements, other than statements of historical facts, included in this Quarterly Report on Form 10-Q regarding the prospects of our industry and our prospects, plans, financial position and business strategy may constitute forward-looking statements. In addition, forward-looking statements are usually identified by or are associated with such words as "intend," "plan," "believe," "estimate," "expect," "anticipate," "hopeful," "should," "may," "will," "could," "encouraged," "opportunities," "potential" and/or the negatives or variations of these terms or similar terminology. They reflect management’s current beliefs and estimates of future economic circumstances, industry conditions, Company performance, and Company financial results and are not guarantees of future performance. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others: (i) disruptions in operations at our Atchison facility, Indiana facility, or at the Illinois Corn Processing, LLC ("ICP") facility, (ii) the availability and cost of grain, flour, and barrels, and fluctuations in energy costs, (iii) the effectiveness of our corn purchasing program to mitigate our exposure to commodity price fluctuations, (iv) the effectiveness or execution of our five-year strategic plan, (v) potential adverse effects to operations and our system of internal controls related to the loss of key management personnel, (vi) the competitive environment and related market conditions, (vii) the ability to effectively pass raw material price increases on to customers, (viii) the positive or adverse impact to our earnings as a result of the high volatility in our equity method investment's, ICP's, operating results, (ix) ICP's access to capital, (x) our limited influence over the ICP joint venture operating decisions, strategies or financial decisions (including investments, capital spending and distributions), (xi) our ability to source product from the ICP joint venture or unaffiliated third parties, (xii) our ability to maintain compliance with all applicable loan agreement covenants, (xiii) our ability to realize operating efficiencies, (xiv) actions of governments, (xv) consumer tastes and preferences, and (xvi) the volatility in our earnings resulting from the timing differences between a business interruption and a potential insurance recovery. For further information on these and other risks and uncertainties that may affect our business, including risks specific to our Distillery and Ingredient segments, see Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2014, as updated by Item 1A. Risk Factors of this Quarterly Report on Form 10-Q.

METHOD OF PRESENTATION

Throughout this Report, when we refer to "the Company," "we," “us,” “our,” and words of similar import in reference to activities prior to January 3, 2012, the date a reorganization occurred ("the Reorganization"), we are referring to the combined business of MGPI Processing, Inc. (formerly MGP Ingredients, Inc.) and its consolidated subsidiaries, and when we refer to "the Company," "we," “us,” “our,” and words of similar import in reference to activities occurring after the Reorganization, we are referring to the combined business of MGP Ingredients, Inc. (formerly named MGPI Holdings, Inc.) and its consolidated subsidiaries, except to the extent that the context otherwise indicates.

All amounts in this report, except for share, par values, bushels, gallons, pounds, mmbtu, proof gallons, per share, per bushel, per gallon, per proof gallon and percentage amounts, are shown in thousands unless otherwise noted.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MGP INGREDIENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(Dollars in thousands, except per share amounts)

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Sales	$92,071	$85,903	$176,935	$170,485
Less: excise taxes	6,717	5,336	11,168	10,922
Net sales	85,354	80,567	165,767	159,563
Cost of sales [a]	67,826	72,259	134,851	144,454
Gross profit	17,528	8,308	30,916	15,109
Selling, general and administrative expenses	8,025	5,166	14,505	10,238
Loss on insurance recoveries	—	70	—	70
Income from operations	9,503	3,072	16,411	4,801
Interest expense, net	(129)	(218)	(260)	(416)
Equity method investment earnings	3,096	2,331	4,448	5,666
Income before income taxes	12,470	5,185	20,599	10,051
Provision for income taxes	4,599	86	7,658	167
Net income	7,871	5,099	12,941	9,884
Other comprehensive income, net of tax	330	500	258	325
Comprehensive income	$8,201	$5,599	$13,199	$10,209
Basic and diluted earnings per share	$0.44	$0.28	$0.72	$0.55
Dividends and dividend equivalents per common share	$—	$—	$0.06	$0.05

[a] Includes related party purchases of $10,145 and $9,008 for the quarters ended June 30, 2015 and 2014, respectively. Includes related party purchases of $19,437 and $16,140 for the year to date periods ended June 30, 2015 and 2014. See Note 2. Equity Method Investments.

See accompanying notes to unaudited condensed consolidated financial statements

MGP INGREDIENTS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Dollars in thousands)

	June 30, 2015	December 31, 2014
Current Assets		
Cash and cash equivalents	$4,361	$5,641
Receivables (less allowance for doubtful accounts: June 30, 2015 - $6; December 31, 2014 - $12)	36,753	32,672
Inventory	45,017	34,441
Prepaid expenses	1,842	1,179
Deferred income taxes	6,093	7,924
Refundable income taxes	—	388
Total current assets	94,066	82,245
Property and equipment	206,362	198,176
Less accumulated depreciation and amortization	(140,319)	(134,295)
Property and equipment, net	66,043	63,881
Equity method investments	16,865	12,373
Other assets	2,001	2,100
Total assets	$178,975	$160,599
Current Liabilities		
Current maturities of long-term debt	$2,484	$2,613
Accounts payable	19,173	16,076
Accounts payable to affiliate, net	4,321	3,333
Accrued expenses	9,889	8,010
Income taxes payable	469	—
Other current liabilities	—	716
Total current liabilities	36,336	30,748
Long-term debt, less current maturities	7,083	7,670
Revolving credit facility	14	—
Deferred credit	3,759	4,099
Accrued retirement health and life insurance benefits	4,259	4,420
Deferred income taxes	10,523	9,297
Total liabilities	61,974	56,234
Commitments and Contingencies (Note 4)		
Stockholders’ Equity		
Capital stock		
Preferred, 5% non-cumulative; $10 par value; authorized 1,000 shares; issued and outstanding 437 shares	4	4
Common stock		
No par value; authorized 40,000,000 shares; issued 18,115,965 shares at June 30, 2015 and December 31, 2014, and 17,673,856 and 17,674,599 shares outstanding at June 30, 2015 and December 31, 2014, respectively	6,715	6,715
Additional paid-in capital	10,286	9,904
Retained earnings	101,308	89,454
Accumulated other comprehensive loss, net of tax	(474)	(732)
Treasury stock, at cost		
Shares of 442,109 at June 30, 2015 and 441,406 at December 31, 2014	(838)	(980)

Total stockholders’ equity	117,001	104,365
Total liabilities and stockholders’ equity	$178,975	$160,599

See accompanying notes to unaudited condensed consolidated financial statements

MGP INGREDIENTS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Year to Date Ended	
	June 30, 2015	June 30, 2014
Cash Flows from Operating Activities		
Net income	$12,941	$9,884
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and amortization	6,184	6,108
Loss on property insurance recoveries	—	70
Deferred income taxes	3,057	—
Loss on sale of assets, net	—	93
Share based compensation	690	271
Equity method investment earnings	(4,447)	(5,666)
Changes in Operating Assets and Liabilities:		
Receivables, net	(4,081)	(6,916)
Inventory	(10,576)	2,970
Prepaid expenses	(663)	(1,249)
Refundable income taxes	857	290
Accounts payable	2,992	(3,499)
Accounts payable to affiliate, net	988	2,064
Accrued expenses	1,879	(968)
Deferred credit	(340)	173
Accrued retirement health and life insurance benefits and other noncurrent liabilities	(665)	(331)
Other	287	(417)
Net cash provided by operating activities	9,103	2,877
Cash Flows from Investing Activities		
Additions to property and equipment	(8,080)	(3,594)
Net cash used in investing activities	(8,080)	(3,594)
Cash Flows from Financing Activities		
Purchase of treasury stock	(166)	(537)
Payment of dividends	(1,087)	(907)
Principal payments on long-term debt	(799)	(771)
Proceeds from revolving credit facility	1,235	34,683
Payments on revolving credit facility	(1,138)	(33,674)
Loan fees incurred with borrowings	(348)	(51)
Net cash used in financing activities	(2,303)	(1,257)
Decrease in cash and cash equivalents	(1,280)	(1,974)
Cash and cash equivalents, beginning of year	5,641	2,857
Cash and cash equivalents, end of period	$4,361	$883

See accompanying notes to unaudited condensed consolidated financial statements

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MGP INGREDIENTS, INC.
CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(Dollars in thousands)

	Capital Stock Preferred	Issued Common	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance, December 31, 2014	$4	$6,715	$9,904	$89,454	$(732)	$(980)	$104,365
Comprehensive income:							
Net income	—	—	—	12,941	—	—	12,941
Change in pension plans, net of tax [a]	—	—	—	—	243	—	243
Change in post employment benefits [a]	—	—	—	—	(30)	—	(30)
Change in translation adjustment on non-consolidated foreign subsidiary, net of tax[b]	—	—	—	—	45	—	45
Dividends and dividend equivalents declared, net	—	—	—	(1,087)	—	—	(1,087)
Share-based compensation	—	—	690	—	—	—	690
Stock shares awarded, forfeited or vested	—	—	(308)	—	—	308	—
Stock shares repurchased for payment of taxes	—	—	—	—	—	(166)	(166)
Balance, June 30, 2015	$4	$6,715	$10,286	$101,308	$(474)	$(838)	$117,001

(a) See Note 9. Employee and Non-Employee Benefit Plans for amounts reclassified from Accumulated Other Comprehensive Loss.
(b) See Note 2. Equity Method Investments for amounts reclassified from Accumulated Other Comprehensive Loss.

See accompanying notes to unaudited condensed consolidated financial statements

MGP INGREDIENTS, INC.

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, unless otherwise noted)

Note 1. Accounting Policies and Basis of Presentation.

MGP Ingredients, Inc. ("Company") is a Kansas corporation headquartered in Atchison, Kansas. It was incorporated in 2011 and is a holding company with no operations of its own. Its principal directly-owned operating subsidiaries are MGPI Processing, Inc. ("Processing") and MGPI of Indiana, LLC ("MGPI-I"). Processing was incorporated in Kansas in 1957 and is the successor to a business founded in 1941 by Cloud L. Cray, Sr. On January 3, 2012, MGP Ingredients, Inc. reorganized into a holding company structure (the "Reorganization") through a series of steps involving various legal entities. Prior to the Reorganization, Processing was named MGP Ingredients, Inc.

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements of the Company reflect all adjustments (consisting only of normal adjustments) which, in the opinion of the Company's management, are necessary to fairly present the financial position, results of operations and cash flows of the Company. All intercompany balances and transactions have been eliminated in consolidation.

These unaudited condensed consolidated financial statements as of and for the year to date period ended June 30, 2015 should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Report on Form 10-K for the year ended December 31, 2014 filed with the Securities and Exchange Commission ("SEC"). The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Inventory

Inventory includes finished goods, barreled distillate, raw materials in the form of agricultural commodities used in the production process, work in process, and certain maintenance and repair items. Whiskey and bourbon must be aged in barrels for several years, following industry practice; all barreled whiskey and bourbon is classified as a current asset. The Company includes warehousing, insurance, and other carrying charges applicable to barreled whiskey in inventory costs.

Inventories are stated at the lower of cost or market on the first-in, first-out ("FIFO") method. Inventory valuations are impacted by constantly changing prices paid for key materials, primarily corn. Inventory consists of the following:

	June 30, 2015	December 31, 2014
Finished goods	$11,617	$10,039
Barreled distillate	19,051	11,114
Work in process	2,187	2,023

Raw materials	5,247	5,440
Maintenance materials	5,198	4,913
Other	1,717	912
Total	$45,017	$34,441

Equity Method Investments

The Company accounts for its investment in non-consolidated subsidiaries under the equity method of accounting when the Company has significant influence, but does not have more than 50 percent voting control, and is not considered the primary beneficiary. Under the equity method of accounting, the Company reflects its investment in non-consolidated subsidiaries within the Company’s Condensed Consolidated Balance Sheets as Equity method investments; the Company’s share of the earnings or losses of the non-consolidated subsidiaries are reflected as Equity method investment earnings in the Condensed Consolidated Statements of Comprehensive Income.

The Company reviews its investments in non-consolidated subsidiaries for impairment whenever events or changes in business circumstances indicate that the carrying amount of the investments may not be fully recoverable. Evidence of a loss in value that is other than temporary include, but are not limited to, the absence of an ability to recover the carrying amount of the investment, the inability of the investee to sustain an earnings capacity which would justify the carrying amount of the investment, or, where applicable, estimated sales proceeds which are insufficient to recover the carrying amount of the investment. If the fair value of the investment is determined to be less than the carrying value and the decline in value is considered to be other than temporary, an appropriate write-down is recorded based on the excess of the carrying value over the best estimate of fair value of the investment.

Revenue Recognition

Except as discussed below, revenue from the sale of the Company’s products is recognized as products are delivered to customers according to shipping terms and when title and risk of loss have transferred. Income from various government incentive programs is recognized as it is earned.

The Company’s distillery segment produces unaged distillate and this product is frequently barreled and warehoused at a Company location for an extended period of time in accordance with directions received from the Company’s customers. This product must meet customer acceptance specifications, the risks of ownership and title for these goods must be passed to the Company’s customers, and requirements for bill and hold revenue recognition must be met prior to the Company recognizing revenue for this product. Separate warehousing agreements are maintained for customers who store their product with the Company, and warehouse revenues are recognized as the service is provided.

Customer-paid freight costs are included in Sales and were \$3,552 and \$3,672 for the quarters ended June 30, 2015 and 2014, respectively, and \$6,951 and \$7,162 for the year to date periods ended June 30, 2015 and 2014, respectively.

Recognition of Insurance Recoveries

Estimated loss contingencies are recognized as charges to income when they are probable and reasonably estimable. Insurance recoveries are not recognized until all contingencies related to the insurance claim have been resolved and settlement has been reached with the insurer. Insurance recoveries related to interruption of business, net of related out-of-pocket expenses, are reported as a reduction to Cost of sales on the Condensed Consolidated Statements of Comprehensive Income. Insurance recoveries related to property damage, in excess of related costs and losses, if any, are included in Insurance recoveries on the Condensed Consolidated Statements of Comprehensive Income. During the quarter and year to date period ended June 30, 2014, the Company's property damage exceeded its insurance recoveries, which is included in Loss on Insurance Recoveries on the Condensed Consolidated Statements of Comprehensive Income.

Income Taxes

The Company accounts for income taxes using an asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. A valuation allowance is recognized if it is more likely than not that at least some portion of the deferred tax asset will not be realized.

Evaluating the need for, and amount of, a valuation allowance for deferred tax assets often requires significant judgment and extensive analysis of all available evidence on a jurisdiction-by-jurisdiction basis. Such judgments require the Company to interpret existing tax law and other published guidance as applied to the Company's circumstances. As part of this assessment, the Company considers both positive and negative evidence about its profitability and tax situation. A valuation allowance is provided if, based on available positive and negative evidence, it is more likely than not that all or some portion of a deferred tax asset will not be realized.

Accounting for uncertainty in income tax positions requires management judgment and the use of estimates in determining whether the impact of a tax position is "more likely than not" of being sustained. The Company considers many factors when evaluating and estimating its tax positions, which may require periodic adjustment and which may not accurately anticipate actual outcomes. It is reasonably possible that amounts reserved for potential exposure could change significantly as a result of the conclusion of tax examinations and, accordingly, materially affect the Company's reported net income after tax.

Earnings per Share

Basic and diluted earnings per share are computed using the two-class method, which is an earnings allocation formula that determines net income per share for each class of common stock and participating security according to dividends and dividend equivalents declared and participation rights in undistributed earnings. Per share amounts are computed by dividing net income from continuing operations attributable to common shareholders by the weighted average shares outstanding during the period.

Impairment of Long-lived Assets

The Company tests its long-lived assets and instruments for impairment whenever events or conditions and circumstances indicate a carrying amount of an asset may not be recoverable. No events or conditions occurred during the quarter or year to date periods ended June 30, 2015 that required the Company to test its long-lived assets for impairment.

Fair Value Measurements

The fair value of an asset is considered to be 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. Accounting guidance also establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. The fair value hierarchy gives the highest priority to quoted market prices (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of inputs used to measure fair value are as follows:

- Level 1 - quoted prices in active markets for identical assets or liabilities accessible by the reporting entity.
- Level 2 - observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - unobservable inputs for an asset or liability. Unobservable inputs should only be used to the extent observable inputs are not available.

The Company's short-term financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The carrying value of the short term financial instruments approximates the fair value due to their short-term nature. These financial instruments have no stated maturities or the financial instruments have short-term maturities that approximate market.

The fair value of the Company's debt is estimated based on current market interest rates for debt with similar maturities and credit quality. The fair values of the Company's debt were $9,639 and $10,297 at June 30, 2015 and December 31, 2014, respectively. These fair values are considered Level 2 under the fair value hierarchy. The financial statement carrying values of the Company's debt were $9,581 and $10,283 at June 30, 2015 and December 31, 2014, respectively.

Dividends and Dividend Equivalents

On February 27, 2015, the Board of Directors declared a dividend payable to stockholders of record as of March 26, 2015, of the Company's common stock, no par value ("Common Stock") and a dividend equivalent payable to holders of restricted stock units ("RSUs") as of March 26, 2015, of six cents per share and per unit. The total payment of $1,087, comprised of dividend payments of $1,061 and dividend equivalent payments, net of estimated forfeitures, of $26, was paid on April 21, 2015.

On February 28, 2014, the Board of Directors declared a dividend payable to stockholders of record as of March 17, 2014, of the Company's Common Stock and a dividend equivalent payable to holders of RSUs as of March 17, 2014, of five cents per share and per unit. The total payment of $907, comprised of dividend payments of $884 and dividend equivalent payments, net of estimated forfeitures, of $23, was paid on April 9, 2014.

Credit Agreement

On February 27, 2015, the Company, as a guarantor and a party, and its subsidiaries, MGPI Processing, Inc., MGPI Pipeline, Inc., and MGPI of Indiana, LLC, as the borrowers, entered into a five-year, $80,000 credit agreement pursuant to a Second Amended and Restated Credit Agreement and associated schedules (the "Restated Credit Agreement") with Wells Fargo Bank, National Association, as Administrative Agent (the "Agent"). The Restated Credit Agreement amended and restated the Company's former revolving credit facility under the Amended and Restated Credit Agreement between the Company and Wells Fargo Bank, National Association, as Lender, dated November 2, 2012, as amended. The Restated Credit Agreement differs from the Company's prior credit agreement by (i) increasing amount available under the credit facility to $80,000, (ii) extending the maturity date to February 27, 2020, (iii) providing for the addition of U.S. Bank, National Association, as a lender, and (iv) reducing certain interest rates, and (v) incorporating other modifications consistent with the increase in the loan amount and to reflect Wells Fargo's status as the Agent. The Company incurred loan fees related to the Restated Credit Amendment of $348. The unamortized balance of total loan fees related to the Restated Credit Amendment was $715 at June 30, 2015 and is included in Other Assets on the Condensed Consolidated Balance Sheets. The loan fees are being amortized over the life of the Restated Credit Agreement.

As of and for the quarter and year to date period ended June 30, 2015, the Company was in compliance with the Restated Credit Agreement's financial covenants and other restrictions.

The amount of borrowings which the Company may make is subject to borrowing base limitations adjusted for the Fixed Asset Sub-Line collateral. As of June 30, 2015, the Company's total outstanding borrowings under the credit facility were $6,768, comprised of $14 of revolver borrowing and $6,754 of fixed asset sub-line term loan borrowing, leaving $51,479 available for additional borrowings. The average interest rate for total borrowings of the Restated Credit Agreement at June 30, 2015 was 2.44 percent.

New Accounting Pronouncements

In July 2015, the FASB issued ASU No. 2015-11, Simplifying the Measurement of Inventory (Topic 330) which simplifies its current requirement that an entity measure inventory at lower of cost or market, when market could be replacement cost, net realizable value, or net realizable value less an approximately normal profit margin. Inventory within the scope of ASU 2015-11 should be measured at the lower of cost and 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 is effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The Company is evaluating the effect that ASU 2015-11 will have on its consolidated financial statements and related disclosures.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30) which simplifies the presentation of debt issuance costs. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015 (and interim periods within those fiscal years) with early adoption permitted and retrospective application required. The Company is evaluating the effect that ASU 2015-03 will have on its consolidated financial statements and related disclosures.

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. At its July 9, 2015 meeting, the FASB agreed to defer by one year the mandatory effective date of its revenue recognition standard, but will also provide entities the option to adopt it as of the original effective date. The new standard has a mandatory adoption date for the Company of January 1, 2018. Early adoption is permitted at January 1, 2017. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

Note 2. Equity Method Investments.

As of June 30, 2015, the Company’s investments that are accounted for using the equity method of accounting consisted of the following: (1) 30 percent interest in ICP, which manufactures alcohol for fuel, industrial and beverage applications, and (2) 50 percent interest in D.M. Ingredients, GmbH, ("DMI"), which produced certain specialty starch and protein ingredients until June 30, 2015 (see DMI discussion below).

On April 9, 2015, ICP obtained a new $30,000 revolving credit facility with JPMorgan Chase Bank, N.A., which could be increased in the future by an additional $20,000, subject to lender approval. The revolver matures on April 9, 2018. Simultaneous with the execution of the new revolving credit facility, ICP terminated its $15,000 amended and restated
revolving credit facility with an affiliate of SEACOR, which would have matured January 31, 2016. The Company has no further funding requirement to ICP.

As further discussed in the Company's Form 10-K for the year ended December 31, 2014, during the quarter ended June 30, 2014, management reassessed the most likely events that would result in a recovery of its investment in ICP and determined that such a recovery would likely occur through cash distributions from ICP rather than through a sale or liquidation of ICP as formerly determined. As a result of this reassessment, during the quarter ended June 30, 2014, the Company remeasured its cumulative equity in the undistributed earnings of ICP. The cumulative effect of this change in estimate resulted in a decrease in equity method investment earnings of ICP of $1,882 for the period beginning April 1, 2013 and ending March 31, 2014; a decrease in the earnings per share of $0.10 per share for the year to date period ended June 30, 2014; and a decrease in the related equity method investment in ICP at June 30, 2014, of $1,882.

On December 29, 2014, the Company gave notice to DMI and to the Company's partner in DMI, Crespel and Dieters GmbH & Co. KG ("C&D"), to terminate the joint venture effective June 30, 2015. C&D also provided notice to terminate DMI effective June 30, 2015. On June 22, 2015, a termination agreement was executed by and between the Company, DMI, and C&D to dissolve DMI effective June 30, 2015. Additionally, on June 22, 2015 a termination agreement was executed by and between the Company and DMI to terminate their distribution agreement effective June 29, 2015. Under German law, commencing on June 30, 2015, normal operations for DMI ceased and a one-year winding down process began.

Realizability of DMI Investment

Due to the termination agreement signed on June 22, 2015, to terminate the Company's DMI joint venture effective June 30, 2016 that is previously described, the Company reclassified its pre-tax DMI translation adjustment of $81 ($45, net of tax) from accumulated other comprehensive loss into equity method investment loss that is reflected in Equity method investment earnings in the Condensed Consolidated Statements of Comprehensive Income. Also due to the June 22, 2015 agreement, the Company assessed the recoverability of its investment in DMI at June 30, 2015 of $384. The Company determined that DMI's financial results for the quarter ended June 30, 2015 reflected all foreseen material adjustments resulting from the termination agreement. By recording in Equity method investment earnings in the Condensed Consolidated Statements of Comprehensive Income, the pre-tax foreign currency translation adjustment of $81 for the quarter and year to date period ended June 30, 2015, as well as the Company's 50 percent portion of DMI's equity method investment losses of $133 and $110 for the quarter and year to date periods ended June 30, 2015, respectively, the Company's investment in DMI was appropriately reduced and reflected the estimated fair value of the DMI investment at June 30, 2015.

Summary Financial Information (unaudited)

Condensed financial information related to the Company's non-consolidated equity method investment in ICP is shown below.

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
ICP's Operating results:				
Net sales [(a)]	$48,371	$72,798	$87,969	$131,647
Cost of sales and expenses [(b)]	37,609	58,805	72,779	106,747
Net income	$10,762	$13,993	$15,190	$24,900

(a) Includes related party sales to MGPI of $9,761 and $8,273 for the quarters ended June 30, 2015 and 2014, respectively, and $18,515 and $14,618 for the year to date periods ended June 30, 2015 and 2014, respectively.

(b) Includes depreciation and amortization of $662 and $691 and business interruption insurance proceeds of $4,112 and $0 for the quarters ended June 30, 2015 and 2014, respectively, and depreciation and amortization of $1,325 and $1,363 and business interruption insurance proceeds of $4,112 and $0 for the year to date periods ended June 30, 2015 and 2014, respectively.

The Company's equity method investment earnings (loss) from joint ventures, based on unaudited financial statements, is as follows:

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
ICP (30% interest)	$3,229	$2,341	$4,558	$5,588
DMI (50% interest)	(133) [(a)]	(10)	(110) [(a)]	78
	$3,096	$2,331	$4,448	$5,666

(a) Includes the $81 pre-tax foreign currency translation adjustment discussed in Realizability of DMI Investment above.

The Company's investment in joint ventures is as follows:

	June 30, 2015	December 31, 2014
ICP (30% interest)	$16,481	$11,924
DMI (50% interest)	384 [(a)]	449
	$16,865	$12,373

(a) Includes the $81 pre-tax foreign currency translation adjustment discussed in Realizability of DMI Investment above.

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Note 3. Earnings per Share.

The computations of basic and diluted earnings per share are as follows:

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Operations:				
Net operating income[a]	$7,871	$5,099	$12,941	$9,884
Less: Amounts allocated to participating securities (nonvested shares and units)[b]	293	218	484	423
Net income attributable to common shareholders	$7,578	$4,881	$12,457	$9,461
Share information:				
Basic weighted average common shares[c]	17,400,359	17,277,225	17,398,022	17,261,824
Incremental shares from potential dilutive securities [d]	795	—	755	—
Diluted weighted average common shares	17,401,154	17,277,225	17,398,777	17,261,824
Basic and diluted earnings per share	$0.44	$0.28	$0.72	$0.55
Diluted earnings per share	$0.44	$0.28	$0.72	$0.55

(a) Net operating income attributable to all shareholders.

(b) Participating securities include 248,100 and 303,664 nonvested restricted shares at June 30, 2015 and 2014, respectively.

(c) Under the two-class method, basic weighted average common shares exclude outstanding nonvested, participating securities consisting of restricted share awards of 248,100 and 303,664 at June 30, 2015 and 2014, respectively.

(d) Anti-dilutive shares related to stock options totaled 0 and 10,000 for the quarters ended June 30, 2015 and 2014, respectively, and 0 and 10,000 for the year to date periods ended June 30, 2015 and 2014. There were dilutive shares related to stock options totaling 4,000 and 0 for the quarters ended June 30, 2015 and 2014, respectively, and 4,000 and 0 for the year to date periods ended June 30, 2015 and 2014, respectively. The dilutive shares resulted in potential dilutive securities of 795 and 0 for the quarters ended June 30, 2015 and 2014, respectively, and 755 and 0 for the year to date periods ended June 30, 2015 and 2014, respectively.

Note 4. Commitments and Contingencies.

Commitments

The Company has separate grain supply agreements to purchase its grain requirements for its Indiana and Atchison facilities, each with a single supplier. These grain supply agreements expire December 31, 2017. At June 30, 2015, the Company had total commitments to purchase grain to be used in operations through June 2016 totaling $33,711.

The Company has commitments to purchase natural gas at fixed prices and various dates through May 2016. The commitment for these contracts at June 30, 2015 totaled $13,620.

The Company has a supply contract for flour used in the production of protein and starch ingredients. At June 30, 2015, the Company had purchase commitments aggregating $12,707 through March 2016.

As of June 30, 2015, the Company had commitments to acquire capital assets, primarily associated with the Indiana facility dryer replacements related to the January 2014 fire, totaling $5,586. Purchases related to the dryer replacements were $2,054 for the quarter ended June 30, 2015 and $5,903 for the year to date period ended June 30, 2015.

Contingencies

There are various legal proceedings involving the Company and its subsidiaries. Management believes that the aggregate liabilities, if any, arising from such actions would not have a material adverse effect on the consolidated financial position or overall trends in results of operations of the Company.

Note 5. Income Taxes

The provision for income taxes for the quarter and year to date period ended June 30, 2015 was $4,599 and $7,658, respectively, and the effective tax rate for the quarter was 36.9 percent and for the year to date period was 37.2 percent. The Company continues to evaluate all available positive and negative evidence to determine the likelihood of realization of the deferred tax assets and concluded that as of June 30, 2015, no changes to the remaining valuation allowance against capital loss carryovers and certain state income tax benefits were necessary at this time.

The provision for income taxes for the quarter and year to date period ended June 30, 2014 was $86 and $167, respectively, and the effective tax rate for the quarter and year to date period was 1.7%. The provision for the quarter and year to date period ended June 30, 2014 was after consideration of utilization of certain deferred tax assets, primarily net operating loss carry forwards and the related impact to the valuation allowance.

Note 6. Property and Business Interruption Insurance Claims and Recoveries

During October 2014, the Company experienced a fire at its Atchison facility. Certain equipment in the facility's feed drying operations was damaged, but repairable, and the Company experienced a seven-day temporary loss of production. The Company reached final settlement with its insurance carrier to close this claim during the quarter ended March 31, 2015, and received $460 of insurance proceeds that are reflected as a net reduction to Cost of Sales on the Condensed Consolidated Statements of Comprehensive Income for the year to date period ended June 30, 2015.

During January 2014, the Company experienced a fire at its Indiana facility. The fire damaged certain equipment in the feed dryer house and caused a temporary loss of production. The fire did not impact the Company's own or customer-owned warehoused inventory. By the end of February the plant was at pre-fire production levels. During the quarter and year to date period ended June 30, 2014, the Company received $250 of insurance proceeds. Insurance proceeds related to business interruption of $160, net of out-of-pocket expenses of $210, are reported as a $50 increase to Cost of sales on the Condensed Consolidated Statements of Comprehensive Income. Insurance proceeds related to property of $90, net of the book value property loss of $160, are reported as a $70 Loss on insurance recoveries on the Condensed Consolidated Statements of Comprehensive Income.

Detail of the activities related to the property and business interruption insurance claims and recoveries and where the net impacts are recorded on the Condensed Consolidated Statements of Comprehensive Income is as follows:

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Total insurance recoveries	$—	$250	$460	$250
Insurance recoveries - interruption of business	$—	$160	$460	$160
Less: out-of-pocket expenses related to interruption of business in Cost of Sales	—	210	—	210
Net reduction (increase) to Cost of sales	$—	$(50)	$460	$(50)
Insurance recoveries - property damage	$—	$90	$—	$90
	—	160	—	160

Less: Net book value of property loss in insurance recoveries				
Loss on insurance recoveries	$—	$(70)	$—	$(70)

Note 7. Derivative Instruments.

Certain commodities the Company uses in its production process are exposed to market price volatility. The Company's grain supply contracts for its Indiana and Atchison facilities permit the Company to purchase corn for delivery up to 12 months into the future, at negotiated prices. The pricing for these contracts is based on a formula using several factors. The Company has determined that the firm commitments to purchase corn under the terms of these contracts meet the normal purchases and sales exception as defined under ASC 815, Derivatives and Hedging, and has excluded the fair value of these commitments from recognition within its condensed consolidated financial statements until the actual contracts are physically settled.

The Company’s production process also uses flour and natural gas. The contracts for flour and natural gas range from monthly contracts to multi-year supply arrangements; however, because the quantities involved have always been for amounts to be consumed within the normal expected production process, the Company has determined that these contracts meet the criteria for the normal purchases and sales exception and have excluded the fair value of these commitments from recognition within its condensed consolidated financial statements until the actual contracts are physically settled. See Note 4. Commitments and Contingencies for a discussion of the Company’s corn, flour and natural gas purchase commitments.

Note 8. Operating Segments.

The Company’s operations are classified into two reportable segments: distillery products and ingredient solutions. The distillery products segment consists of food grade alcohol, along with fuel grade alcohol, distillers feed, and corn oil, which are co-products of the Company’s food grade alcohol operations. Ingredient solutions consists of specialty starches and proteins, commodity starch, and commodity protein.

The following table provides operating profit for each segment based on net sales less identifiable operating expenses. Non-direct selling, general and administrative, interest expense, investment income and other general miscellaneous expenses have been excluded from segment operations and classified as Corporate. The Company’s management reporting does not assign or allocate special charges to the Company’s operating segments. Receivables, inventories and equipment have been identified with the segments to which they relate. All other assets are considered Corporate.

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Net Sales to Customers				
Distillery products	$68,967	$65,403	$134,829	$130,335
Ingredient solutions	16,387	15,164	30,938	29,228
Total	85,354	80,567	165,767	159,563
Depreciation and Amortization				
Distillery products	2,212	2,111	4,383	4,200
Ingredient solutions	538	578	1,113	1,161
Corporate	342	377	688	747
Total	3,092	3,066	6,184	6,108
Income (Loss) before Income Taxes				
Distillery products	13,362	5,874	24,500	11,326
Ingredient solutions	3,378	1,447	4,711	1,746
Corporate	(4,270)	(2,136)	(8,612)	(3,021)
Total	$12,470	$5,185	$20,599	$10,051

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The following table allocates assets to each segment:

	As of June 30, 2015	As of December 31, 2014
Identifiable Assets		
Distillery products	$113,247	$98,791
Ingredient solutions	25,951	23,324
Corporate	39,777	38,484
Total	$178,975	$160,599

Note 9. Employee and Non-Employee Benefit Plans.

Post Employment Benefits. The Company and its subsidiaries provide certain post-employment health care and life insurance benefits to certain retired employees. The liability for such benefits is unfunded.

The components of the Net Periodic Benefit Cost/Income for the quarter and year to date periods ended June 30, 2015 and 2014, respectively, are as follows:

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Service cost	$13	$16	$26	$44
Interest cost	35	35	70	81
Expected return on assets	—	(84)	—	(239)
Amortization of net actuarial loss	69	5	139	5
Amortization of prior service cost	(84)	(52)	(169)	(52)
Total post-retirement benefit cost / (income)	$33	$(80)	$66	$(161)

The Company disclosed in its financial statements for the year ended December 31, 2014, amounts expected to be paid to plan participants. There have been no revisions to these estimates and there have been no changes in the estimate of total employer contributions expected to be made for the year ended December 31, 2015. The Company reclassified $30 of prior service cost and net actuarial loss from accumulated other comprehensive loss into post-retirement benefit cost for the year to date period ended June 30, 2015, and $47 of prior service cost and net actuarial loss from accumulated other comprehensive income into post-retirement benefit cost for the year to date period ended June 30, 2014.

Total employer contributions accrued for the quarter ended June 30, 2015 were $94.

The Society of Actuaries released its final reports of the pension plan RP-2014 Mortality Tables and the Mortality Improvement Scale MP-2014 on October 27, 2014. The impact of this change in assumed mortality on post-employment benefits liability was included in the Company's post-employment plan valuation for the year ended December 31, 2014.

Pension Benefits. The Company and its subsidiaries provided defined retirement benefits to certain employees covered under collective bargaining agreements. Under the collective bargaining agreements, the Company’s pension funding contributions were determined as a percentage of wages paid. The funding was divided between the defined benefit plans and a union 401(k) plan. It was management’s policy to fund the defined benefit plans in accordance with the collective bargaining agreements. The collective bargaining agreements allowed the plans’ trustees to develop changes to the pension plans to allow benefits to match funding, including reductions in benefits. The benefits under these pension plans were based upon years of qualified credited service; however, benefit accruals under the defined benefit plans were frozen in 2009. In April 2015, the Company received approval from the Pension Benefit Guaranty Corporation to terminate the pension plans for employees covered under collective bargaining agreements. The funding by the Company to terminate the plans was $741 and was recognized when the pension plan settlement was fully executed, in the quarter and year to date period ended June 30, 2015.

The components of the Net Periodic Benefit Cost for the quarter and year to date periods ended June 30, 2015 and 2014, respectively, are as follows:

	Quarter Ended		Year to Date Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Interest cost	$27	$22	$36	$44
Expected return on plan assets	(34)	(26)	(45)	(52)
Recognition of net loss	20	5	25	10
Loss incurred in current year	(35)	—	(35)	—
Settlement costs	414	—	414	—
Total pension benefit cost	$392	$1	$395	$2

The Company reclassified $404 ($243, net of tax) and $10 of accumulated other comprehensive loss into pension benefit cost for the year to date periods ended June 30, 2015 and 2014, respectively. The pre-tax reclassification of $404 for the year to date period ended June 30, 2015 was related to the termination and final funding of the Company's pension plans for employees covered under collective bargaining agreements.

All employer contributions were paid to participants of the plan as part of the plan's termination prior to June 30, 2015, which reduced the balance in Other Current Liabilities on the Condensed Consolidated Balance Sheets to $0 at June 30, 2015. As a result of the plan termination, there is no remaining or continuing obligation by the Company to the plan after the quarter ended June 30, 2015.

The employer contributions to the Company's union 401(k) plan were $115 for the quarter ended June 30, 2015.

Equity-Based Compensation Plans. As of June 30, 2015, the Company was authorized to issue 40,000,000 shares of Common Stock. The Company’s equity-based compensation plans provide for the awarding of stock options, stock appreciation rights, shares of restricted stock ("Restricted Stock"), and RSUs for senior executives and salaried employees as well as non-employee directors.

As discussed in the Company's report on Form 10-K for the year ended December 31, 2014, the Company currently has two active equity-based compensation plans: the Employee Equity Incentive Plan of 2014 (the "2014 Plan") and the Non-Employee Director Equity Incentive Plan (the "Directors' Plan"). The plans were approved by shareholders at the Company's annual meeting in May 2014. The 2014 Plan had 1,500,000 shares registered for future grants and replaced the Stock Incentive Plan of 2004 (the "2004 Plan"), although the 2004 Plan had a remaining balance of 248,100 nonvested outstanding awards at June 30, 2015. The Directors' Plan had 300,000 shares registered for future grants and replaced the Stock Option Plan for Outside Directors (the "Directors' Option Plan") and the Non-Employee Directors' Restricted Stock Plan (the "Directors' Stock Plan"), although the Directors' Option Plan had a remaining balance of 4,000 unexercised awards at June 30, 2015.

At the May 2014 annual meeting, shareholders also approved a new Employee Stock Purchase Plan (the "ESPP") with 300,000 shares registered for employee purchase. At June 30, 2015 the new ESPP was not yet active.