

# **Tata Chemicals (Soda Ash) Partners and Subsidiaries**

**Consolidated Financial Statements and  
Independent Auditors' Report  
March 31, 2017 and 2016**

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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**March 31, 2017 and 2016**

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## **INDEPENDENT AUDITORS' REPORT**

To the Partners of  
Tata Chemicals (Soda Ash) Partners and Subsidiaries  
Green River, Wyoming

We have audited the accompanying consolidated financial statements of Tata Chemicals (Soda Ash) Partners and Subsidiaries (a partnership operated by Tata Chemicals North America, Inc. and The Andover Group, Inc.) (the "Partnership"), which comprise the consolidated balance sheets as of March 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, cash flows and changes in partners' capital for the years then ended, and the related notes to the consolidated financial statements.

### **Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Partnership's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Tata Chemicals (Soda Ash) Partners and Subsidiaries as of March 31, 2017 and 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Deloitte & Touche LLP*

June 8, 2017

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Consolidated Statements of Income**  
**Years Ended March 31, 2017 and 2016**

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	<b>2017</b>	<b>2016</b>
<i>(in thousands)</i>		
Net revenues	\$ 465,202	\$ 461,699
<b>Less</b>		
Cost of revenues	366,754	359,712
Selling, general and administrative expense	18,664	16,593
Unrealized gain on natural gas futures	(753)	(3,783)
Interest income, net	(45)	(6)
Other expense, net (Note 6)	<u>1,056</u>	<u>1,868</u>
Net income	79,526	87,315
Net income attributable to noncontrolling interest	<u>8,480</u>	<u>8,817</u>
Net income attributable to Tata Chemicals (Soda Ash) Partners and Subsidiaries	<u>\$ 71,046</u>	<u>\$ 78,498</u>

See notes to consolidated financial statements.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**Years Ended March 31, 2017 and 2016**

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	<b>2017</b>	<b>2016</b>
<i>(in thousands)</i>		
Net income	\$ 79,526	\$ 87,315
Other comprehensive income:		
Defined benefit plan adjustments	<u>9,805</u>	<u>2,735</u>
Comprehensive income	89,331	90,050
Less: Comprehensive income attributable to the noncontrolling interest	<u>8,480</u>	<u>8,817</u>
Comprehensive income attributable to Tata Chemicals (Soda Ash) Partners and Subsidiaries	<u>\$ 80,851</u>	<u>\$ 81,233</u>

See notes to consolidated financial statements.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Consolidated Balance Sheets**  
**March 31, 2017 and 2016**

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	2017	2016
<i>(in thousands)</i>		
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 14,401	\$ 8,920
Receivables, net of allowance for doubtful accounts of \$457 and \$190	75,985	80,724
Receivables due from related party (Note 14)	10,512	124,442
Inventories	16,275	16,752
Prepaid royalties and other current assets	<u>14,942</u>	<u>18,289</u>
Total current assets	132,115	249,127
Property, plant and equipment, net	175,144	148,496
Other assets	<u>11,006</u>	<u>9,951</u>
Total assets	<u>\$ 318,265</u>	<u>\$ 407,574</u>
<b>Liabilities and Partners' Capital</b>		
Current liabilities		
Accounts payable	\$ 36,037	\$ 32,504
Accrued liabilities	<u>19,112</u>	<u>19,640</u>
Total current liabilities	55,149	52,144
Long-term liabilities	<u>98,739</u>	<u>102,884</u>
Total liabilities	153,888	155,028
Commitments and contingencies (Note 12)		
Partners' capital	<u>164,377</u>	<u>252,546</u>
Total liabilities and partners' capital	<u>\$ 318,265</u>	<u>\$ 407,574</u>

See notes to consolidated financial statements.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**Years Ended March 31, 2017 and 2016**

	2017	2016
<i>(in thousands)</i>		
<b>Cash flows from operating activities</b>		
Net income	\$ 79,526	\$ 87,315
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	16,217	14,763
Bad debt expense	267	-
Loss on sale of assets	158	273
Accretion of asset retirement obligation	965	828
Other expense - joint venture	549	1,981
Unrealized gain on natural gas futures	(753)	(3,783)
Changes in assets and liabilities		
Decrease in receivables	4,472	17,555
(Increase) in receivable due from related party	(90)	(11,481)
Decrease (increase) in inventories	477	(5,540)
Decrease (increase) in prepaid royalties and other current assets	3,347	(3,076)
(Increase) decrease in other assets	(1,055)	457
(Decrease) in accounts payable	(1,958)	(2,731)
Increase (decrease) in accrued liabilities	44	(1,718)
Increase in long-term liabilities	4,944	6,046
Net cash provided by operating activities	<u>107,110</u>	<u>100,889</u>
<b>Cash flows used in investing activities</b>		
Capital expenditures	(37,604)	(31,529)
Additional contributions to joint venture (Note 6)	<u>(534)</u>	<u>(1,084)</u>
Net cash used in investing activities	<u>(38,138)</u>	<u>(32,613)</u>
<b>Cash flows used in financing activities</b>		
Repayments of capital lease obligations	(11)	(11)
Dividends	(55,000)	(70,000)
Cash distributions to noncontrolling interest	<u>(8,480)</u>	<u>(8,817)</u>
Net cash used in financing activities	<u>(63,491)</u>	<u>(78,828)</u>
Net change in cash and cash equivalents	5,481	(10,552)
<b>Cash and cash equivalents</b>		
Beginning of year	<u>8,920</u>	<u>19,472</u>
End of year	<u>\$ 14,401</u>	<u>\$ 8,920</u>
<b>Non-cash investing activities</b>		
Accounts payable and accrued liabilities incurred to acquire property and equipment	\$ 10,785	\$ 5,366
Accrued liability related to Natronx railcar leases (Note 6)	\$ (58)	\$ 897
Issuance of a dividend in lieu of repayment of related party receivable	\$ 114,020	\$ -

See notes to consolidated financial statements.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Consolidated Statements of Changes in Partners' Capital**  
**Years Ended March 31, 2017 and 2016**

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<i>(in thousands)</i>	<b>Individual Partners' Capital Accounts</b>		<b>Noncontrolling</b>	<b>Total</b>
	<b>TCNA</b>	<b>Andover</b>	<b>Interest</b>	
<b>Partners' capital, April 1, 2015</b>	\$ 181,121	\$ 60,192	\$ -	\$ 241,313
Net income	58,874	19,624	8,817	87,315
Dividends	(52,500)	(17,500)	-	(70,000)
Distribution to noncontrolling interest	-	-	(8,817)	(8,817)
Other comprehensive income	<u>2,051</u>	<u>684</u>	<u>-</u>	<u>2,735</u>
<b>Partners' capital, March 31, 2016</b>	189,546	63,000	-	252,546
Net income	53,284	17,762	8,480	79,526
Dividends	(126,765)	(42,255)	-	(169,020)
Distribution to noncontrolling interest	-	-	(8,480)	(8,480)
Other comprehensive income	<u>7,354</u>	<u>2,451</u>	<u>-</u>	<u>9,805</u>
<b>Partners' capital, March 31, 2017</b>	<u>\$ 123,419</u>	<u>\$ 40,958</u>	<u>\$ -</u>	<u>\$ 164,377</u>

See notes to consolidated financial statements.

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

#### 1. Basis of Presentation

##### Description of Business

Tata Chemicals (Soda Ash) Partners and its subsidiaries (collectively, "TCSAP " or the "Partnership" or the "Company") operates a facility in Green River, Wyoming for the purpose of mining and processing trona ore and selling the resulting finished product (soda ash). TCSAP supplies soda ash to a broad range of industrial customers primarily in the glass production, sodium-based chemicals, detergents, pulp and paper, and water treatment markets. TCSAP is a subsidiary of Tata Chemicals (Soda Ash) Partners Holdings and Subsidiaries ("TCSAP Holdings"). TCSAP Holdings is a partnership of which 75% is owned by Tata Chemicals North America Inc. and Subsidiaries ("TCNA") and 25% is owned by Andover Group, Inc., an indirect, wholly owned subsidiary of Owens-Illinois.

For the purposes of these consolidated financial statements, fiscal 2017 is defined as the year ended March 31, 2017 and fiscal 2016 is defined as the year ended March 31, 2016.

#### 2. Summary of Significant Accounting Policies

##### Basis of Consolidation

The accompanying consolidated financial statements reflect the results of operations and financial position of the Company, including one separate sub-partnership, ALCAD. Both the Partnership and Church & Dwight Co., Inc. ("C&D") each have a 50% interest in Alcad. The consolidated financial statements include the accounts of the Partnership and of this sub-partnership. The Partnership consolidates this sub-partnership as they have the ability to exercise control over the most significant activities of ALCAD, and thus have concluded they are the primary beneficiary of this variable interest entity (see Note 13). The portion of the sub-partnership that is not owned is reflected as noncontrolling interest in the accompanying consolidated financial statements. All intercompany balances and transactions have been eliminated.

##### Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the useful lives of assets, assumptions related to pension and postretirement obligations, cash flow estimates used to test recoverability of assets and the estimated asset retirement obligation. Actual results could differ from those estimates.

##### Receivables and Allowance for Doubtful Accounts

Accounts receivable are recorded at the invoiced amount and do not bear interest. Management reviews a customer's credit history before extending credit. The Company records a provision for estimated losses based upon the inability of its customers to make required payments using historical experience and periodically adjusts these provisions to reflect actual experience. Additionally, the Company will establish a specific allowance for doubtful accounts when it becomes aware of a specific customer's inability or unwillingness to meet its financial obligations (e.g., bankruptcy filing).

##### Income Taxes

The consolidated financial statements contain no provision or liability for income taxes because the results of the Partnership's operations are includable in the taxable income of its partners.

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

#### **Fair Value of Financial Instruments**

The estimated fair value of the Partnership's receivables, accounts payable and accrued liabilities approximate their carrying value due to the short-term nature of the instruments.

#### **Derivative Financial Instruments**

Derivative financial instruments are used to mitigate natural gas purchase price exposure. All contracts are marked-to-market and realized changes in value are recognized within cost of revenues in the period incurred. The Partnership does not hold or issue derivative instruments for trading purposes.

#### **Royalties**

Trona reserves are mined pursuant to lease arrangements with various land owners. Such arrangements generally provide for royalty payments based on the selling price of soda ash. Royalties are included as a component of cost of revenues.

#### **Cash and Cash Equivalents**

The Partnership's cash and cash equivalents include cash and short-term highly liquid investments with an original maturity of three months or less. The Partnership maintains cash and cash equivalents in bank deposit and money market accounts that may exceed federally insured limits. The financial institutions where the Partnership's cash and cash equivalents are held are generally highly rated. The Company has not experienced any losses in such accounts and believes it is not exposed to significant credit risk.

#### **Inventory**

Inventory is stated at the lower of cost or market, with cost being determined using the average cost method. Production inventory costs include material, labor, and factory overhead. The Partnership provides inventory allowances based on excess and obsolete inventories determined primarily by future demand forecasts.

#### **Property, Plant and Equipment**

Certain property, plant and equipment are carried at cost and are depreciated using the straight-line method, using estimated lives which range from 2 to 50 years. Mines and machinery and equipment are depreciated using the units-of-production method. Maintenance and repair costs are charged to expense as incurred. Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts and a resulting gain or loss is reported as income or expense.

#### **Impairment of Long-Lived Assets**

Management periodically evaluates the need to recognize impairment losses relating to long-lived assets in accordance with FASB ASC Topic 360, *Property, Plant and Equipment*. Long-lived assets are evaluated for recoverability whenever events or changes in circumstances indicate that an asset may have been impaired. In evaluating an asset for recoverability, the Partnership estimates the future undiscounted cash flows expected to result from the use of the asset and eventual disposition. If the sum of the expected future cash flows is less than the carrying amount of the asset, management writes the asset down to fair value and records impairment charges, accordingly. The estimation of fair value is measured by discounting expected future cash flows. The recoverability assessment related to long-lived assets requires judgments and estimates of future revenues, gross margin rates and operating expenses. The Partnership bases these estimates upon its past and expected future performance. The Partnership believes its estimates are appropriate in light of current market conditions. However, future impairment charges could be required for certain long-lived assets if the Partnership does not achieve its current revenue or cash flow projections.

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

#### **Asset Retirement Obligations**

The Partnership provides for the expected costs to be incurred for the eventual reclamation of properties pursuant to local law. Reclamation costs are being accrued in accordance with FASB ASC 410, *Asset Retirement and Environmental Obligations*. The Partnership accounts for its land reclamation liability as an asset retirement obligation, which requires that obligations associated with the retirement of a tangible long-lived asset be recorded as a liability when those obligations are incurred, with the amount of the liability initially measured at fair value. Upon initially recognizing a liability for an asset retirement obligation, an entity must capitalize the cost by recognizing an increase in the carrying amount of the related long-lived asset. Over time, the liability is accreted to its future value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement.

#### **Revenue Recognition**

The Partnership recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is reasonably assured. Delivery has occurred when title and risk of loss has passed to the customer consistent with the related shipping terms, generally at the time products are shipped. Included in net revenues and cost of revenues are related shipping and handling fees and costs.

#### **Employee Medical Benefits**

The Partnership is self-insured for expenses relating to employee medical benefits. All employees have an option to participate in the Partnership's self-funded comprehensive medical care benefits program. The cost of medical care is paid out of employee and employer contributions. The Partnership has purchased stop-loss coverage in order to limit its exposure to any significant individual medical claims. Self-insured medical costs are accrued based upon actuarial assumptions and the Partnership's historical experience.

#### **Environmental Matters**

The Partnership is subject to extensive federal, state, and local environmental laws and regulations. These laws, which change frequently, regulate or propose to regulate the discharge of materials into the environment and may require the Partnership to remove or mitigate the environmental effects of the disposal or release of such substances. Environmental expenditures, which can include fines, penalties and certain corrective actions are expensed or capitalized depending on their future economic benefit. Expenditures that relate to an existing condition caused by past operations and that have no future economic benefits are expensed. Liabilities for expenditures are recorded when environmental assessment and/or remediation is probable, and the costs can be reasonably estimated.

#### **Noncontrolling Interest**

The Partnership accounts for the noncontrolling interest in ALCAD under FASB ASC 810, *Consolidation*, which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This guidance clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This guidance also requires presentation on the face of the consolidated statement of income of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest, resulting in an increase to consolidated net income.

#### **Recent Accounting Pronouncements**

In May 2014, the FASB issued ASU No. 2014-09 ("ASU 2014-09"), *Revenue from Contracts with Customers* (Topic 606). This ASU supersedes the revenue recognition requirements in "Revenue

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

Recognition (Topic 605),” and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The provisions of ASU 2014-09 are effective for annual periods beginning after December 15, 2018, including interim periods within that reporting period and are to be applied retrospectively; early application is not permitted. We are currently evaluating the effect that this ASU will have on our consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, *Consolidation (Topic 810)*. This ASU amends the guidance related to an entity’s evaluation of whether they should consolidate certain legal entities. All legal entities are subject to reevaluation under the revised consolidation model. Specifically, the amendments (1) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities; (2) eliminate the presumption that a general partner should consolidate a limited partnership; (3) affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; (4) provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. The amendments are effective for fiscal years beginning after December 15, 2016, and for interim periods within fiscal years beginning after December 15, 2017. Early adoption, including adoption in an interim period, is permitted. The adoption of ASU No. 2015-02 is not expected to have a material effect on our consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, *Simplifying the Measurement of Inventory* (“ASU 2015-11”). ASU 2015-11 simplifies the subsequent measurement of inventory by requiring entities to remeasure inventory at the lower of cost and net realizable value, which is defined as the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This ASU does not apply to inventory measured using the Last-in, First-out or retail inventory method. This ASU is effective for annual periods beginning after December 15, 2016 and interim periods within annual periods beginning after December 15, 2017. The adoption of ASU No. 2015-02 is not expected to have a material effect on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases* (“ASU 2016-02”) which includes a lessee accounting model that recognizes two types of leases - finance leases and operating leases. The standard requires that a lessee recognize on the balance sheet assets and liabilities for leases with lease terms of more than 12 months. The recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee will depend on its classification as finance or operating lease. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. We are currently evaluating the effect that this ASU will have on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* (“ASU 2016-08”), that clarifies that an entity is a principal when it controls the specified good or service before that good or service is transferred to the customer, and is an agent when it does not control the specified good or service before it is transferred to the customer. The effective date for this Update is the same as the effective date of Update 2014-09 (Revenue from Contracts with Customers (Topic 606)). Accounting Standards Update No. 2015-14 (Revenue from Contracts with Customers (Topic 606): Deferral of Effective

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

Date) deferred the effective date of Update 2014-09 to annual periods beginning after December 15, 2018 and interim periods in the following fiscal year. Early adoption is permitted only as of the interim and annual reporting periods beginning after December 15, 2017. We are currently evaluating the effect that this ASU will have on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which requires that entities use a current expected credit loss model which is a new impairment model based on expected losses rather than incurred losses. Under this model, an entity would recognize an impairment allowance equal to its current estimate of all contractual cash flows that the entity does not expect to collect from financial assets measured at amortized cost. The entity's estimate would consider relevant information about past events, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2020. We do not expect the adoption of ASU 2016-13 to have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* (“ASU 2016-15”) which provides guidance intended to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. ASU 2016-15 is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019 with early adoption permitted. We have not yet determined the impact, if any, that ASU 2016-15 will have on our consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash* (“ASU 2016-18”), which requires that the reconciliation of the beginning-of-period and end-of-period amounts shown in the statement of cash flows include restricted cash and restricted cash equivalents. ASU 2016-18 does not define restricted cash or restricted cash equivalents, but an entity will need to disclose the nature of the restrictions. ASU 2016-18 is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019 with early adoption permitted. We do not expect the adoption of ASU 2016-18 to have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805): Clarifying the Definition of a Business* (“ASU 2017-01”), which clarifies the definition of a business with the objective of adding guidance to assist companies and other reporting organizations with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. ASU 2017-01 is effective for annual periods beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. The impact, if any, that ASU 2017-01 will have on our consolidated financial statements will depend on the nature of future acquisitions of assets or businesses.

In March 2017, the FASB issued ASU 2017-07, *Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*. The new guidance requires companies with sponsored defined benefit pension and/or other postretirement benefit plans to present the service cost component of net periodic benefit cost in the same income statement line item as other compensation costs. The other components of net periodic benefit cost will be presented separately and not included in operating income. In addition, only service costs are eligible to be capitalized as an asset. The standard will be effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019, and the guidance will generally be applied retroactively, whereas the capitalization of the

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**Years Ended March 31, 2017 and 2016**

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(in thousands)

service cost component will be applied prospectively. Early adoption is permitted with all of the amendments adopted in the same period. If an entity early adopts the guidance in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. We have not yet determined the impact, if any, that ASU 2017-17 will have on our consolidated financial statements.

**3. Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in a principal or most advantageous market. The Partnership makes certain assumptions it believes that market participants would use in pricing assets or liabilities, including assumptions about risk, and the risks inherent in the inputs to valuation techniques. Credit risk of the Partnership and its counterparties is incorporated in the valuation of assets and liabilities through the use of credit reserves, the impact of which is immaterial for the years ended March 31, 2017 and 2016. The Partnership believes it uses valuation techniques that maximize the use of observable market-based inputs and minimize the use of unobservable inputs.

The Partnership uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, in periods subsequent to their initial measurement. These tiers include: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and Level 3, defined as unobservable inputs that are not corroborated by market data.

The Partnership's financial assets and liabilities recorded at fair value on a recurring basis include derivative instruments. The Company's derivative assets and liabilities include commodity futures contracts.

The following table presents the fair values for those assets and liabilities measured on a recurring basis as of March 31, 2017:

	<b>Fair Value Measurements</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Assets—cash and cash equivalents	\$ 14,401	\$ -	\$ 14,401
Total	<u>\$ 14,401</u>	<u>\$ -</u>	<u>\$ 14,401</u>
Liabilities—natural gas futures	\$ -	\$ 391	\$ 391
Total	<u>\$ -</u>	<u>\$ 391</u>	<u>\$ 391</u>

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**Years Ended March 31, 2017 and 2016**

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(in thousands)

The following table presents the fair values for those assets and liabilities measured on a recurring basis as of March 31, 2016:

	<b>Fair Value Measurements</b>		
	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Assets:			
Cash and cash equivalents	\$ 8,920	\$ -	\$ 8,920
Total	<u>\$ 8,920</u>	<u>\$ -</u>	<u>\$ 8,920</u>
Liabilities:			
Natural gas futures	\$ -	\$ 1,144	\$ 1,144
Total	<u>\$ -</u>	<u>\$ 1,144</u>	<u>\$ 1,144</u>

**Cash and Cash Equivalents**

Cash equivalents include investments with maturities of three months or less when purchased. The cash equivalents shown in the fair value table are comprised of investments in money market funds. The fair values of the shares of these funds are based on observable market prices and, therefore, have been categorized as Level 1 in the fair value hierarchy.

**Commodity Futures Contracts**

The inputs used in valuing natural gas futures are other than quoted prices in active markets that are either directly or indirectly observable over the terms of the instruments the Partnership holds, and accordingly, the Partnership classifies these net derivative liabilities as Level 2.

**4. Inventories**

The components of inventories as of March 31, 2017 and 2016 are comprised of the following:

	<b>2017</b>	<b>2016</b>
Raw material	\$ 8,515	\$ 8,461
Work in process	100	100
Finished products	<u>7,660</u>	<u>8,191</u>
	<u>\$ 16,275</u>	<u>\$ 16,752</u>

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

**5. Property, Plant and Equipment**

Property, plant and equipment as of March 31, 2017 and 2016 are comprised of the following:

	<b>2017</b>	<b>2016</b>
Land and improvements	\$ 53,909	\$ 53,539
Machinery and equipment	303,354	308,034
Buildings and leasehold improvements	49,683	49,316
Mines and quarries	28,753	28,879
Construction in progress	<u>18,122</u>	<u>12,540</u>
	453,821	452,308
Less: accumulated depreciation	<u>278,676</u>	<u>303,812</u>
	<u>\$ 175,145</u>	<u>\$ 148,496</u>

For the years ended March 31, 2017 and 2016, the Partnership recognized \$16,217 and \$14,763 of depreciation expense, respectively.

**6. Investment in Joint Venture**

Effective August 23, 2011, the Partnership, together with Tronox Corporation and Church and Dwight Co. Inc., has a one-third partnership interest in Natronx Technologies, LLC ("Natronx"). Natronx was formed for the development, commercialization, production, marketing, sale or distribution of dry injection sodium products for dry injection acid gas scrubbing markets. The Partnership accounts for Natronx under the equity method. Natronx started business during the third quarter 2012. The Partnership recorded a \$19,905 impairment charge associated with this investment during the year ended March 31, 2015 due to significant uncertainty surrounding the completion of the manufacturing facility and an estimated decrease in future market demand. The Board of Directors of Natronx approved the termination of the Natronx business operations in March 2016 and Natronx exited the business during the second quarter of 2017. During 2017 and 2016, the Partnership has recorded additional contributions of \$606 and \$1,084, respectively. During 2016, the Partnership also recorded a rail car lease liability of \$897 to other expense-net in the income statement. During 2017, the Partnership made payments of \$145 and adjustments to the liability of \$(57), which were recorded to other expense-net in the income statement. As of March 31, 2017 and 2016 the rail car lease liability is \$695 and \$897, respectively. The rail car lease liability represents the Company's share of rail car lease cost beyond the exit date of the business. As of March 31, 2017 and 2016, the investment in Natronx is valued at \$0.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

**7. Accrued Liabilities**

Accrued liabilities as of March 31, 2017 and 2016 are comprised of the following:

	<b>2017</b>	<b>2016</b>
Wages, salaries and benefits	\$ 6,349	\$ 5,947
Property, production and other taxes	8,723	8,709
Natural gas futures	391	1,144
Other	<u>3,649</u>	<u>3,840</u>
	<u>\$ 19,112</u>	<u>\$ 19,640</u>

**8. Commodity Futures Contracts**

The Partnership enters into commodity futures contracts related to forecasted natural gas requirements that are used in the manufacturing process of its products, the objectives of which are to limit the effects of fluctuations in the future market price paid for natural gas and the related volatility in cash flows. The maturities of the contracts are timed to coincide with the expected usage requirement over that period.

For the years ended March 31, 2017 and 2016, the Partnership reported a gain of \$753 and \$3,783, respectively, in the consolidated statements of income. Liabilities associated with the commodity futures contracts of \$391 and \$1,144 are included within accrued liabilities in the balance sheets at March 31, 2017 and 2016, respectively. The notional amounts of the natural gas futures are \$15,518 expiring in December 2019.

**9. Long-Term Liabilities**

Long-term liabilities as of March 31, 2017 and 2016 are comprised of the following:

	<b>2017</b>	<b>2016</b>
Accrued other postretirement benefits	\$ 27,951	\$ 28,974
Accrued pension obligations	43,656	46,905
Asset retirement obligation	21,788	20,823
Accrued other	<u>5,344</u>	<u>6,182</u>
	<u>\$ 98,739</u>	<u>\$ 102,884</u>

**10. Pension Plans and Other Postretirement Benefits**

The Partnership maintains two defined benefit pension plans covering substantially all employees. All participating employees' annual postretirement pension benefits are determined by the employee's credited service and final average annual earnings with the Partnership. The Partnership's pension liability is reduced by benefits previously earned under the Tata Chemicals Corporation Salaried and Hourly Employees' Pension Plans, prior to July 1, 1992, and January 1, 1994, respectively. The Partnership's funding policy for both plans is to annually contribute the statutorily required minimum amount actuarially determined. The vesting requirement is five years. The Partnership also maintains

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several plans providing other postretirement benefits covering substantially all hourly and certain salaried employees. The Partnership funds these benefits on a pay-as-you-go basis. The accumulated benefit obligation for all defined benefit plans was \$158,185 and \$154,923 as of March 31, 2017 and 2016, respectively.

The Partnership recorded adjustments to other comprehensive income of \$9,805 and \$2,735 for the years ended March 31, 2017 and 2016, respectively.

	Pension Benefits		Other Postretirement Benefits	
	2017	2016	2017	2016
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 4,891	\$ 4,985	\$ 400	\$ 413
Interest cost	7,019	6,761	1,224	1,195
Expected return on plan assets	(7,848)	(7,560)	-	-
Prior service (credit) cost	111	(156)	145	145
Net loss	3,134	4,107	212	248
Net periodic benefit cost	\$ 7,307	\$ 8,137	\$ 1,981	\$ 2,001
<b>Change in benefit obligation</b>				
Benefit obligation - beginning of year	\$ 166,304	\$ 167,761	\$ 30,077	\$ 31,258
Service cost	4,891	4,985	400	413
Interest cost	7,019	6,760	1,224	1,195
Plan amendments	930	-	-	-
Actuarial loss (gain)	(3,536)	(7,568)	(1,014)	(983)
Benefits paid	(6,170)	(5,634)	(1,649)	(1,806)
Retiree drug subsidy	-	-	135	-
Benefit obligation - end of year	\$ 169,438	\$ 166,304	\$ 29,173	\$ 30,077
<b>Change in plan assets</b>				
Fair value of assets - beginning of year	\$ 119,399	\$ 125,413	\$ -	\$ -
Actual return on plan assets	10,430	(2,600)	-	-
Employer contributions	2,123	2,220	1,649	1,806
Benefits paid	(6,170)	(5,634)	(1,649)	(1,806)
Fair value of assets - end of year	\$ 125,782	\$ 119,399	\$ -	\$ -
<b>Reconciliation of funded status</b>				
Funded status	\$ (43,656)	\$ (46,905)	\$ (29,173)	\$ (30,077)
Net liability amount recognized	\$ (43,656)	\$ (46,905)	\$ (29,173)	\$ (30,077)

The estimated net actuarial (gain)/loss, prior service cost/(credit), and transition (asset)/obligation for the pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost for the year ended March 31, 2018 are \$2,600, \$174, and \$0, respectively.

The estimated net actuarial (gain)/loss, prior service cost/(credit), and transition (asset)/obligation for the postretirement plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost for the year ended March 31, 2018 are \$156, \$71, and \$0, respectively.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

The amounts recognized in partners' capital accounts as of March 31, 2017 and 2016 are summarized below:

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Prior service cost (credit)	\$ 1,386	\$ 567	\$ 80	\$ 225
Net actuarial (gain) loss	<u>49,257</u>	<u>58,510</u>	<u>5,172</u>	<u>6,398</u>
Total	<u>\$ 50,643</u>	<u>\$ 59,077</u>	<u>\$ 5,252</u>	<u>\$ 6,623</u>

The amounts recognized in other comprehensive income during the years ended March 31, 2017 and 2016 are summarized below:

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Net actuarial loss (gain)	\$ (6,119)	\$ 2,592	\$ (1,014)	\$ (983)
Prior service cost (credit)	930	-	-	-
Reversal of amortization item:				
Net actuarial gain (loss)	(3,134)	(4,107)	(212)	(248)
Prior service credit (cost)	<u>(111)</u>	<u>156</u>	<u>(145)</u>	<u>(145)</u>
Total recognized in other comprehensive income (loss)	<u>\$ (8,434)</u>	<u>\$ (1,359)</u>	<u>\$ (1,371)</u>	<u>\$ (1,376)</u>

The amounts recognized in the consolidated balance sheets as of March 31, 2017 and 2016 are summarized below:

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Current liabilities	\$ -	\$ -	\$ (1,222)	\$ (1,103)
Noncurrent liabilities	<u>(43,656)</u>	<u>(46,905)</u>	<u>(27,951)</u>	<u>(28,974)</u>
Net liability at end of year	<u>\$ (43,656)</u>	<u>\$ (46,905)</u>	<u>\$ (29,173)</u>	<u>\$ (30,077)</u>

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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**Assumptions**

The weighted-average assumptions used to determine the benefit obligation for the years ended March 31, 2017 and 2016 were as follows:

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Discount rate	4.34 %	4.30 %	4.25 %	4.18 %
Rate of compensation increase	4.5%–9.0%	4.5%–9.0%	N/A	N/A

The weighted-average assumptions used to determine net periodic benefit cost for the years ended March 31, 2017 and 2016 were as follows:

	<b>Pension Benefits</b>		<b>Other Postretirement Benefits</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Discount rate	4.30 %	4.12 %	4.18 %	4.01 %
Expected long-term return on plan assets	6.50 %	6.50 %	N/A	N/A
Rate of compensation increase	4.5%–9.0%	4.5%–9.0%	N/A	N/A

The discount rate for each plan is determined by discounting the plan's expected future benefit payments using a yield curve developed from high quality bonds as of the measurement date. The yield curve calculation matches the notional cash inflows or hypothetical bond portfolio with the expected benefit payments to arrive at an effective rate by plan.

To determine the expected long-term rate of return on plan assets, the Partnership considers the current and expected asset allocation, as well as historical and expected returns on each plan asset class.

Assumed health care costs trend rates as of March 31, 2017 and 2016 are as follows:

	<b>2017</b>	<b>2016</b>
Health care cost trend rate assumed for next year	7.75 %	8.00%/7.50%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5.0 %	5.0 %
Year that the rate reaches the ultimate trend rate	2027	2027/2025

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	<b>One- Percentage Point Increase</b>	<b>One- Percentage Point Decrease</b>
Effect on total of service and interest cost	\$ 9	\$ (11)
Effect on postretirement benefit obligation	161	(205)

The date used to measure plan assets and liabilities was March 31, 2017 and 2016, for all plans. Pension plan assets are invested primarily in stocks, bonds, short-term securities, and cash equivalents.

**Plan Assets**

The assets of the Partnership's defined benefit pension plans are managed on a commingled basis in a master trust. The investment policy and allocation of the assets in the master trust were approved by the Partnership's investment committee, which has oversight responsibility for the Partnership's retirement plans.

The following details the asset categories including allocations for the pension plan as of March 31, 2017 and 2016:

<b>Asset Category</b>	<b>2017</b>		<b>2016</b>	
	<b>Actual Allocation</b>	<b>Target Allocation</b>	<b>Actual Allocation</b>	<b>Target Allocation</b>
Equity securities	51 %	51 %	52 %	51 %
Debt securities	44 %	45 %	44 %	45 %
Other	5 %	4 %	4 %	4 %

The pension fund assets are invested in accordance with the statement of investment policies and procedures adopted by the Partnership, which are reviewed annually. Pension fund assets are invested on a going-concern basis with the primary objective of providing reasonable rates of return consistent with available market opportunities, a quality standard of investment, and moderate levels of risk. The expected rate of return is expected to be 6.5% over rolling ten-year periods. This expected rate of return is estimated upon an analysis of historical returns with consideration for the current economic environment.

**Contributions**

The Partnership expects to contribute \$2,677 to its pension plan and \$1,222 to its other postretirement benefit plan for the year ending March 31, 2018.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

**Estimated Future Benefit Payments**

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

	<b>Pension Benefits</b>	<b>Other Benefits</b>
<b>Years ending March 31,</b>		
2018	\$ 6,488	\$ 1,222
2019	6,983	1,345
2020	7,539	1,389
2021	8,080	1,408
2022	8,590	1,718
2023–2027	49,315	8,921

**Fair Values**

The fair values of the Partnership's plan assets as of March 31, 2017, by asset category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Asset category:</b>				
Cash and cash equivalents	\$ 150	532	\$ -	\$ 682
Fixed income securities	11,280	44,412	-	55,692
Equity securities	-	64,012	-	64,012
Futures contracts	8	-	-	8
Real estate	-	5,054	-	5,054
Private equity	-	-	334	334
<b>Total</b>	<u>\$ 11,438</u>	<u>\$ 114,010</u>	<u>\$ 334</u>	<u>\$ 125,782</u>

The following table provides further details of Level 3 fair value measurements:

	<b><u>Private Equity</u></b>
Beginning balance - April 1, 2016	\$ 441
Total realized/unrealized gains (losses)	(13)
Purchases, sales and settlements	<u>(94)</u>
Ending balance - March 31, 2017	<u>\$ 334</u>

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(in thousands)

The fair values of the Partnership's plan assets as of March 31, 2016, by asset category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Asset Category:</b>				
Cash and cash equivalents	\$ 148	\$ 24	\$ -	\$ 172
Fixed income securities	12,093	40,230	-	52,323
Equity securities	-	61,625	-	61,625
Futures contracts	(12)	-	-	(12)
Real estate	-	4,850	-	4,850
Private equity	-	-	441	441
Total	<u>\$ 12,229</u>	<u>\$ 106,729</u>	<u>\$ 441</u>	<u>\$ 119,399</u>

The following table provides further details of Level 3 fair value measurements:

	<u>Private Equity</u>
Beginning balance - April 1, 2015	\$ 706
Total realized/unrealized gains (losses)	(159)
Purchases, sales and settlements	<u>(106)</u>
Ending balance - March 31, 2016	<u>\$ 441</u>

**Valuation**

Cash and cash equivalents are held in a commingled fund.

Fixed income securities are primarily valued using a market approach utilizing various underlying pricing sources and methodologies.

Equity securities, exchange traded equity funds and real estate are valued using a market approach based on quoted market prices for individual instruments.

Private equity investments for which readily determinable prices do not exist are valued using either the market or income approach by the General Partner. In establishing the estimated fair value the following are taken into consideration: a reasonable time for liquidation of the investment, the financial condition and operating results of the underlying portfolio company, the nature of the investment, restriction on marketability, market conditions and other factors the General Partner deems appropriate.

**Other Defined Contribution Plans**

The Partnership also sponsors defined contribution retirement savings plans. Participation in one of these plans is available to substantially all represented and non-represented employees. The Partnership matches employee contributions up to certain predefined limits for non-represented employees based upon eligible compensation and the employee's contribution rate. The Partnership's contribution to these plans was \$423 and \$365 for the years ended March 31, 2017 and 2016, respectively.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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(in thousands)

**11. Asset Retirement Obligation**

The Partnership provides for the expected costs to be incurred for the eventual reclamation of mining properties pursuant to local law. Included in long-term liabilities as of March 31, 2017 and 2016 was \$21,788 and \$20,823, respectively, related to these asset retirement obligations. The changes in the carrying amounts of the asset retirement obligations which are included in long term liabilities for the years ending March 31, 2017 and 2016 are as follows:

	<b>2017</b>	<b>2016</b>
Balance - beginning of year	\$ 20,823	\$ 16,353
Additions	-	3,642
Accretion expense	<u>965</u>	<u>828</u>
Balance - end of year	<u>\$ 21,788</u>	<u>\$ 20,823</u>

**12. Commitments and Contingencies**

The Partnership has capital and operating leases that expire on various dates through 2023. Minimum annual rental commitments for such leases as of March 31, 2017 are as follows:

	<b>Capital Leases</b>	<b>Operating Leases</b>
<b>Years ending March 31,</b>		
2018	\$ 12	\$ 10,935
2019	5	5,827
2020	-	2,723
2021	-	1,171
2022	-	911
Thereafter	<u>-</u>	<u>146</u>
Total minimum payments	17	<u>\$ 21,713</u>
Less amount representing interest (interest imputed at a rate of 3.25%)	<u>-</u>	
Present value of minimum capital lease payments	17	
Less current portion of capital lease obligation	<u>(12)</u>	
Capital lease obligation, less current portion	<u>\$ 5</u>	

Total rent expense for the years ended March 31, 2017 and 2016 was \$14,023 and \$14,464, respectively.

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(in thousands)

The Partnership is involved in certain claims, litigation, administrative proceedings and investigations relative to environmental and other matters. Although the amount of any ultimate liability which could arise with respect to these matters cannot be accurately predicted, it is the opinion of management, based upon currently available information and the accruals established that any such liability will not have a material adverse effect on the Partnership's financial condition, results of operations or cash flows.

**13. Variable Interest Entities (VIES)**

The consolidated financial statements include a variable interest entity ("VIE"), ALCAD, for which the Partnership or its subsidiary is the primary beneficiary.

ALCAD is an equally-owned joint venture between the Partnership and Church & Dwight, Inc. ("C&D") (collectively, the "Partners"). The significant activities of ALCAD include (a) managing trona reserves contributed to it by the Partners, (b) extraction of trona for conversion into soda ash (which ALCAD has outsourced to the Partnership) and (c) distribution of soda ash (which ALCAD has agreed to provide solely to C&D). The Partnership was determined to be the primary beneficiary of ALCAD as it has control over the most significant activities of ALCAD which have been determined to be the managing of the trona reserves and extraction of trona and ultimate conversion to soda ash. The Partnership has the obligation to absorb losses and the right to receive benefits from ALCAD that could be significant to ALCAD.

During the years ended March 31, 2017 and 2016, this VIE earned income of \$16,960 and \$17,633, respectively, under the contractual arrangements with the Partnership, 50% of which was recorded as net income attributable to noncontrolling interests in the consolidated statements of operations.

The liabilities recognized as a result of consolidating the VIEs do not necessarily represent additional claims on the general assets of the Partnership outside of the VIEs; rather, they represent claims against the specific assets of the consolidated VIEs. Conversely, assets recognized as a result of consolidating the VIE do not necessarily represent additional assets that could be used to satisfy claims against the Partnership's general assets. There are no restrictions on the VIE assets that are reported in the Partnership's general assets. The total consolidated VIE assets and liabilities reflected in the Partnership's consolidated balance sheets are as follows:

	<b>2017</b>	<b>2016</b>
Accounts Receivable	<u>\$ 5,962</u>	<u>\$ 5,905</u>
Total Assets	<u>\$ 5,962</u>	<u>\$ 5,905</u>
Minority Interest Payable	<u>\$ 666</u>	<u>\$ 672</u>
Total Liabilities	<u>\$ 666</u>	<u>\$ 672</u>

The total accounts receivable of \$5,962 and \$5,905 are recorded in Receivables as of March 31, 2017 and 2016, respectively. The Minority Interest Payable of \$666 and \$672 are recorded in Accrued Liabilities as of March 31, 2017 and 2016, respectively.

# Tata Chemicals (Soda Ash) Partners and Subsidiaries

## Notes to Consolidated Financial Statements

### Years Ended March 31, 2017 and 2016

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(in thousands)

#### 14. Related-Party Transactions

##### Service Agreement

The Partnership has a service agreement under which Tata Chemicals North America Inc. ("TCNA"), the controlling partner, provides certain management and administrative services to the Partnership. The cost of such services allocated to the Partnership for the years ended March 31, 2017 and 2016 was \$10,043 and \$10,524, respectively and accounts payable at March 31, 2017 and 2016 amounted to \$1,091 and \$2,748, respectively.

##### Soda Ash Supply Agreement

The Partnership has soda ash supply agreements with Owens-Illinois Inc. and its affiliates ("O-I"). These agreements set forth the terms and conditions for the Partnership to supply O-I with soda ash, at established market rates, over the life of the partnership agreement. These agreements, include no specific volume requirements. For the years ended March 31, 2017 and 2016, sales related to these agreements amounted to \$111,202 and \$94,984, respectively. As of March 31, 2017 and 2016, amounts due under these agreements totaled \$23,618 and \$16,502, respectively, and are included in receivables. Included in these amounts are sales under the trade finance agreement with Tata Chemicals International Pte Limited ("TCIPL"). Beginning April 2015, TCIPL provides financing for the sale of soda ash by TCSAP to Owens Illinois subsidiary companies in Latin America and Asia Pacific ("O-I LATAM"). TCSAP remains responsible for servicing the O-I LATAM accounts including negotiating pricing, logistical support and quality. TCIPL directly incorporates a finance charge into the final invoice to O-I LATAM. For the years ended March 31, 2017 and 2016, sales under these agreements amounted to \$41,865 and \$30,179, respectively. As of March 31, 2017 and 2016, amounts due under these agreements totaled \$12,638 and \$7,932, respectively.

##### Other

The Partnership supplies soda ash to TCNA (UK) Limited ("TCNA UK"), a 100% owned subsidiary of TCNA. In the years ended March 31, 2017 and 2016, sales to TCNA UK aggregated to \$22,559 and \$13,167, respectively and accounts receivable at March 31, 2017 and 2016 amounted to \$11,596 and \$13,167, respectively. TCNA has the intent and the ability to offset the payable due from the Partnership of \$1,091 (see above) with the amounts due to the Partnership from its wholly owned subsidiary TCNA UK. Consequently, there is an amount due from TCNA in the amount of approximately \$10,512 that is recorded in Receivables due from related party on the consolidated balance sheet.

In the ordinary course of business, the Partnership sells materials to Tata Chemicals Limited ("TCL"), TCNA's ultimate parent, and its subsidiaries. During the years ended March 31, 2017 and 2016, the sales to TCL and its subsidiaries, excluding sales to TCIPL amounted to \$24,679 and \$35,682, respectively and accounts receivable at March 31, 2017 and 2016 amounted to \$7,233 and \$11,903, respectively. Additionally, during the years ended March 31, 2017 and 2016 the reimbursement of costs from these subsidiaries of TCL amounted to \$41 and \$51, respectively and account payable amounted to \$5 and \$8 at March 31, 2017 and 2016, respectively.

As of March 31, 2017 and 2016, the Partnership has a receivable of approximately \$0 and \$114,000, respectively recorded in Receivables due from related party on the consolidated balance sheets. The balance at March 31, 2016, primarily relates to cash transfers to Tata Chemicals (Soda Ash) Partners Holdings in respect to repayment of a term loan, revolver, deferred financing charges and interest. During 2017, the Operating Committee of the Partnership approved the noncash dividend distribution to effectively settle the receivables due from Tata Chemicals (Soda Ash) Partners Holdings.

**Tata Chemicals (Soda Ash) Partners and Subsidiaries**  
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*(in thousands)*

**15. Subsequent Events**

The Partnership's management has evaluated all events or transactions that occurred after March 31, 2017 through June 8, 2017 the date the consolidated financial statements were issued. There are no subsequent events that require adjustment to or disclosure in the consolidated financial statements.

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