CHS INC
Form 10-Q
April 04, 2018
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

þ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended February 28, 2018.

or

o Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to

Commission file number: 001-36079

CHS Inc.
(Exact name of registrant as specified in its charter)

Minnesota	41-0251095

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
5500 Cenex Drive Inver Grove Heights, Minnesota 55077	(651) 355-6000
(Address of principal executive offices, including zip code)	(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 þ NO o

Indicate by check mark 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 þ NO o

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

Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o	Emerging growth company o

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

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES o NO þ

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date: The Registrant has no common stock outstanding.

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Unless the context otherwise requires, for purposes of this Quarterly Report on Form 10-Q, the words “we,” “us,” “our,” the “Company” and “CHS” refer to CHS Inc., a Minnesota cooperative corporation, and its subsidiaries as of February 28, 2018.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains and our other publicly available documents may contain, and our officers, directors and other representatives may from time to time make, "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our businesses, financial condition and results of operations, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not place undue reliance on any of these forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements are discussed or identified in our public filings made with the U.S. Securities and Exchange Commission ("SEC"), including in the "Risk Factors" discussion in Item 1A of our Annual Report on Form 10-K for the year ended August 31, 2017. Any forward-looking statements made by us in this Quarterly Report on Form 10-Q are based only on information currently available to us and speak only as of the date on which the statement is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by applicable law.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CHS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	February 28, 2018	August 31, 2017
	(Dollars in thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$190,426	$181,379
Receivables	1,765,640	1,869,632
Inventories	3,650,158	2,576,585
Derivative assets	429,625	232,017
Margin deposits	188,167	206,062
Supplier advance payments	658,815	249,234
Other current assets	310,674	299,618
Total current assets	7,193,505	5,614,527
Investments	3,752,876	3,750,993
Property, plant and equipment	5,179,868	5,356,434
Other assets	958,613	1,251,802
Total assets	$17,084,862	$15,973,756
LIABILITIES AND EQUITIES		
Current liabilities:		
Notes payable	$2,993,456	$1,988,215
Current portion of long-term debt	46,290	156,345
Customer margin deposits and credit balances	106,323	157,914
Customer advance payments	727,535	413,163
Accounts payable	1,835,289	1,951,292
Derivative liabilities	372,406	316,018
Accrued expenses	459,867	437,527
Dividends and equities payable	128,700	12,121
Total current liabilities	6,669,866	5,432,595
Long-term debt	1,915,843	2,023,448
Long-term deferred tax liabilities	171,844	333,221
Other liabilities	265,349	278,667
Commitments and contingencies (Note 13)		
Equities:		
Preferred stock	2,264,038	2,264,038
Equity certificates	4,307,292	4,341,649
Accumulated other comprehensive loss	(168,225)	(183,670)
Capital reserves	1,646,837	1,471,217
Total CHS Inc. equities	8,049,942	7,893,234
Noncontrolling interests	12,018	12,591
Total equities	8,061,960	7,905,825
Total liabilities and equities	$17,084,862	$15,973,756

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

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CHS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended February 28,		For the Six Months Ended February 28,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Revenues	$6,851,093	$7,320,406	$14,899,982	$15,368,656
Cost of goods sold	6,708,610	7,079,664	14,444,237	14,775,217
Gross profit	142,483	240,742	455,745	593,439
Marketing, general and administrative	186,716	157,862	326,881	305,711
Reserve and impairment charges (recoveries), net	(11,349)	72,373	(15,133)	90,730
Operating earnings (loss)	(32,884)	10,507	143,997	196,998
(Gain) loss on investments	(4,100)	(2,782)	(6,919)	4,619
Interest expense	40,176	39,945	80,878	78,210
Other (income) loss	(14,969)	(14,453)	(37,164)	(58,854)
Equity (income) loss from investments	(39,441)	(35,800)	(77,803)	(76,128)
Income (loss) before income taxes	(14,550)	23,597	185,005	249,151
Income tax expense (benefit)	(181,176)	8,624	(161,240)	25,236
Net income (loss)	166,626	14,973	346,245	223,915
Net income (loss) attributable to noncontrolling interests	(48)	406	(512)	198
Net income (loss) attributable to CHS Inc.	$166,674	$14,567	$346,757	$223,717

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

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CHS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	For the Three Months Ended February 28,		For the Six Months Ended February 28,	
	2018	2017	2018	2017
	(Dollars in thousands)		(Dollars in thousands)	
Net income (loss)	$166,626	$14,973	$346,245	$223,915
Other comprehensive income (loss), net of tax:				
Postretirement benefit plan activity, net of tax expense (benefit) of $1,309, $2,312, $3,929 and $4,323, respectively	3,141	3,724	7,338	6,963
Unrealized net gain (loss) on available for sale investments, net of tax expense (benefit) of $1,481, $600, $1,885 and $1,083, respectively	3,554	968	7,194	1,744
Cash flow hedges, net of tax expense (benefit) of $443, $598, $441 and $1,005, respectively	1,063	963	1,059	1,618
Foreign currency translation adjustment, net of tax expense (benefit) of $422, $(204), $(21) and $5, respectively	2,461	9,123	(146)	(10,041)
Other comprehensive income (loss), net of tax	10,219	14,778	15,445	284
Comprehensive income (loss)	176,845	29,751	361,690	224,199
Less: comprehensive income (loss) attributable to noncontrolling interests	(48)	406	(512)	198
Comprehensive income (loss) attributable to CHS Inc.	$176,893	$29,345	$362,202	$224,001

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

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CHS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Six Months Ended February 28, 2018			2017		
	(Dollars in thousands)					
Cash flows from operating activities:						
Net income (loss)	$	346,245		$	223,915	
Adjustments to reconcile net income to net cash provided by (used in) operating activities:						
Depreciation and amortization	240,349			241,730		
Amortization of deferred major repair costs	32,839			36,431		
Equity (income) loss from investments	(77,803		)	(76,128		)
Distributions from equity investments	78,461			86,096		
Provision for doubtful accounts	(3,625		)	97,113		
Gain on disposal of business	(24,236		)	—		
Unrealized (gain) loss on crack spread contingent liability	—			(12,879		)
Deferred taxes	(166,511		)	22,366		
Other, net	18,840			24,923		
Changes in operating assets and liabilities, net of acquisitions:						
Receivables	169,359			152,926		
Inventories	(1,076,037		)	(1,389,281		)
Derivative assets	(33,757		)	120,346		
Margin deposits	17,895			19,985		
Supplier advance payments	(409,581		)	(354,105		)
Other current assets and other assets	21,344			(3,401		)
Customer margin deposits and credit balances	(51,591		)	(59,284		)
Customer advance payments	314,372			457,095		

Accounts payable and accrued expenses	(44,413	)	58,427	
Derivative liabilities	50,922		(239,894	)
Other liabilities	(58,252	)	(49,555	)
Net cash provided by (used in) operating activities	(655,180	)	(643,174	)
Cash flows from investing activities:				
Acquisition of property, plant and equipment	(142,886	)	(207,877	)
Proceeds from disposition of property, plant and equipment	59,680		6,794	
Proceeds from sale of business	53,552		—	
Expenditures for major repairs	(2,832	)	(687	)
Short-term investments, net	(19,922	)	(2,742	)
Investments in joint ventures and other	(664	)	(5,628	)
Investments redeemed	6,496		2,660	
Proceeds from sale of investments	4,177		6,041	
Changes in CHS Capital notes receivable, net	(25,846	)	(108,060	)
Financing extended to customers	(66,014	)	(41,358	)
Payments from customer financing	30,893		60,789	
Other investing activities, net	6,206		4,924	
Net cash provided by (used in) investing activities	(97,160	)	(285,144	)
Cash flows from financing activities:				
Proceeds from lines of credit and long-term borrowings	18,414,973		21,159,218	
Payments on lines of credit, long term-debt and capital lease obligations	(17,512,264	)	(20,062,366	)
Changes in checks and drafts outstanding	(45,925	)	1,388	
	(84,334	)	(83,650	)

Preferred stock dividends paid		
Retirements of equities	(4,742)	(13,670)
Cash patronage dividends paid	—	(103,879)
Other financing activities, net	(3,949)	2,551
Net cash provided by (used in) financing activities	763,759	899,592
Effect of exchange rate changes on cash and cash equivalents	(2,372)	(786)
Net increase (decrease) in cash and cash equivalents	9,047	(29,512)
Cash and cash equivalents at beginning of period	181,379	279,313
Cash and cash equivalents at end of period	$ 190,426	$ 249,801

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

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CHS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1 Organization, Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The unaudited Consolidated Balance Sheet as of February 28, 2018, the Consolidated Statements of Operations for the three and six months ended February 28, 2018, and 2017, the Consolidated Statements of Comprehensive Income for the three and six months ended February 28, 2018, and 2017, and the Consolidated Statements of Cash Flows for the six months ended February 28, 2018, and 2017, reflect in the opinion of our management, all normal recurring adjustments necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods presented. The results of operations and cash flows for interim periods are not necessarily indicative of results for a full fiscal year because of, among other things, the seasonal nature of our businesses. Our Consolidated Balance Sheet data as of August 31, 2017, has been derived from our audited consolidated financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America ("U.S. GAAP").

Over the course of fiscal 2017, we incurred charges relating to a trading partner of ours in Brazil, which entered into bankruptcy-like proceedings under Brazilian law, intangible and fixed asset impairment charges associated with certain assets meeting the criteria to be classified as held for sale, fixed asset impairment charges due to the cancellation of a capital project at one of our refineries and bad debt and loan loss reserve charges relating to a single large producer borrower. Charges and impairments of this nature, as well as any recoveries related to amounts previously reserved, are included in the Consolidated Statements of Operations in the line item, "Reserve and impairment charges (recoveries), net" for the three and six months ended February 28, 2018, and 2017. The timing and amounts of these charges and impairments, and any recoveries were determined utilizing facts and circumstances that were present in the respective quarters in which the charges, impairments or recoveries were recorded. Prior year information has been revised to conform to the current year presentation.

The notes to our consolidated financial statements reference our Energy, Ag and Nitrogen Production reportable segments, as well as our Corporate and Other category, which represents an aggregation of individually immaterial operating segments. Our equity method investment in Ventura Foods, LLC ("Ventura Foods"), which previously represented our Foods reportable segment, was determined to represent an individually immaterial operating segment during the second quarter of fiscal 2018 and has been aggregated within the Corporate and Other category. See Note 10, Segment Reporting, for more information related to our reportable segments.

Our consolidated financial statements include the accounts of CHS and all of our wholly owned and majority owned subsidiaries. The effects of all significant intercompany transactions have been eliminated.

These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended August 31, 2017, included in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the "SEC").

Recent Accounting Pronouncements

Adopted

In October 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-16, Income Taxes - Intra-Entity Transfers of Assets Other Than Inventory (Topic 740). This ASU is intended to improve the accounting for the income tax consequences of intra-entity transfers of assets other than inventory by requiring an entity to recognize the income tax consequences when a transfer occurs, instead of when an asset is sold to an outside party. This ASU is effective for periods beginning after December 15, 2017; however, early adoption of this ASU is permitted during the first interim period if an entity issues interim financial statements and the amendments in this ASU should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. We elected to early adopt ASU No. 2016-16 during the first quarter of fiscal 2018. The adoption did not have a material impact on our consolidated financial statements.

Not Yet Adopted

In February 2018, the FASB issued ASU 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220). Under existing U.S. GAAP the effects of changes in tax rates and laws on deferred tax balances are recorded as a component of income tax expense in the period in which the law was enacted. When deferred tax balances related to items originally recorded in accumulated other comprehensive income are adjusted, certain tax effects become stranded in accumulated other comprehensive income. The amendments in ASU 2018-02 allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). The amendments in this ASU also require certain disclosures about stranded tax effects. This ASU is effective for us beginning September 1, 2019, for our fiscal year 2020 and for interim periods within that fiscal year. Early adoption in any period is permitted. The Company’s provisional adjustments recorded to account for the impact of the Tax Cuts and Jobs Act resulted in stranded tax effects. The Company is currently evaluating the timing and impact of adopting ASU 2018-02.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. This ASU is intended to improve the financial reporting of hedging relationships to better represent the economic results of an entity’s risk management activities in its financial statements and make certain improvements to simplify the application of the hedge accounting guidance. The amendments in this ASU will make more financial and nonfinancial hedging strategies eligible for hedge accounting, amend the presentation and disclosure requirements and change how entities assess effectiveness. Entities are required to apply this ASU's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. This ASU is effective for us beginning September 1, 2019, for our fiscal year 2020 and for interim periods within that fiscal year. We are currently evaluating the impact the adoption will have on our consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Costs and Net Postretirement Benefit Cost. This ASU changes the presentation of net periodic pension cost and net periodic postretirement benefit cost in the income statement. This ASU requires that the service cost component be included in the same income statement line item as other compensation costs arising from services rendered by the employees during the period. The other components of net periodic benefit cost should be presented in the income statement separately outside of operating income if that subtotal is presented. Additionally, only service cost may be capitalized in assets. This ASU is effective for us beginning September 1, 2018, for our fiscal year 2019 and for interim periods within that fiscal year. The guidance on the presentation of the components of net periodic benefit cost in the income statement should be applied retrospectively and the guidance regarding the capitalization of the service cost component in assets should be applied prospectively. The adoption of this amended guidance is not expected to have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business. The amendments within this ASU narrow the existing definition of a business and provide a more robust framework for evaluating whether a transaction should be accounted for as an acquisition (or disposal) of assets or a business. The definition of a business impacts various areas of accounting, including acquisitions, disposals and goodwill. Under the new guidance, fewer acquisitions are expected to be considered businesses. This ASU is effective for us beginning September 1, 2018, for our fiscal year 2019 and for interim periods within that fiscal year. Early adoption is permitted and the guidance should be applied prospectively to transactions following the adoption date. The adoption of this amended guidance is not expected to have a material impact on our consolidated financial statements.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash. This ASU is intended to reduce diversity in practice by adding or clarifying guidance on classification and presentation of changes in restricted cash on the statement of cash flows. This ASU is effective for us beginning September 1, 2018, for our fiscal year 2019 and for interim periods within that fiscal year. Early adoption is permitted, including in an interim period. The amendments in this ASU should be applied retrospectively to all periods presented. The adoption of this amended guidance is not expected to have a material impact on our consolidated statement of cash flows.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This ASU is intended to reduce existing diversity in practice in how certain cash receipts and payments are presented and classified in the statement of cash flows. This ASU is effective for us beginning September 1, 2018, for our fiscal year 2019 and for interim periods within that fiscal year. The adoption of this amended guidance is not expected to have a material impact on our consolidated statement of cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The amendments in this ASU introduce a new approach, based on expected losses, to estimate credit losses on certain types of financial instruments. This ASU is intended to provide financial statement users with more decision-useful information about the expected credit losses associated with most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt securities, net investments in leases, and off-balance-sheet credit exposures. Entities are required to apply this ASU's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. This ASU is effective for us beginning September 1, 2020, for our fiscal year 2021 and for interim periods within that fiscal year. We are currently evaluating the impact the adoption will have on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), which replaces the existing guidance in Accounting Standards Codification ("ASC") 840 - Leases. The amendments within this ASU introduce a lessee model requiring entities to recognize assets and liabilities for most leases, but continue recognizing the associated expenses in a manner similar to existing accounting guidance. This ASU does not make fundamental changes to existing lessor accounting; however, it does modify what constitutes a sales-type or direct financing lease and the related accounting, and aligns a number of the underlying principles with those of the new revenue standard, ASU No. 2014-09. The guidance also eliminates existing real estate-specific provisions and requires expanded qualitative and quantitative disclosures. This ASU is effective for us beginning September 1, 2019, for our fiscal year 2020 and for interim periods within that fiscal year, and the ASU's provisions are required to be applied using a modified retrospective approach. We have initiated a preliminary assessment of the new lease standard, including the implementation of a new lease software that will improve the collection, maintenance, and aggregation of lease data necessary for the reporting and disclosure requirements under the new lease standard. One of the more significant changes arising from the new lease standard relates to a number of operating lease agreements not currently recognized on our Consolidated Balance Sheets. The new lease guidance will require these lease agreements to be recognized on the Consolidated Balance Sheets as a right-of-use asset along with a corresponding lease liability. As a result, our preliminary assessment indicates the provisions of ASU No. 2016-02 are expected to have a material impact on our Consolidated Balance Sheets. Although we expect the new lease guidance to have a material impact on our Consolidated Balance Sheets, we are continuing to evaluate the extent of potential impact the new lease guidance will have on our consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers. The amendments within this ASU, as well as within additional clarifying ASUs issued by the FASB, provide a single comprehensive model to be used in the accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The new revenue recognition guidance includes a five-step model for the recognition of revenue, including (1) identifying the contract with a customer, (2) identifying the performance obligations in the contract, (3) determining the transaction price, (4) allocating the transaction price to the performance obligations, and (5) recognizing revenue when (or as) an entity satisfies a performance obligation. The new revenue recognition guidance also specifies the accounting for certain costs to obtain or fulfill a contract with a customer and requires expanded disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. We have completed an initial assessment of our revenue streams and do not believe that the new revenue recognition guidance will have a material impact on our consolidated financial statements. Certain revenue streams are expected to fall within the scope of the new revenue recognition guidance; however, a substantial portion of our revenue falls outside the scope of the new revenue recognition guidance and will continue to follow existing guidance, primarily ASC 815, Derivatives and Hedging. We are continuing to evaluate the impact of the new revenue recognition guidance, including potential changes to business practices and/or contractual terms for in scope revenue streams, as well as the scope of expanded disclosures related to revenue. We expect to complete our final evaluation and implementation of the new revenue recognition guidance throughout fiscal 2018, which will allow us to adopt ASU No. 2014-09 and the related ASUs on September 1, 2018, in the first quarter of fiscal 2019, using the modified retrospective method.

Note 2 Receivables

	February 28, 2018	August 31, 2017
	(Dollars in thousands)	
Trade accounts receivable	$1,105,996	$1,234,500
CHS Capital notes receivable	96,351	164,807
Deferred purchase price receivable	227,602	202,947
Other	553,862	493,104
	1,983,811	2,095,358
Less allowances and reserves	218,171	225,726
Total receivables	$1,765,640	$1,869,632

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Trade Accounts

Trade accounts receivable are initially recorded at a selling price, which approximates fair value, upon the sale of goods or services to customers. Subsequently, trade accounts receivable are carried at net realizable value, which includes an allowance for estimated uncollectible amounts. We calculate this allowance based on our history of write-offs, level of past due accounts, and our relationships with, and the economic status of, our customers.

CHS Capital

Notes Receivable

CHS Capital, LLC ("CHS Capital"), our wholly-owned subsidiary, has short-term notes receivable from commercial and producer borrowers. The short-term notes receivable have maturity terms of 12 months or less and are reported at their outstanding unpaid principal balances, adjusted for the allowance of loan losses, as CHS Capital has the intent and ability to hold the applicable loans for the foreseeable future or until maturity or pay-off. The carrying value of CHS Capital short-term notes receivable approximates fair value, given the notes' short duration and the use of market pricing adjusted for risk.

The notes receivable from commercial borrowers are collateralized by various combinations of mortgages, personal property, accounts and notes receivable, inventories and assignments of certain regional cooperative’s capital stock. These loans are primarily originated in the states of Minnesota, Wisconsin and North Dakota. CHS Capital also has loans receivable from producer borrowers which are collateralized by various combinations of growing crops, livestock, inventories, accounts receivable, personal property and supplemental mortgages and are originated in the same states as the commercial notes with the addition of Michigan.

In addition to the short-term balances included in the table above, CHS Capital had long-term notes receivable, with durations of generally not more than 10 years, totaling $0.6 million and $17.0 million at February 28, 2018, and August 31, 2017, respectively. The long-term notes receivable are included in Other assets on our Consolidated Balance Sheets. As of February 28, 2018, and August 31, 2017, the commercial notes represented 3% and 17%, respectively, and the producer notes represented 97% and 83%, respectively, of the total CHS Capital notes receivable.

CHS Capital has commitments to extend credit to customers if there are no violations of any contractually established conditions. As of February 28, 2018, CHS Capital's customers have additional available credit of $348.6 million.

Allowance for Loan Losses and Impairments

CHS Capital maintains an allowance for loan losses which is the estimate of potential incurred losses inherent in the loans receivable portfolio. In accordance with FASB ASC 450-20, Accounting for Loss Contingencies, and ASC 310-10, Accounting by Creditors for Impairment of a Loan, the allowance for loan losses consists of general and specific components. The general component is based on historical loss experience and qualitative factors addressing operational risks and industry trends. The specific component relates to loans receivable that are classified as impaired. Additions to the allowance for loan losses are reflected within reserve and impairment charges (recoveries), net in the Consolidated Statements of Operations. The portion of loans receivable deemed uncollectible is charged off against the allowance. Recoveries of previously charged off amounts increase the allowance for loan losses. The amount of CHS Capital notes that were past due was not significant at any reporting date presented.

Interest Income

Interest income is recognized on the accrual basis using a method that computes simple interest daily. The accrual of interest on commercial loans receivable is discontinued at the time the commercial loan receivable is 90 days past due unless the credit is well-collateralized and in process of collection. Past due status is based on contractual terms of the loan. Producer loans receivable are placed in non-accrual status based on estimates and analysis due to the annual debt service terms inherent to CHS Capital's producer loans. In all cases, loans are placed in nonaccrual status or charged off at an earlier date if collection of principal or interest is considered doubtful.

Sale of Receivables

Receivables Securitization Facility

On July 18, 2017, we amended an existing receivables and loans securitization facility (“Securitization Facility”) with certain unaffiliated financial institutions (the "Purchasers"). Under the Securitization Facility, we and certain of our subsidiaries sell trade accounts and notes receivable (the “Receivables”) to Cofina Funding, LLC (“Cofina”), a wholly-owned bankruptcy-remote indirect subsidiary of CHS. Cofina in turn sells the purchased Receivables in their entirety to the Purchasers. Prior to amending the Securitization Facility in July 2017, the transfer of Receivables was accounted for as a secured borrowing. Under the terms of the amended Securitization Facility CHS accounts for Receivables sold under the Securitization Facility as a sale of financial assets pursuant to ASC 860, Transfers and Servicing and derecognizes the sold Receivables from its Consolidated Balance Sheets.

Sales of Receivables by Cofina occur continuously and are settled with the Purchasers on a monthly basis. The proceeds from the sale of these Receivables comprise a combination of cash and a deferred purchase price (“DPP”) receivable. The DPP receivable is ultimately realized by CHS following the collection of the underlying Receivables sold to the Purchasers. The amount available under the Securitization Facility fluctuates over time based on the total amount of eligible Receivables generated during the normal course of business, with maximum availability of $700.0 million. As of February 28, 2018, the total availability under the Securitization Facility was $618.0 million, of which all has been utilized. The Securitization Facility terminates on July 17, 2018, but may be extended. We use the proceeds from the sale of Receivables under the Securitization Facility for general corporate purposes.

We have no retained interests in the transferred Receivables, other than our right to the DPP receivable and collection and administrative services. The DPP receivable is recorded at fair value within the Consolidated Balance Sheets, including a current portion within receivables and a long-term portion within other assets. Subsequent cash receipts related to the DPP receivable have been reflected as investing activities and additional sales of Receivables under the Securitization Facility are reflected in operating or investing activities, based on the underlying Receivable, in our Consolidated Statements of Cash Flows. Losses incurred on the sale of Receivables are recorded in interest expense and fees received related to the servicing of the Receivables are recorded in other income (loss) in the Consolidated Statements of Operations. We consider the fees received adequate compensation for services rendered, and accordingly have recorded no servicing asset or liability.

The fair value of the DPP receivable is determined by discounting the expected cash flows to be received based on unobservable inputs consisting of the face amount of the Receivables adjusted for anticipated credit losses. The DPP receivable is being measured like an investment in debt securities classified as available for sale, with changes to the fair value being recorded in other comprehensive income in accordance with ASC 320, Investments - Debt and Equity Securities. Our risk of loss following the transfer of Receivables under the Securitization Facility is limited to the DPP receivable outstanding and any short-falls in collections for specified non-credit related reasons after sale. Payment of the DPP receivable is not subject to significant risks other than delinquencies and credit losses on accounts receivable sold under the Securitization Facility.

The following table is a reconciliation of the beginning and ending balances of the DPP receivable for the six months ended February 28, 2018:

	(Dollars in thousands)
Balance - as of August 31, 2017	$ 548,602
Monthly settlements, net	(33,292)

Cash collections on DPP	(4,355)
Fair value adjustment	6,804
Balance - as of February 28, 2018	$ 517,759

There was no DPP receivable as of February 28, 2017, and therefore, no comparative period is included in the table above.

Other Receivables

Other receivables are comprised of certain other amounts recorded in the normal course of business, including receivables related to valued added taxes and pre-crop financing, primarily to Brazilian farmers, to finance a portion of supplier

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production costs. We do not bear any of the costs or operational risks associated with the related growing crops. The financing is fully collateralized by future crops, land and physical assets of the suppliers, carries a local market interest rate and settles when the farmer's crop is harvested and sold.

Note 3 Inventories

	February 28, 2018	August 31, 2017
	(Dollars in thousands)	
Grain and oilseed	$1,515,669	$1,145,285
Energy	779,629	755,886
Crop nutrients	413,719	248,699
Feed and farm supplies	762,513	353,130
Processed grain and oilseed	168,354	49,723
Other	10,274	23,862
Total inventories	$3,650,158	$2,576,585

As of February 28, 2018, we valued approximately 16% of inventories, primarily related to our Energy segment, using the lower of cost, determined on the LIFO method, or net realizable value (19% as of August 31, 2017). If the FIFO method of accounting had been used, inventories would have been higher than the reported amount by $243.5 million and $186.2 million as of February 28, 2018, and August 31, 2017, respectively. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Interim LIFO calculations are based on management's estimates of expected year-end inventory levels, and are subject to the final year-end LIFO inventory valuation.

Note 4 Investments

	February 28, 2018	August 31, 2017
	(Dollars in thousands)	
Equity method investments:		
CF Industries Nitrogen, LLC	$2,751,166	$2,756,076
Ventura Foods, LLC	353,079	347,016
Ardent Mills, LLC	211,017	206,529
TEMCO, LLC	37,583	41,323
Other equity method investments	265,288	268,444
Cost method investments	134,743	131,605
Total investments	$3,752,876	$3,750,993

Equity Method Investments

Joint ventures and other investments, in which we have significant ownership and influence, but not control, are accounted for in our consolidated financial statements using the equity method of accounting. Our primary equity method investments are described below.

On February 1, 2016, we invested $2.8 billion in CF Industries Nitrogen, LLC ("CF Nitrogen"), commencing our strategic venture with CF Industries Holdings, Inc. ("CF Industries"). The investment consists of an 11.4% membership interest (based on product tons) in CF Nitrogen. We account for this investment using the hypothetical liquidation at book value method, recognizing our share of the earnings and losses of CF Nitrogen based upon our contractual claims on the entity's net assets pursuant to the liquidation provisions of CF Nitrogen's limited liability company agreement, adjusted for the semi-annual cash distributions we receive as a result of our membership interest in CF Nitrogen. For the three months ended February 28, 2018, and 2017, this amount was $24.0 million and $21.6 million, respectively. For the six months ended February 28, 2018, and 2017, this amount was $44.3 million and $36.3 million, respectively. These amounts are included as equity income from investments in our Nitrogen Production segment.

We have a 50% interest in Ventura Foods, a joint venture which produces and distributes primarily vegetable oil-based products. We account for Ventura Foods as an equity method investment, and as of February 28, 2018, our carrying value of

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Ventura Foods exceeded our share of its equity by $12.9 million, which represents equity method goodwill. The earnings are reported as equity income from investments in Corporate and Other.

We have a 12% interest in Ardent Mills, LLC ("Ardent Mills"), a joint venture with Cargill Incorporated ("Cargill") and ConAgra Foods, Inc., which combines the North American flour milling operations of the three parent companies. We account for Ardent Mills as an equity method investment included in Corporate and Other.

TEMCO, LLC ("TEMCO") is owned and governed by Cargill (50%) and CHS (50%). Both owners have committed to sell all of their feedgrains, wheat, oilseeds and by-product origination that are tributary to the Pacific Northwest, United States ("Pacific Northwest") to TEMCO and to use TEMCO as their exclusive export-marketing vehicle for such grains exported through the Pacific Northwest through January 2037. We account for TEMCO as an equity method investment included in our Ag segment.

The following table provides aggregate summarized unaudited financial information for our equity method investment in CF Nitrogen for the six months ended February 28, 2018, and 2017:

	For the Six Months Ended February 28,	
	2018	2017
	(Dollars in thousands)	
Net sales	$1,084,270	$1,024,409
Gross profit	135,649	125,966
Net earnings	128,803	87,798
Earnings attributable to CHS Inc.	44,347	36,253

Note 5 Goodwill and Other Intangible Assets

Goodwill of $153.8 million and $154.1 million as of February 28, 2018, and August 31, 2017, respectively, is included in other assets on our Consolidated Balance Sheets. Changes in the net carrying amount of goodwill for the six months ended February 28, 2018, by segment, are as follows:

	Energy	Ag	Corporate and Other	Total
	(Dollars in thousands)			
Balances, August 31, 2017	$552	$142,929	$10,574	$154,055
Effect of foreign currency translation adjustments	—	(277)	—	(277)
Balances, February 28, 2018	$552	$142,652	$10,574	$153,778

No goodwill has been allocated to our Nitrogen Production segment, which consists of an investment accounted for under the equity method.

Intangible assets subject to amortization primarily include customer lists, trademarks and non-compete agreements, and are amortized over their respective useful lives (ranging from 2 to 30 years). Information regarding intangible assets that are included in other assets on our Consolidated Balance Sheets is as follows:

	February 28, 2018			August 31, 2017		
	Carrying Amount	Accumulated Amortization	Net	Carrying Amount	Accumulated Amortization	Net
	(Dollars in thousands)					

Customer lists	$41,077	$ (11,565)	$29,512	$46,180	$ (14,695)	$31,485
Trademarks and other intangible assets	6,536	(4,811)	1,725	23,623	(21,778)	1,845
Total intangible assets	$47,613	$ (16,376)	$31,237	$69,803	$ (36,473)	$33,330

Total amortization expense for intangible assets during the three and six months ended February 28, 2018, was $0.8 million and $1.7 million, respectively. Total amortization expense for intangible assets during the three and six months ended

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February 28, 2017, was $1.0 million and $2.3 million, respectively. The estimated annual amortization expense related to intangible assets subject to amortization for the next five years is as follows:

	(Dollars in thousands)
Year 1	$ 3,291
Year 2	3,202
Year 3	2,981
Year 4	2,900
Year 5	2,705

Note 6 Notes Payable and Long-Term Debt

Our notes payable and long-term debt are subject to various restrictive requirements for maintenance of minimum consolidated net worth and other financial ratios. We were in compliance with our debt covenants as of February 28, 2018.

	February 28, 2018	August 31, 2017
	(Dollars in thousands)	
Notes payable	$2,844,803	$1,695,423
CHS Capital notes payable	148,653	292,792
Total notes payable	$2,993,456	$1,988,215

On February 28, 2018, our primary line of credit was a five-year, unsecured revolving credit facility with a committed amount of $3.0 billion which expires in September 2020. The outstanding balance on this facility increased to $1.7 billion at February 28, 2018, from $480.0 million at August 31, 2017, due to the seasonal nature of our business operations.

Interest expense for the three months ended February 28, 2018, and 2017, was $40.2 million and $39.9 million, respectively, net of capitalized interest of $1.3 million and $1.5 million, respectively. Interest expense for the six months ended February 28, 2018, and 2017, was $80.9 million and $78.2 million respectively, net of capitalized interest of $3.1 million and $3.1 million, respectively.

Note 7 Equities

Changes in Equities

Changes in equities for the six months ended February 28, 2018, are as follows:

	Equity Certificates				Accumulated			
	Capital Equity Certificates	Nonpatronage Equity Certificates	Nonqualified Equity Certificates	Preferred Stock	Other Comprehensive Loss	Capital Reserves	Noncontrolling Interests	Total Equities
	(Dollars in thousands)							
Balance, August 31, 2017	$3,906,426	$29,836	$405,387	$2,264,038	$(183,670)	$1,471,217	$12,591	$7,905,825
Reversal of prior year redemption	2,621	—	(126,333)	—	—	126,333	—	2,621

estimates								
Distribution of 2017 patronage refunds	—	—	128,858	—	—	(128,858)	—	—
Redemptions of equities	(2,402)	(69)	(150)	—	—	—	—	(2,621)
Preferred stock dividends	—	—	—	—	—	(126,501)	—	(126,501)
Other, net	(4,150)	(111)	(345)	—	—	4,768	(61)	101
Net income (loss)	—	—	—	—	—	346,757	(512)	346,245
Other comprehensive income (loss), net of tax	—	—	—	—	15,445	—	—	15,445
Estimated 2018 cash patronage refunds	—	—	—	—	—	(46,879)	—	(46,879)
Estimated 2018 equity redemptions	(32,276)	—	—	—	—	—	—	(32,276)
Balance, February 28, 2018	$3,870,219	$29,656	$407,417	$2,264,038	$(168,225)	$1,646,837	$12,018	$8,061,960

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Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive income (loss) by component, net of tax, are as follows for the six months ended February 28, 2018, and 2017:

	Pension and Other Postretirement Benefits	Unrealized Net Gain on Available for Sale Investments	Cash Flow Hedges	Foreign Currency Translation Adjustment	Total
	(Dollars in thousands)				
Balance as of August 31, 2017, net of tax	$(135,046)	$ 10,041	$(6,954)	$ (51,711)	$(183,670)
Other comprehensive income (loss), before tax:					
Amounts before reclassifications	—	10,606	646	1,875	13,127
Amounts reclassified out	11,267	(1,527)	854	(2,042)	8,552
Total other comprehensive income (loss), before tax	11,267	9,079	1,500	(167)	21,679
Tax effect	(3,929)	(1,885)	(441)	21	(6,234)
Other comprehensive income (loss), net of tax	7,338	7,194	1,059	(146)	15,445
Balance as of February 28, 2018, net of tax	$(127,708)	$ 17,235	$(5,895)	$ (51,857)	$(168,225)

	Pension and Other Postretirement Benefits	Unrealized Net Gain on Available for Sale Investments	Cash Flow Hedges	Foreign Currency Translation Adjustment	Total
	(Dollars in thousands)				
Balance as of August 31, 2016, net of tax	$(165,146)	$ 5,656	$(9,196)	$ (43,040)	$(211,726)
Other comprehensive income (loss), before tax:					
Amounts before reclassifications	(500)	2,827	1,747	(10,051)	(5,977)
Amounts reclassified out	11,786	—	876	15	12,677
Total other comprehensive income (loss), before tax	11,286	2,827	2,623	(10,036)	6,700
Tax effect	(4,323)	(1,083)	(1,005)	(5)	(6,416)
Other comprehensive income (loss), net of tax	6,963	1,744	1,618	(10,041)	284
Balance as of February 28, 2017, net of tax	$(158,183)	$ 7,400	$(7,578)	$ (53,081)	$(211,442)

Amounts reclassified from accumulated other comprehensive income (loss) were primarily related to pension and other post-retirement benefits. Pension and other post-retirement reclassifications include amortization of net actuarial loss, prior service credit and transition amounts and are recorded as marketing, general and administrative expenses (see Note 9, Benefit Plans for further information).

Note 8 Income Taxes

On December 22, 2017, the Tax Act was enacted into law. The Tax Act provides for significant U.S. tax law changes and modifications including the reduction of the federal corporate statutory tax rate from 35% to 21% as of January 1, 2018, repeal of the Domestic Production Activities Deduction ("DPAD"), and enactment of the Deduction for Qualified Business Income of Pass-Thru Entities ("QBI deduction"). As a fiscal year-end taxpayer, our annual statutory federal corporate tax rate applicable to fiscal 2018 is a blended rate of 25.7%. Beginning in fiscal 2019, the annual statutory federal corporate tax rate will be 21%.

The Tax Act also requires companies to pay a one-time repatriation tax on certain unrepatriated earnings of foreign subsidiaries that were previously tax deferred (“transition tax”), and creates new taxes on certain foreign sourced earnings. Foreign taxes historically have not had a material impact to our financial statements, and the foreign impacts of the Tax Act are discussed below.

Subsequent to the three-month period ended February 28, 2018, the Consolidated Appropriations Act, 2018 (the "Appropriations Act") was enacted into law on March 23, 2018. The Appropriations Act modifies the QBI deduction under Sec.

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199A of the Tax Act to reenact DPAD for agricultural and horticultural cooperatives as it existed prior to tax reform, and it also modifies the QBI deduction available to cooperative patrons as enacted by the Tax Act. All references to the Tax Act below include the modifications introduced by the Appropriations Act.

On December 22, 2017, the SEC issued Staff Accounting Bulletin 118 ("SAB 118") which provides guidance on accounting for effects of the Tax Act. SAB 118 provides a measurement period of up to one year from the Tax Act's enactment date for companies to complete their accounting under ASC 740. In accordance with SAB 118, to the extent that a company's accounting for certain income tax effects of the Tax Act is incomplete but it is able to determine a reasonable estimate, it must record a provisional estimate in its financial statements. If a company cannot determine a provisional estimate to be included in its financial statements, it should continue to apply ASC 740 on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the Tax Act.

As of February 28, 2018, we have not finalized our work associated with the income tax effects of the enactment of the Tax Act; however, we have made a reasonable estimate of the effects on our existing deferred tax balances, and believe there will be no additional tax expense as a result of the one-time transition tax.

Our income tax provision as of February 28, 2018, reflects the current year impacts of the Tax Act on the estimated annual effective tax rate, and a discrete provisional net benefit of $136.8 million from the revaluation of our U.S. net deferred tax liability resulting directly from the enactment of the Tax Act based on information available, prepared, or analyzed as of the date of this report.

Deferred Tax Assets and Liabilities

We remeasured our existing U.S. deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, of which the federal component is approximately 25.7% for reversals expected in fiscal 2018 and 21.0% thereafter. The calculation cannot be completed until all of the underlying timing differences as of August 31, 2018, are known and we are still analyzing certain aspects of the Tax Act and refining our calculations. As we complete our work and refine our calculations, any changes may give rise to new or additional deferred tax amounts. Specifically, we are now subject to the employee compensation deduction limitations under Internal Revenue Code Section 162(m), and we are evaluating whether our written binding employment contacts are exempted under the Tax Act's Section 162(m) transition rule. Additional guidance from the IRS is necessary to ascertain the scope of the transition rule.

Foreign Tax Effects

To determine the amount of the transition tax, we must determine, in addition to other factors, the amount of post-1986 accumulated and current earnings and profits of our relevant subsidiaries as well as the amount of non-U.S. income taxes paid on such earnings. We are able to make a reasonable estimate of the transition tax and recorded no provisional tax liability. However, we continue to gather additional information and will refine the amount if necessary.

We continue to review the anticipated impacts of global intangible low-taxed income ("GILTI"), including whether we should account for its tax effects as an in-period or deferred tax expense. Due to the complexity of the GILTI tax rules and the dependency upon future results of our global operations and our global structure, we are unable to make a reasonable estimate of this provision and consequently we haven't decided how to treat the deferred taxes associated with GILTI. Accordingly, we have not recorded any impact associated with GILTI in the tax rate during the three months ended February 28, 2018.

In addition to the revaluation of our U.S. net deferred tax liability as a result of the Tax Act, we also recorded a $41.3 million deferred tax benefit during the second quarter of fiscal 2018, resulting from the intercompany transfer of business assets. On December 1, 2017, as part of the consolidation of certain operations and the alignment of global supply chain functions into a single platform, certain inter-regional grain trading operations were transferred to the U.S. taxing jurisdiction. ASU 2016-16, Income Taxes - Intra-Entity Transfers of Assets Other Than Inventory, requires companies to account for the income tax impacts of intercompany transfers of assets at the time of the transaction. We adopted ASU 2016-16 in the first quarter of fiscal 2018.

The two tax benefits described above are the primary contributors to our tax benefit position for the three and six-month periods ended February 28, 2018, within the Consolidated Statements of Operations.

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Note 9 Benefit Plans

We have various pension and other defined benefit and defined contribution plans, in which substantially all employees may participate. We also have non-qualified supplemental executive and Board retirement plans.

Components of net periodic benefit costs for the three and six months ended February 28, 2018, and 2017, are as follows:

	Qualified Pension Benefits		Non-Qualified Pension Benefits		Other Benefits	
	2018	2017	2018	2017	2018	2017
Components of net periodic benefit costs for the three months ended February 28 are as follows:	(Dollars in thousands)					
Service cost	$9,920	$11,692	$137	$344	$236	$227
Interest cost	5,991	3,812	178	70	227	39
Expected return on assets	(12,049)	(12,101)	—	—	—	—
Prior service cost (credit) amortization	360	368	7	(47)	(142)	(253)
Actuarial (gain) loss amortization	4,511	6,650	16	100	(306)	(283)
Net periodic benefit cost	$8,733	$10,421	$338	$467	$15	$(270)
Components of net periodic benefit costs for the six months ended February 28 are as follows:						
Service cost	$19,839	$21,075	$274	$603	$472	$580
Interest cost	11,992	11,504	356	422	454	466
Expected return on assets	(24,089)	(24,115)	—	—	—	—
Prior service cost (credit) amortization	719	770	15	10	(283)	(283)
Actuarial (gain) loss amortization	11,399	11,415	30	273	(612)	(399)
Net periodic benefit cost	$19,860	$20,649	$675	$1,308	$31	$364

Employer Contributions

Total contributions to be made during fiscal 2018 will depend primarily on market returns on the pension plan assets and minimum funding level requirements. During the six months ended February 28, 2018, we made no contributions to the pension plans. At this time, we do not anticipate being required to make a contribution for our benefit plans in fiscal 2018.

Note 10 Segment Reporting

We define our operating segments in accordance with ASC Topic 280, Segment Reporting, to reflect the manner in which our chief operating decision maker, our Chief Executive Officer, evaluates performance and allocates resources in managing our business. We have aggregated those operating segments into three reportable segments: Energy, Ag and Nitrogen Production.

Our Energy segment produces and provides primarily for the wholesale distribution of petroleum products and transportation of those products. Our Ag segment purchases and further processes or resells grains and oilseeds originated by our country operations business, by our member cooperatives and by third parties; serves as a wholesaler and retailer of crop inputs; and produces and markets ethanol. Our Nitrogen Production segment consists solely of our equity method investment in CF Nitrogen, which entitles us, pursuant to a supply agreement that we entered into with CF Nitrogen, to purchase up to a specified annual quantity of granular urea and urea ammonium nitrate annually from CF Nitrogen. Insignificant operating segments, including our equity method investment in Ventura Foods have been aggregated within Corporate and Other. Prior to becoming an insignificant operating segment, our investment in Ventura Foods previously constituted our Foods segment. Reported segment results and balances for prior periods have been revised to reflect the aggregation of our equity method investment in Ventura Foods within Corporate and Other. No changes were made to the Ag, Energy, or Nitrogen Production segments as a result of the aggregation of our Foods segment.

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Corporate administrative expenses and interest are allocated to each business segment, and Corporate and Other, based on direct usage for services, such as information technology and legal, and other factors or considerations relevant to the costs incurred.

Many of our business activities are highly seasonal and operating results vary throughout the year. For example, in our Ag segment, our crop nutrients and country operations businesses generally experience higher volumes and income during the spring planting season and in the fall, which corresponds to harvest. Our grain marketing operations are also subject to fluctuations in volume and earnings based on producer harvests, world grain prices and demand. Our Energy segment generally experiences higher volumes and profitability in certain operating areas, such as refined products, in the summer and early fall when gasoline and diesel fuel usage is highest and is subject to global supply and demand forces. Other energy products, such as propane, may experience higher volumes and profitability during the winter heating and fall crop drying seasons.

Our revenues, assets and cash flows can be significantly affected by global market prices for commodities such as petroleum products, natural gas, ethanol, grains, oilseeds, crop nutrients and flour. Changes in market prices for commodities that we purchase without a corresponding change in the selling prices of those products can affect revenues and operating earnings. Commodity prices are affected by a wide range of factors beyond our control, including the weather, crop damage due to disease or insects, drought, the availability and adequacy of supply, government regulations and policies, world events, and general political and economic conditions.

While our revenues and operating results are derived from businesses and operations which are wholly owned and majority owned, a portion of our business operations are conducted through companies in which we hold ownership interests of 50% or less and do not control the operations. See Note 4, Investments for more information on these entities.

Reconciling Amounts represent the elimination of revenues and interest between segments. Such transactions are executed at market prices to more accurately evaluate the profitability of the individual business segments.

Segment information for the three and six months ended February 28, 2018, and 2017, is presented in the tables below.

	Energy	Ag	Nitrogen Production	Corporate and Other	Reconciling Amounts	Total
For the Three Months Ended February 28, 2018:	(Dollars in thousands)					
Revenues	$1,781,047	$5,163,803	$ —	$13,168	$(106,925)	$6,851,093
Operating earnings (loss)	10,372	(29,967)	(7,239)	(6,050)	—	(32,884)
(Gain) loss on investments	—	(1,992)	—	(2,108)	—	(4,100)
Interest expense	2,629	22,784	12,676	2,665	(578)	40,176
Other (income) loss	(627)	(14,286)	(433)	(201)	578	(14,969)
Equity (income) loss from investments	(660)	(5,567)	(24,012)	(9,202)	—	(39,441)
Income (loss) before income taxes	$9,030	$(30,906)	$ 4,530	$2,796	$—	$(14,550)
Intersegment revenues	$(101,609)	$(3,574)	$ —	$(1,742)	$106,925	$—

	Energy	Ag	Nitrogen Production	Corporate and Other	Reconciling Amounts	Total
For the Three Months Ended February 28, 2017:	(Dollars in thousands)					
Revenues	$1,529,034	$5,855,331	$ —	$31,430	$(95,389)	$7,320,406

Operating earnings (loss)	19,506	(14,291)	(4,385)	9,677	—	10,507
(Gain) loss on investments	—	(690)	—	(2,092)	—	(2,782)
Interest expense	3,565	16,850	12,182	11,411	(4,063)	39,945
Other (income) loss	(187)	(17,686)	(464)	(179)	4,063	(14,453)
Equity (income) loss from investments	(486)	(3,455)	(21,557)	(10,302)	—	(35,800)
Income (loss) before income taxes	$16,614	$(9,310)	$ 5,454	$10,839	$—	$23,597
Intersegment revenues	$(89,094)	$(4,758)	$ —	$(1,537)	$95,389	$—

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	Energy	Ag	Nitrogen Production	Corporate and Other	Reconciling Amounts	Total
For the Six Months Ended February 28, 2018:	(Dollars in thousands)					
Revenues	$3,868,750	$11,250,483	$—	$31,943	$(251,194)	$14,899,982
Operating earnings (loss)	127,545	30,855	(10,374)	(4,029)	—	143,997
(Gain) loss on investments	—	(4,811)	—	(2,108)	—	(6,919)
Interest expense	8,264	40,388	25,948	7,245	(967)	80,878
Other (income) loss	(1,020)	(34,514)	(2,171)	(426)	967	(37,164)
Equity (income) loss from investments	(1,812)	(13,821)	(44,347)	(17,823)	—	(77,803)
Income (loss) before income taxes	$122,113	$43,613	$10,196	$9,083	$—	$185,005
Intersegment revenues	$(238,813)	$(7,607)	$—	$(4,774)	$251,194	$—
Total assets at February 28, 2018	$4,236,271	$7,852,648	$2,773,870	$2,222,073	$—	$17,084,862

	Energy	Ag	Nitrogen Production	Corporate and Other	Reconciling Amounts	Total
For the Six Months Ended February 28, 2017:	(Dollars in thousands)					
Revenues	$3,229,214	$12,291,325	$—	$58,871	$(210,754)	$15,368,656
Operating earnings (loss)	92,286	95,306	(8,414)	17,820	—	196,998
(Gain) loss on investments	—	6,695	—	(2,076)	—	4,619
Interest expense	7,833	33,189	24,918	19,385	(7,115)	78,210
Other (income) loss	(496)	(35,609)	(29,570)	(294)	7,115	(58,854)
Equity (income) loss from investments	(1,648)	(8,872)	(36,253)	(29,355)	—	(76,128)
Income (loss) before income taxes	$86,597	$99,903	$32,491	$30,160	$—	$249,151
Intersegment revenues	$(199,181)	$(8,523)	$—	$(3,050)	$210,754	$—

Note 11 Derivative Financial Instruments and Hedging Activities

Our derivative instruments primarily consist of commodity and freight futures and forward contracts and, to a lesser degree, may include foreign currency and interest rate swap contracts. These contracts are economic hedges of price risk, but we do not apply hedge accounting under ASC Topic 815, Derivatives and Hedging, except with respect to certain interest rate swap contracts which are accounted for as fair value hedges. Derivative instruments are recorded on our Consolidated Balance Sheets at fair value as described in Note 12, Fair Value Measurements.

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Derivatives Not Designated as Hedging Instruments

The following tables present the gross fair values of derivative assets, derivative liabilities, and margin deposits (cash collateral) for derivatives not accounted for as hedging instruments, recorded on our Consolidated Balance Sheets along with the related amounts permitted to be offset in accordance with U.S. GAAP. We have elected not to offset derivative assets and liabilities when we have the right of offset under ASC Topic 210-20, Balance Sheet - Offsetting; or when the instruments are subject to master netting arrangements under ASC Topic 815-10-45, Derivatives and Hedging - Overall.

	February 28, 2018			
		Amounts Not Offset on the Consolidated Balance Sheet but Eligible for Offsetting		
	Gross Amounts Recognized	Cash Collateral	Derivative Instruments	Net Amounts
	(Dollars in thousands)			
Derivative Assets:				
Commodity and freight derivatives	$423,978	$—	$ 29,401	$394,577
Foreign exchange derivatives	6,026	—	3,125	2,901
Embedded derivative asset	22,704	—	—	22,704
Total	$452,708	$—	$ 32,526	$420,182
Derivative Liabilities:				
Commodity and freight derivatives	$367,708	$30,893	$ 29,401	$307,414
Foreign exchange derivatives	12,906	—	3,125	9,781
Interest rate derivatives - non-hedge	1	—	—	1
Total	$380,615	$30,893	$ 32,526	$317,196

	August 31, 2017			
		Amounts Not Offset on the Consolidated Balance Sheet but Eligible for Offsetting		
	Gross Amounts Recognized	Cash Collateral	Derivative Instruments	Net Amounts
	(Dollars in thousands)			
Derivative Assets:				
Commodity and freight derivatives	$384,648	$—	$ 35,080	$349,568
Foreign exchange derivatives	8,771	—	3,636	5,135
Embedded derivative asset	25,533	—	—	25,533
Total	$418,952	$—	$ 38,716	$380,236
Derivative Liabilities:				
Commodity and freight derivatives	$309,762	$3,898	$ 35,080	$270,784
Foreign exchange derivatives	19,931	—	3,636	16,295
Total	$329,693	$3,898	$ 38,716	$287,079

Derivative assets and liabilities with maturities of 12 months or less are recorded in derivative assets and derivative liabilities, respectively, on the Consolidated Balance Sheets. Derivative assets and liabilities with maturities greater than 12 months are recorded in other assets and other liabilities, respectively, on the Consolidated Balance Sheets. The amount of long-term derivative assets and liabilities recorded on the Consolidated Balance Sheet at February 28, 2018, were $23.1 million and $8.2 million, respectively. The amount of long-term derivative assets and liabilities recorded on the Consolidated Balance Sheet at August 31, 2017, were $186.9 million and $13.7 million, respectively.

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The following table sets forth the pretax gains (losses) on derivatives not accounted for as hedging instruments that have been included in our Consolidated Statements of Operations for the three and six months ended February 28, 2018, and 2017.

	Location of Gain (Loss)	For the Three Months Ended February 28, 2018	For the Three Months Ended February 28, 2017	For the Six Months Ended February 28, 2018	For the Six Months Ended February 28, 2017
		(Dollars in thousands)			
Commodity and freight derivatives	Cost of goods sold	$(96,310)	$56,896	$(68,559)	$75,305
Foreign exchange derivatives	Cost of goods sold	(5,818)	(3,429)	948	2,595
Foreign exchange derivatives	Marketing, general and administrative	344	(951)	(151)	(806)
Interest rate derivatives	Interest expense	(1)	1	(1)	4
Embedded derivative	Other income	433	468	2,171	29,574
Total		$(101,352)	$52,985	$(65,592)	$106,672

Commodity and Freight Contracts

As of February 28, 2018, and August 31, 2017, we had outstanding commodity futures, options and freight contracts that were used as economic hedges, as well as fixed-price forward contracts related to physical purchases and sales of commodities. The table below presents the notional volumes for all outstanding commodity and freight contracts accounted for as derivative instruments.

	February 28, 2018		August 31, 2017	
	Long	Short	Long	Short
	(Units in thousands)			
Grain and oilseed - bushels	777,266	1,037,549	570,673	768,540
Energy products - barrels	20,648	11,277	15,072	18,252
Processed grain and oilseed - tons	238	1,158	299	2,347
Crop nutrients - tons	15	9	9	15
Ocean and barge freight - metric tons	6,263	3,349	2,777	1,766
Rail freight - rail cars	168	53	176	75
Natural gas - MMBtu	300	—	500	—

Foreign Exchange Contracts

We are exposed to risk regarding foreign currency fluctuations even though a substantial amount of international sales are denominated in U.S. dollars. In addition to specific transactional exposure, foreign currency fluctuations can impact the ability of foreign buyers to purchase U.S. agricultural products and the competitiveness of U.S. agricultural products compared to the same products offered by alternative sources of world supply. From time to time, we enter into foreign currency hedge contracts to minimize the impact of currency fluctuations on our transactional exposures. The notional amounts of our foreign exchange derivative contracts were $723.2 million and $776.7 million as of February 28, 2018, and August 31, 2017, respectively.

Embedded Derivative Asset

Under the terms of our strategic investment in CF Nitrogen, if CF Industries' credit rating is reduced below certain levels by two of three specified credit ratings agencies, we are entitled to receive a non-refundable annual payment of $5.0 million from CF Industries in November of each year until the date that CF Industries' credit rating is upgraded to or above certain levels by two of the three specified credit ratings agencies or February 1, 2026, whichever is earlier. During the first quarter of fiscal 2017, CF Industries' credit rating was reduced below the specified levels and we received a $5.0 million payment from CF Industries, which was recorded as a gain in our Consolidated Statement of Operations. We also recorded an embedded derivative asset of $24.1 million on our Consolidated Balance Sheet and a corresponding gain in our Consolidated Statement of Operations for the fair value of the embedded derivative asset during the three months ended November 30, 2016. During the first quarter of fiscal 2018, we received a second $5.0 million payment

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from CF Industries. The fair value of the embedded derivative asset recorded on our Consolidated Balance Sheet as of February 28, 2018, was equal to $22.7 million. The current and long-term portions of the embedded derivative asset are included in derivative assets and other assets on our Consolidated Balance Sheets, respectively. See Note 12, Fair Value Measurements for more information on the valuation of the embedded derivative asset.

Derivatives Designated as Fair Value Hedging Strategies

As of February 28, 2018, and August 31, 2017, we had outstanding interest rate swaps with an aggregate notional amount of $495.0 million designated as fair value hedges of portions of our fixed-rate debt that is due between fiscal 2019 and fiscal 2025. Our objective in entering into these transactions is to offset changes in the fair value of the debt associated with the risk of variability in the three-month U.S. dollar LIBOR interest rate ("LIBOR"), in essence converting the fixed-rate debt to variable-rate debt. Under these interest rate swaps, we receive fixed-rate interest payments and make interest payments based on the three-month LIBOR. Offsetting changes in the fair values of both the swap instruments and the hedged debt are recorded contemporaneously each period and only create an impact to earnings to the extent that the hedge is ineffective.

The following table presents the fair value of our derivative instruments designated as fair value hedges and the line items on our Consolidated Balance Sheets in which they are recorded.

Fair Value Hedges	Balance Sheet Location	Derivative Assets		Balance Sheet Location	Derivative Liabilities	
		February 28, 2018	August 31, 2017		February 28, 2018	August 31, 2017
		(Dollars in thousands)			(Dollars in thousands)	
Interest rate swaps	Other assets	$ —	$ 9,978	Other liabilities	$8,616	$ 707

The following table sets forth the pretax gains (losses) on derivatives accounted for as hedging instruments that have been included in our Consolidated Statements of Operations for the three and six months ended February 28, 2018, and 2017.

Gain (Loss) on Fair Value Hedging Relationships:	Location of Gain (Loss)	For the Three Months Ended February 28,		For the Six Months Ended February 28,	
		2018	2017	2018	2017
		(Dollars in thousands)			
Interest rate swaps	Interest expense	$(9,571)	$(4,237)	$(17,888)	$(17,513)
Hedged item	Interest expense	9,571	4,237	17,888	17,513
Total		$—	$—	$—	$—

The following table provides the location and carrying amount of hedged liabilities in our Consolidated Balance Sheets as of February 28, 2018, and August 31, 2017.

Balance Sheet Location	February 28, 2018		August 31, 2017	
	Carrying Amount of Hedged	Cumulative Amount of Fair Value Hedging	Carrying Amount of Hedged	Cumulative Amount of Fair Value Hedging

	Liabilities	Adjustments Included in the Carrying Amount of Hedged Liabilities	Liabilities	Adjustments Included in the Carrying Amount of Hedged Liabilities
	(Dollars in thousands)			
Long-term debt	$486,384	$ 8,616	$504,271	$ (9,271)

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Note 12 Fair Value Measurements

ASC Topic 820, Fair Value Measurements and Disclosures defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also establishes a hierarchy for inputs used in measuring fair value, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are inputs or market data that a market participant would obtain from independent sources to value the asset or liability. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The fair value hierarchy consists of three levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs include 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, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Recurring fair value measurements at February 28, 2018, and August 31, 2017, are as follows:

	February 28, 2018			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)			
Assets:				
Commodity and freight derivatives	$26,002	$ 397,976	$ —	$423,978
Foreign currency derivatives	—	6,026	—	6,026
Deferred compensation assets	53,041	—	—	53,041
Deferred purchase price receivable	—	—	517,759	517,759
Embedded derivative asset	—	22,704	—	22,704
Other assets	17,342	—	—	17,342
Total	$96,385	$ 426,706	$ 517,759	$1,040,850
Liabilities:				
Commodity and freight derivatives	$55,696	$ 312,012	$ —	$367,708
Foreign currency derivatives	—	12,906	—	12,906
Interest rate swap derivatives	—	8,617	—	8,617
Total	$55,696	$ 333,535	$ —	$389,231

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	August 31, 2017			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)			
Assets:				
Commodity and freight derivatives	$48,491	$ 336,157	$ —	$384,648
Foreign currency derivatives	—	8,771	—	8,771
Interest rate swap derivatives	—	9,978	—	9,978
Deferred compensation assets	52,414	—	—	52,414
Deferred purchase price receivable	—	—	548,602	548,602
Embedded derivative asset	—	25,533	—	25,533
Other assets	14,846	—	—	14,846
Total	$115,751	$ 380,439	$ 548,602	$1,044,792
Liabilities:				
Commodity and freight derivatives	$31,189	$ 278,573	$ —	$309,762
Foreign currency derivatives	—	19,931	—	19,931
Interest rate swap derivatives	—	707	—	707
Total	$31,189	$ 299,211	$ —	$330,400

Commodity, freight and foreign currency derivatives — Exchange-traded futures and options contracts are valued based on unadjusted quoted prices in active markets and are classified within Level 1. Our forward commodity purchase and sales contracts with fixed-price components, ocean freight contracts and other over-the-counter ("OTC") derivatives are determined using inputs that are generally based on exchange traded prices and/or recent market bids and offers, adjusted for location specific inputs, and are classified within Level 2. The location specific inputs are generally broker or dealer quotations, or market transactions in either the listed or OTC markets. Changes in the fair values of these contracts are recognized in our Consolidated Statements of Operations as a component of cost of goods sold.

Interest rate swap derivatives — Fair values of our interest rate swap derivatives are determined utilizing valuation models that are widely accepted in the market to value these OTC derivative contracts. The specific terms of the contracts, as well as market observable inputs, such as interest rates and credit risk assumptions, are factored into the models. As all significant inputs are market observable, all interest rate swaps are classified within Level 2. Changes in the fair values of contracts not designated as hedging instruments for accounting purposes are recognized in our Consolidated Statements of Operations as a component of interest expense. See Note 11, Derivative Financial Instruments and Hedging Activities for additional information about interest rates swaps designated as fair value and cash flow hedges.

Deferred compensation and other assets — Our deferred compensation investments, Rabbi Trust assets and available-for-sale investments in common stock of other companies are valued based on unadjusted quoted prices on active exchanges and are classified within Level 1. Changes in the fair values of these other assets are primarily recognized in our Consolidated Statements of Operations as a component of marketing, general and administrative expenses.

Deferred purchase price receivable — The fair value of the DPP receivable included in receivables, net and other assets, is determined by discounting the expected cash flows to be received. The expected cash flows are primarily based on unobservable inputs consisting of the face amount of the Receivables adjusted for anticipated credit losses. Significant changes in the anticipated credit losses could result in a significantly higher (or lower) fair value measurement. Due to the use of significant unobservable inputs in the pricing model, including management's assumptions related to anticipated credit losses, the DPP receivable is classified as a Level 3 fair value measurement. The reconciliation of the DPP receivable for the period ended February 28, 2018, is included in Note 2, Receivables.

Embedded derivative asset — The embedded derivative asset relates to contingent payments inherent in our investment in CF Nitrogen. The inputs into the fair value measurement include the probability of future upgrades and downgrades of CF Industries' credit rating based on historical credit rating movements of other public companies and the discount rates to be applied to potential annual payments based on applicable historical and current yield coupon rates. Based

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on these observable inputs, our fair value measurement is classified within Level 2. See Note 11, Derivative Financial Instruments and Hedging Activities for additional information.

There were no material transfers between Level 1, Level 2 and Level 3 assets and liabilities during the three months and six months ended February 28, 2018 and 2017.

Note 13 Commitments and Contingencies

Environmental

We are required to comply with various environmental laws and regulations incidental to our normal business operations. In order to meet our compliance requirements, we establish reserves for the probable future costs of remediation of identified issues, which are included in cost of goods sold and marketing, general and administrative in our Consolidated Statements of Operations. The resolution of any such matters may affect consolidated net income for any fiscal period; however, we believe any resulting liabilities, individually or in the aggregate, will not have a material effect on our consolidated financial position, results of operations or cash flows during any fiscal year.

Other Litigation and Claims

We are involved as a defendant in various lawsuits, claims and disputes, which are in the normal course of our business. The resolution of any such matters may affect consolidated net income for any fiscal period; however, we believe any resulting liabilities, individually or in the aggregate, will not have a material effect on our consolidated financial position, results of operations or cash flows during any fiscal year.

Guarantees

We are a guarantor for lines of credit and performance obligations of related, non-consolidated companies. As of February 28, 2018, our bank covenants allowed maximum guarantees of $1.0 billion, of which $144.2 million were outstanding. We have collateral for a portion of these contingent obligations. We have not recorded a liability related to the contingent obligations as we do not expect to pay out any cash related to them, and the fair values are considered immaterial. The underlying loans to the counterparties for which we provide these guarantees were current as of February 28, 2018.

Lease Commitments

On November 30, 2017, we completed a sale-leaseback transaction for our primary corporate office building located in Inver Grove Heights, Minnesota. Simultaneous with the closing of the sale, the Company entered into a 20-year operating lease arrangement with base annual rent of approximately $3.4 million during the first year, followed by annual increases of 2% through the remainder of the lease period.

Gain Contingency

As of February 28, 2018, a gain contingency resulted from applying ASC Topic 450-30, Gain Contingencies, to the facts and circumstances surrounding the potential for certain excise tax credits associated with manufacturing changes within our Energy business. The resulting gain, if recognized, will likely have a material impact on our consolidated financial statements.

Note 14 Subsequent Events

Zip Trip Sale

On March 23, 2018, we consummated the sale of 33 of our Zip Trip stores located in the Northwest United States for total consideration of $70 million plus the value of inventory. These stores were classified as held for sale at February 28, 2018, and the sale will result in a gain recorded in earnings during the third quarter of fiscal 2018. This disposition does not represent a strategic shift that has or will have a material effect on our operations or financial results.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide a reader of our financial statements with a narrative from the perspective of our management on our financial condition and results of operations, liquidity and certain other factors that may affect our future results. Our MD&A is presented in the following sections:

- Overview
- Business Strategy
- Fiscal 2018 Second Quarter Highlights
- Fiscal 2018 Priorities Update
- Fiscal 2018 Trends Update
- Results of Operations
- Liquidity and Capital Resources
- Off Balance Sheet Financing Arrangements
- Contractual Obligations
- Critical Accounting Policies
- Effect of Inflation and Foreign Currency Transactions
- Recent Accounting Pronouncements

Our MD&A should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended August 31, 2017, (including the information presented therein under Risk Factors), as well as the consolidated financial statements and the related notes included in Item 1 of Part I of this Quarterly Report on Form 10-Q.

Overview

CHS Inc. is a diversified company that provides grain, foods and energy resources to businesses and consumers on a global scale. As a cooperative, we are owned by farmers, ranchers and member cooperatives across the United States. We also have preferred shareholders that own our five series of preferred stock, all of which are listed and traded on the Nasdaq Global Select Market. We operate in the following three reportable segments:

- Energy - produces and provides primarily for the wholesale distribution and transportation of petroleum products.
- Ag - purchases and further processes or resells grains and oilseeds originated by our country operations business, by our member cooperatives and by third parties and also serves as a wholesaler and retailer of crop inputs.
- Nitrogen Production - consists solely of our equity method investment in CF Industries Nitrogen, LLC ("CF Nitrogen") and produces and distributes nitrogen fertilizer, a commodity chemical.

In addition, our financing, hedging and insurance operations along with our non-consolidated wheat milling and food production and distribution joint ventures, have been aggregated within Corporate and Other.

The consolidated financial statements include the accounts of CHS and all of our wholly-owned and majority-owned subsidiaries and limited liability companies. The effects of all significant intercompany transactions have been eliminated.

Corporate administrative expenses and interest are allocated to each reporting segment, along with Corporate and Other, based on direct usage for services, such as information technology and legal, and other factors or considerations relevant to the costs incurred.

Management's Focus. When evaluating our operating performance, management focuses on gross profit and income before income taxes. As a company that operates heavily in commodities, there is significant unpredictability and volatility in pricing and costs. As such, we focus on managing the margin we can earn and the resulting income before income taxes. Management also focuses on ensuring the strength of the balance sheet through the appropriate management of financial liquidity, leverage, capital allocation and cash flow optimization.

Seasonality. Many of our business activities are highly seasonal and our operating results vary throughout the year. Our revenues and income are generally lowest during the second and fourth fiscal quarters and highest during the first and third fiscal quarters. For example, in our Ag segment, our crop nutrients and country operations businesses generally experience higher volumes and income during the spring planting season and in the fall, which corresponds to harvest. Our grain marketing operations are also subject to fluctuations in volume and earnings based on producer harvests, world grain prices and demand. Our Energy segment generally experiences higher volumes and profitability in certain operating areas, such as refined products, in the summer and early fall when gasoline and diesel fuel usage by our agricultural producers is highest and is subject to global supply and demand forces. Other energy products, such as propane, may experience higher volumes and profitability during the winter heating and crop drying seasons. The graphs below depict the seasonality inherent in our business.

* It should be noted the third quarter of fiscal 2017 was impacted by material charges that caused income (loss) before income taxes for that period to deviate from historical trends.

Pricing. Our revenues, assets and cash flows can be significantly affected by global market prices for commodities such as petroleum products, natural gas, grains, oilseed products and crop nutrients. Changes in market prices for commodities that we purchase without a corresponding change in the selling prices of those products can affect revenues and operating earnings. Commodity prices are affected by a wide range of factors beyond our control, including the weather, crop damage due to disease or insects, drought, availability/adequacy of supply of the related commodity, government regulations/policies, world events and general political/economic conditions.

Business Strategy

Our business strategy is to help our owners grow by maximizing returns and optimizing our various operations to ensure that our core businesses are strategically positioned today and for the future. We are focusing on improving efficiency and, when necessary, disposing of assets that are not strategic and/or do not meet our internal measurement expectations. We are also focused on maintaining financial flexibility by optimizing debt levels and ensuring adequate financial liquidity so we can effectively operate throughout the agriculture and energy economic cycles.

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Fiscal 2018 Second Quarter Highlights

- Margins were higher in our Energy segment compare to the prior year.
- Volumes and margins were lower in our Ag segment compared to prior year results.
- Long-term debt (including the current portion) was reduced by $45.6 million during the quarter.
- Experienced a significant tax benefit through the revaluation of our U.S. net deferred tax liability resulting from the enactment of the Tax Act.

Fiscal 2018 Priorities Update

We continue to make improvements in our management of risk and the granting of credit through enhancements in the related policies, practices and operations. We continued our focus on restoring financial flexibility by monetizing certain assets and paying down funded debt. During the first six months of fiscal 2018 we finalized decisions to dispose of nonstrategic assets within our Ag and Energy segments.

Fiscal 2018 Trends Update

Our business is cyclical and the Ag and Energy industries are currently in challenging operating environments characterized by reduced commodity prices, lower margins, reduced liquidity and increased leverage. We are unable to predict how long this current environment will last or how severe it will ultimately be; however, at this time, although there was an increase in Energy margins in the second quarter of fiscal 2018, we do not foresee significant changes to the core Ag and Energy operating environments during the remainder of fiscal 2018. During this period, we expect our revenues, margins and cash flows from our core operations to continue to be under pressure.

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Results of Operations

Consolidated Statements of Operations

	For the Three Months Ended February 28,		For the Six Months Ended February 28,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Revenues	$6,851,093	$7,320,406	$14,899,982	$15,368,656
Cost of goods sold	6,708,610	7,079,664	14,444,237	14,775,217
Gross profit	142,483	240,742	455,745	593,439
Marketing, general and administrative	186,716	157,862	326,881	305,711
Reserve and impairment charges (recoveries), net	(11,349)	72,373	(15,133)	90,730
Operating earnings (loss)	(32,884)	10,507	143,997	196,998
(Gain) loss on investments	(4,100)	(2,782)	(6,919)	4,619
Interest expense	40,176	39,945	80,878	78,210
Other (income) loss	(14,969)	(14,453)	(37,164)	(58,854)
Equity (income) loss from investments	(39,441)	(35,800)	(77,803)	(76,128)
Income (loss) before income taxes	(14,550)	23,597	185,005	249,151
Income tax expense (benefit)	(181,176)	8,624	(161,240)	25,236
Net income (loss)	166,626	14,973	346,245	223,915
Net income (loss) attributable to noncontrolling interests	(48)	406	(512)	198
Net income (loss) attributable to CHS Inc.	$166,674	$14,567	$346,757	$223,717

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The charts below detail revenues and income (loss) before income taxes by reportable segment for the three and six months ended February 28, 2018. Our Nitrogen Production reportable segment represents an equity method investment, and as such records earnings and allocated expenses but not revenue.

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Income (Loss) Before Income Taxes by Segment

Energy

	For the Three Months Ended February 28,		Change		For the Six Months Ended February 28,		Change	
	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent
	(Dollars in thousands)							
Income (loss) before income taxes	$9,030	$16,614	$(7,584)	(45.6)%	$122,113	$86,597	$35,516	41.0 %

The following table and commentary present the primary reasons for the changes in income (loss) before income taxes ("IBIT") for the Energy segment for the three and six months ended February 28, 2018, compared to the prior year:

	Change	
	Three Months Ended February 28,	Six Months Ended February 28,
	(Dollars in millions)	
Volume	$1	$ 1
Price	1	38
Other*	—	2
Non-gross profit related activity+	(10)	(5)
Total change in Energy IBIT	$(8)	$ 36

* Other includes retail and non-commodity type activities.
+ See commentary related to these changes in the marketing, general and administrative expenses, (gain) loss on investments, interest expense, other income (loss) and equity (income) loss from investments sections of this Results of Operations.

Comparison of Energy segment IBIT for the three months ended February 28, 2018, and 2017

The $7.6 million decrease in the Energy segment IBIT reflects improved crack spreads and the associated higher margins offset by increased marketing, general and administrative expenses during the three months ended February 28, 2018.

Comparison of Energy segment IBIT for the six months ended February 28, 2018, and 2017

The $35.5 million increase in the Energy segment IBIT reflects improved market conditions in the Company's refined fuels business, primarily driven by wider manufacturing margins in our refining operation.

Ag

	For the Three Months Ended February 28,	Change	For the Six Months Ended February 28,	Change

	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent
	(Dollars in thousands)							
Income (loss) before income taxes	$(30,906)	$(9,310)	$(21,596)	(232.0)%	$43,613	$99,903	$(56,290)	(56.3)%

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The following table and commentary present the primary reasons for the changes in IBIT for the Ag segment for the three and six months ended February 28, 2018, compared to the prior year:

	Change Three Months Ended February 28,	Change Six Months Ended February 28,
	(Dollars in millions)	
Volume	$(7)	$ (14)
Price	(72)	(113)
Other*	(1)	(19)
Change in impairments and recoveries+	84	106
Non-gross profit related activity+	(26)	(16)
Total change in Ag IBIT	$(22)	$ (56)

* Other includes retail and non-commodity type activities.
+ See commentary related to these changes in the marketing, general and administrative expenses, reserve and impairment charges (recoveries), net, (gain) loss on investments, interest expense, other income (loss) and equity (income) loss from investments sections of this Results of Operations.

Comparison of Ag segment IBIT for the three months ended February 28, 2018, and 2017

The $21.6 million decrease in Ag segment IBIT reflects the following:

- Decrease in volume is driven primarily by a reduction in grain and oilseed sales attributable to grain marketing and country operations.
- Decrease in margin is driven by a reduction in pricing across all Ag sub-segments.
- The impact of the impairment charges is primarily due to an approximately $70.0 million charge related to a single producer borrower recorded in fiscal 2017 that did not reoccur in the current fiscal year. In addition, in fiscal 2018, we recovered approximately $14.0 million when we sold a plant, which had previously been impaired in the prior fiscal year, for a higher amount than had been anticipated.

Comparison of Ag segment IBIT for the six months ended February 28, 2018, and 2017

The $56.3 million decrease in Ag segment IBIT reflects the following:

- Decrease in volume is driven primarily by a reduction in grain and oilseed sales attributable to grain marketing and country operations businesses.
- Decrease in margin is driven by a reduction in pricing across all Ag sub-segments.
- The impact of the impairment charges is primarily driven by an approximately $95.0 million charge related to a single producer borrower recorded in fiscal 2017 that did not reoccur in the current fiscal year. In fiscal 2017 we also experienced a recovery of $8.3 million in our allowance for doubtful accounts related to an international business that did not reoccur in the current year. In addition, in fiscal 2018 we recovered approximately $14.0 million when we sold a plant, which had previously been impaired in the prior fiscal year, for a higher amount than had been anticipated. In fiscal 2018 we also recovered approximately $5.3 million associated with a loan that was previously written off.

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All Other Segments

	For the Three Months Ended February 28,		Change		For the Six Months Ended February 28,		Change	
	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent
	(Dollars in thousands)							
Nitrogen Production IBIT	$4,530	$5,454	$(924)	(16.9)%	$10,196	$32,491	$(22,295)	(68.6)%
Corporate and Other IBIT	$2,796	$10,839	$(8,043)	(74.2)%	$9,083	$30,160	$(21,077)	(69.9)%

Comparison of All Other Segments IBIT for the three months ended February 28, 2018, and 2017

Our Nitrogen Production segment IBIT decreased due to increased losses on natural gas hedges and increased interest expense offset by higher equity method income in the current quarter driven by improved prices on urea, which is produced and sold by CF Nitrogen. See Note 4, Investments, of the notes to the consolidated financial statements that are included in this Quarterly Report on Form 10-Q for additional information. Corporate and Other IBIT decreased due to lower earnings from our investment in Ventura Foods and reduced interest revenue from our financing business resulting from the sale of loans receivable.

Comparison of All Other Segments IBIT for the six months ended February 28, 2018, and 2017

Our Nitrogen Production segment IBIT decreased due to a gain in the prior year of $29.1 million associated with an embedded derivative asset inherent in the agreement relating to our investment in CF Nitrogen for which there was no comparable gain in the current fiscal year. This was partially offset by higher equity method income in the current year driven by improved prices on urea, which is produced and sold by CF Nitrogen. See Note 4, Investments, of the notes to the consolidated financial statements that are included in this Quarterly Report on Form 10-Q for additional information. Corporate and Other IBIT decreased due to lower earnings from our investment in Ventura Foods and reduced interest revenue from our financing business resulting from the sale of loans receivable.

Revenues by Segment

Energy

	For the Three Months Ended February 28,		Change		For the Six Months Ended February 28,		Change	
	2018	2017	Dollars	Percent	2018	2017	Dollars	Percent
	(Dollars in thousands)							
Revenue	$1,679,438	$1,439,940	$239,498	16.6 %	$3,629,937	$3,030,033	$599,904	19.8 %

The following table and commentary present the primary reasons for the changes in revenue for the Energy segment for the three and six months ended February 28, 2018, compared to the prior year:

Change	
Three Months Ended	Six Months Ended

	February 28,	February 28,
	(Dollars in millions)	
Volume	$ 5	