Tata Chemicals North America Inc. and Subsidiaries

Consolidated Financial Statements and Independent Auditors’ Report March 31, 2015 and 2014

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Shareholder of
Tata Chemicals North America Inc. and Subsidiaries
Rockaway, New Jersey

We have audited the accompanying consolidated financial statements of Tata Chemicals North America Inc. and Subsidiaries (the "Company"), which comprise the consolidated balance sheets as of March 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, cash flows, and changes in shareholder's equity (deficit) 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 Company'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 Company'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 North America Inc. and Subsidiaries as of March 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

June 12, 2015

Tata Chemicals North America Inc. and Subsidiaries
Consolidated Statements of Income
Years Ended March 31, 2015 and 2014

(in thousands)	**2015**	**2014**
Net revenues	$ 494,507	$ 484,583
Cost of revenues	357,577	358,320
Selling, general and administrative expense	30,739	26,549
Operating profit	106,191	99,714
Interest expense, net	14,553	26,650
Gain on sale of interest rate swaps	-	(1,632)
Unrealized loss (gain) on interest rate swaps	2,455	(2,240)
Unrealized loss (gain) on natural gas futures	4,939	(12)
Impairment of investment in joint venture	19,905	-
Equity loss from joint venture	1,042	1,356
Other loss, net	706	181
Income before tax provision	62,591	75,411
Provision for income taxes	9,123	6,751
Net income	53,468	68,660
Net income attributable to noncontrolling interest	27,112	31,566
Net income attributable to Tata Chemicals North America Inc.	$ 26,356	$ 37,094

See notes to consolidated financial statements.

Tata Chemicals North America Inc. and Subsidiaries
Consolidated Statements of Comprehensive Income
Years Ended March 31, 2015 and 2014

(in thousands)		2015		2014
Net income	$	53,468	$	68,660
Other comprehensive (loss) income, net of tax benefit (expense)				
Defined benefit plan adjustments,net of tax of $9,677 and $(6,724)		(24,790)		16,061
Comprehensive income		28,678		84,721
Less: Comprehensive income attributable to the noncontrolling interest		27,112		31,566
Comprehensive income attributable to Tata Chemicals North America Inc.	$	1,566	$	53,155

See notes to consolidated financial statements.

Tata Chemicals North America Inc. and Subsidiaries
Consolidated Balance Sheets
March 31, 2015 and 2014

(in thousands, except share data)	**2015**	**2014**
Assets		
Current assets		
Cash and cash equivalents	$ 89,106	$ 93,982
Short-term investment	30,000	-
Receivables (net of allowance for doubtful accounts of $200)	98,921	106,937
Inventories	11,439	10,165
Prepaid royalties and other current assets	19,762	16,393
Total current assets	249,228	227,477
Property, plant, and equipment—net	145,741	124,839
Goodwill	122,658	122,658
Investment in joint venture	-	19,291
Intangible assets—net	2,000	2,428
Other assets	25,692	21,304
Total assets	$ 545,319	$ 517,997
Liabilities		
Current liabilities		
Accounts payable	$ 38,427	$ 35,041
Current portion of long-term debt	10,781	3,150
Accrued liabilities	35,941	21,394
Total current liabilities	85,149	59,585
Other liabilities	123,543	90,231
Net investment in deconsolidated subsidiary	16,433	16,433
Long-term debt	298,706	309,487
Total liabilities	523,831	475,736
Commitments and contingencies (Note 16)		
Shareholder's equity (deficit)		
Tata Chemicals North America Inc. shareholder's deficit:		
Common stock, $0.01 par value; 1,000 shares authorized 100 shares issued and outstanding at March 31, 2015 and 2014	-	-
Paid-in capital	228,806	228,806
Accumulated other comprehensive loss	(40,908)	(22,122)
Accumulated deficit	(203,177)	(209,533)
Total Tata Chemicals North America Inc. shareholder's deficit	(15,279)	(2,849)
Noncontrolling interest	36,767	45,110
Total shareholder's equity	21,488	42,261
Total liabilities and shareholder's deficit	$ 545,319	$ 517,997

See notes to consolidated financial statements.

Tata Chemicals North America Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended March 31, 2015 and 2014

(in thousands)	**2015**	**2014**
Cash flows from operating activities		
Net income	$ 53,468	$ 68,660
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	14,345	13,663
Amortization of intangible assets	428	428
Amortization of financing fees	1,457	11,424
Impairment of investment in joint venture	19,905	-
Deferred tax (benefit) provision	(390)	2,707
Accretion of asset retirement obligation	688	632
Equity loss on investment in joint venture	1,042	1,356
Unrealized losses (gains)	7,394	(2,306)
Loss on sale of assets	184	-
Changes in assets and liabilities		
Decrease (increase) in receivables	8,016	(8,722)
(Increase) decrease in inventories	(1,274)	2,000
Increase in accounts payable	(2,245)	4,041
Increase (decrease) in accrued liabilities	7,621	(3,885)
Increase (decrease) in other liabilities	477	(2,970)
(Increase) decrease in prepaid royalties and other current and non-current assets	(4,680)	977
Net cash provided by operating activities	106,436	88,005
Cash flows used in investing activities		
Capital expenditures	(27,022)	(24,047)
Purchase of short-term investments	(30,000)	-
Investment in joint venture	(1,655)	(3,177)
Net cash used in investing activities	(58,677)	(27,224)
Cash flows used in financing activities		
Repayment of debt and capital lease obligations	(3,183)	(316,592)
New borrowings	-	315,000
Financing fees paid	-	(10,429)
Dividends	(20,000)	-
Cash distributions to noncontrolling interest	(29,514)	(28,564)
Net cash used in financing activities	(52,697)	(40,585)
Effect of exchange rate changes on cash	62	-
(Decrease) Increase in cash and cash equivalents	(4,876)	20,196
Cash and cash equivalents		
Beginning of year	93,982	73,786
End of year	$ 89,106	$ 93,982
Supplemental information		
Cash paid for income taxes	$ 8,267	$ 6,238
Cash paid for interest	13,355	16,577
Non-cash investing activities		
Accounts payable and accrued liabilities incurred to acquire property and equipment	$ 8,014	$ 2,383
Capital lease obligations and installment loans incurred to acquire property and equipment	-	163

See notes to consolidated financial statements.

Tata Chemicals North America Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholder's Equity (Deficit)
Years Ended March 31, 2015 and 2014

(in thousands, except share data)	Shares	Common Stock	Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Accum-ulated Deficit	Non-controlling Interest	Total
Balance—April 1, 2013	100	-	228,806	(34,145)	(246,627)	38,070	(13,896)
Net income		-	-	-	37,094	31,566	68,660
Distribution to noncontrolling shareholder		-	-	-	-	(28,564)	(28,564)
Other comprehensive income		-	-	12,023	-	4,038	16,061
Balance—March 31, 2014	100	-	$ 228,806	$ (22,122)	$ (209,533)	$ 45,110	$ 42,261
Net income		-	-	-	26,356	27,112	53,468
Distribution to noncontrolling shareholder		-	-	-	-	(29,514)	(29,514)
Dividends					(20,000)		(20,000)
Other comprehensive income		-	-	(18,786)	-	(5,941)	(24,727)
Balance—March 31, 2015	100	-	$ 228,806	$ (40,908)	$ (203,177)	$ 36,767	$ 21,488

See notes to consolidated financial statements.

(in thousands)

1. Basis of Presentation

Description of Business

Tata Chemicals North America Inc. and Subsidiaries, ("TCNA" or the "Company") is a leading North American manufacturer and supplier of soda ash to a broad range of industrial and municipal customers. The primary end markets for soda ash include glass production, sodium-based chemicals, powdered detergents, water treatment, and other industrial end uses.

On March 27, 2008 TCNA was acquired by a subsidiary of Tata Chemicals Limited ("TCL"). Subsequent to the acquisition agreement and plan of merger with TCL, TCNA became a wholly-owned subsidiary of Valley Holdings, Inc. ("VHI"), a United States subsidiary of TCL. The financial statements of TCNA are prepared on a historical cost basis and do not reflect the pushdown of the acquisition of TCNA by TCL.

For the purposes of these financial statements, fiscal 2015 is defined as the year ended March 31, 2015 and fiscal 2014 is defined as the year ended March 31, 2014.

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 wholly-owned subsidiaries and Tata Chemicals (Soda Ash) Partners Holdings and Subsidiaries ("TCSAP Holdings") of which the Company owns 75%. The Andover Group, Inc. ("Andover"), an indirect wholly owned subsidiary of Owens-Illinois owns the remaining 25% interest in TCSAP Holdings. General Chemical Canada Ltd. ("GCCL") is not included and has been deconsolidated due to loss of control (See Note 11). Intercompany balances and transactions are eliminated in consolidation.

Immaterial Restatement - During the preparation of the consolidated financial statements for the year ended March 31, 2015, management determined a revision was required to the previously reported Consolidated Balance Sheet of the Company as of March 31, 2014 to eliminate certain accounts receivable and accounts payable balances between the Company and its consolidated joint venture, ALCAD, that were incorrectly excluded from elimination as of March 31, 2014. Accordingly, an adjustment was recorded in the accompanying Consolidated Balance Sheet as of March 31, 2014 to decrease Receivables by approximately $4,174, decrease Accounts payable by approximately $4,696, and increase Accrued liabilities by approximately $522. As a result of this adjustment, Total current assets, Total assets, Total current liabilities, and Total liabilities decreased by approximately $4,174 as compared to the amounts previously reported as of March 31, 2014. In addition, while Net cash provided from operating activities in the Consolidated Cash Flow Statement of the Company for the year ended March 31, 2014 were not affected by the correction of this error, the Decrease (increase) in receivables line item increased by approximately $4,174, the (Decrease) increase in accounts payable line item decreased by approximately $4,696, and the Increase (decrease) in accrued liabilities line item decreased by approximately $522, as compared to the amounts previously reported, in the accompanying Consolidated Cash Flow Statement for the year ended March 31, 2014.

Use of Estimates

The preparation of 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include useful lives of assets, realization of deferred tax assets, valuation of goodwill, assumptions related to pension and

(in thousands)

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).

Fair Value of Financial Instruments

The fair values of cash and cash equivalents, receivables, and accounts payable approximate their carrying values due to the short-term nature of the instruments. The carrying value of the Company's debt approximates fair value since its debt instruments are at a floating rate and management believes this reflects the terms and conditions that would be available in the market at March 31, 2015 and 2014.

Income Taxes

The Company accounts for income taxes under Financial Accounting Standards Board ("FASB") Accounting Codification Standard ("ASC") 740, *Income Taxes*. Income taxes are recognized for the amount of taxes payable for the current year and deferred tax assets and liabilities for the future tax consequence of events that have been recognized differently in the financial statements than for tax purposes. Deferred tax assets and liabilities are established using statutory tax rates and are adjusted for tax rate changes. The Company follows ASC 740-10, which clarifies the accounting for uncertainty in income tax recognized in an entity's financial statements. ASC 740-10 requires companies to determine whether it is "more likely than not" that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. For those tax positions where it is "not more likely than not" that a tax benefit will be sustained, no tax benefit is recognized. Where applicable, associated interest and penalties are also recorded.

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 Company 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 30 years. The majority of mines, 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 any resulting gain or loss is reported as income or expense, respectively.

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, we estimate the future undiscounted cash flows expected to result from the use of the asset and eventual disposition. If the sum of the expected future

(in thousands)

cash flows is less than the carrying amount of the asset, management would write the asset down to fair value and record 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 Company bases these estimates upon its past and expected future performance. The Company 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 Company does not achieve its current revenue or cash flow projections.

Goodwill and Intangible Assets
Goodwill is not amortized into results of operations, but instead is reviewed for impairment and written down and charged to results of operations only in the periods in which the recorded value of goodwill is more than its fair value. The Company records impairment losses on goodwill and other intangible assets based upon an annual review of the value of the assets, or when events and circumstances indicate that the asset might be impaired and when the recorded value of the asset is more than its fair value. The Company's estimates of fair value are based upon its current operating forecast, which the Company believes to be reasonable. Significant assumptions that underlie the fair value estimates include future growth rates and weighted average cost of capital rates. However, different assumptions regarding the current operating forecast could materially affect the estimate. Intangible assets are attributable to long-term customer relationships and patents and are being amortized on a straight-line basis over periods ranging from 12.75 to 15 years, which estimates the economic useful lives of these assets.

Deferred Financing Costs
Deferred financing costs associated with debt issues are being amortized over the terms of the related debt using the effective interest and the straight-line methods.

Asset Retirement Obligations
The Company 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 the FASB ASC 410, *Asset Retirement and Environmental Obligations.*

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 Company's cash and cash equivalents include cash and short-term highly liquid investments with an original maturity of three months or less.

Derivative Financial Instruments
Derivative financial instruments are used to mitigate natural gas purchase price and interest rate change exposure. All contracts are marked-to-market and are recognized within cost of revenues. The Company does not hold or issue derivative instruments for trading purposes.

The Company accounts for derivative financial instruments under FASB ASC 815, *Derivatives and Hedging*. The disclosure requirements provide users of financial statements with an enhanced understanding of (1) how and why an entity uses derivative instruments; (2) how derivative instruments and related hedged items are accounted for; and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. This guidance requires qualitative

(in thousands)

disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative instruments.

Foreign Currency Translation

Cumulative translation adjustments, arising primarily from consolidating the assets and liabilities of the Company's foreign operations at current rates of exchange as of the respective balance sheet date, are applied directly to stockholder's equity and are included as part of accumulated other comprehensive income or loss. Income and expense items for the Company's foreign operations are translated using monthly average exchange rates. Upon complete sale or liquidation of an investment, cumulative translation adjustments are removed from equity and reported as part of the gain or loss on the sale or liquidation.

Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is reasonably assured. Revenue is recognized from product sales 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 sales are related shipping and handling fees and costs.

Employee Medical Benefits

The Company is self-insured for expenses relating to employee medical benefits. All employees have an option to participate in the Company's self-funded comprehensive medical care benefits program. The cost of medical care is paid out of employee and employer contributions. The Company 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 Company's historical experience.

Environmental Matters

The Company is subject to extensive federal, state, and local environmental laws and regulations. These laws, which are constantly changing, regulate or propose to regulate the discharge of materials into the environment and may require the Company 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 Company accounts for noncontrolling interests 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 thousands)

In April 2014, the FASB issued ASU No. 2014-08 (“ASU 2014-08”), *Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity.* This ASU amends guidance on reporting discontinued operations only if the disposal of a component of an entity or group of components of an entity represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results. The provisions of ASU 2014-08 should be applied prospectively for all disposals of components of an entity and for all businesses that, on acquisition, are classified as held for sale that occurred within annual periods beginning on or after December 15, 2014, and interim periods within. We are currently evaluating the effect that this ASU will have on our consolidated financial statements.

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 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 financial statements.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements—Going Concern (Subtopic 205-40).* The ASU requires all entities to evaluate for the existence of conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the issuance date of the financial statements. The accounting standard is effective for interim and annual periods ending after December 15, 2016. We are currently evaluating the effect that this ASU will have on our financial statements.

In November 2014, the FASB issued ASU No. 2014-17*, Business Combinations (Topic 805).* The ASU provides an acquired reporting entity the option of applying pushdown accounting in its stand-alone financial statements upon a change-in-control event. The accounting standard is effective November 18, 2014. The adoption of this accounting standard did not have a significant impact on the financial statements.

In January 2015, the FASB issued ASU No. 2015-01, *Income Statement — Extraordinary and Unusual Items (Subtopic 225-20).* The ASU eliminates the concept of extraordinary items. Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence. Eliminating the extraordinary classification simplifies income statement presentation by altogether removing the concept of extraordinary items from consideration. The accounting standard is effective for all interim and annual reporting periods beginning after December 15, 2015; early adoption is permitted. The Company elected to early adopt the accounting standard and the adoption does not have a material impact on the financial statements.

In February 2015, the FASB issued ASU N0. 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

(in thousands)

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. We are currently evaluating the effect that this ASU will have on our financial statements.

In April 2015, the FASB issued ASU No. 2015-03 (“ASU 2015-03”), Simplifying the Presentation of Debt Issuance Costs,” as part of its simplification initiative. The ASU changes the presentation of debt issuance costs in financial statements. Under the ASU, an entity presents such costs in the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. The ASU specifies that “issue costs shall be reported in the balance sheet as a direct deduction from the face amount of the note” and that amortization of debt issue costs shall also be reported as interest expense.” According to the ASU’s Basis for Conclusions, debt issuance costs incurred before the associated funding is received (i.e., the debt liability) should be reported on the balance sheet as deferred charges until that debt liability amount is recorded. We are currently evaluating the effect that this ASU 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 Company 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 Company 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, 2015 and 2014. The Company believes it uses valuation techniques that maximize the use of observable market-based inputs and minimize the use of unobservable inputs.

The Company 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 Company’s financial assets and liabilities recorded at fair value on a recurring basis include derivative instruments. The Company’s derivative liabilities consist of interest rate swaps and commodity futures contracts. The notional amounts of the interest rate swaps do not qualify risk or represent assets or liabilities of the Company, but are used in the determination of the cash settlement under the agreements. The counterparties to these swaps are major financial institutions. The Company does not anticipate nonperformance by these counterparties.

The following table presents the fair values for those assets and liabilities measured on a recurring basis as of March 31, 2015:

(in thousands)

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 89,106	$ -	$ -	$ 89,106
Short-term investments	30,000			30,000
Non-qualified pension asset	2,402	-	-	2,402
Total	$ 121,508	$ -	$ -	$ 121,508
Liabilities:				
Interest rate swaps	$ -	$ 1,999	$ -	$ 1,999
Commodity futures contracts	-	4,927	-	4,927
Total	$ -	$ 6,926	$ -	$ 6,926

The following table presents the fair values for those assets and liabilities measured on a recurring basis as of March 31, 2014:

	Fair Value Measurements			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 93,982	$ -	$ -	$ 93,982
Interest rate swaps	-	456	-	456
Commodity futures contracts	-	12	-	12
Non-qualified pension asset	2,307	-	-	2,307
Total	$ 96,289	$ 468	$ -	$ 96,757

Cash and cash equivalents, short-term investments and non-qualified pension assets
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. Short-term investments include investment with maturities of more than three months and less than twelve months when purchased. Short-term investments in the fair value table are comprised of investment in money market funds. Non-qualified pension assets include investments in listed equity securities. 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.

Interest rate swaps and commodity futures contracts
The inputs used in valuing interest rate swaps and commodity futures contracts are other than quoted prices in active markets that are either directly or indirectly observable over the terms of the instruments the Company holds, and accordingly, the Company classifies these net derivative liabilities as Level 2 in hierarchy.

(in thousands)

Nonrecurring measurements

As discussed in Note 6, Investment in Joint Venture, for the year ended March 31, 2015, an impairment charge of $19,905 was recorded in Impairment in Joint Venture within the Consolidated Statements of Income related to the full impairment of the Natronx investment. The amount written-off was the cumulative capital contributions offset by the cumulative loss in investment.

4. Goodwill and Intangible Assets

A summary of intangible assets subject to amortization as of March 31, 2015 and 2014 is as follows:

	2015	2014	Useful Life
Customer related	$ 6,390	$ 6,390	15 years
Patents	24	24	12.75 years
	6,414	6,414	
Accumulated amortization	4,414	3,986	
Intangible assets - net	$ 2,000	$ 2,428	

For the years ended March 31, 2015 and 2014, the Company recognized $428 and $428 of amortization expense, respectively. The estimated amortization expense for the years subsequent to March 31, 2015, is as follows:

Years ending March 31,	
2016	428
2017	427
2018	426
2019	426
2020	206
2021	87
Total	$ 2,000

The Company has $122,658 in goodwill at March 31, 2015 and 2014 that is not subject to amortization. The Company evaluates this goodwill for impairment on an annual basis. There was no impairment of goodwill for the years ended March 31, 2015 and 2014.

(in thousands)

5. Property, Plant and Equipment

Property, plant and equipment as of March 31, 2015 and 2014 are comprised of the following:

	2015	2014
Land and improvements	$ 24,789	$ 24,800
Buildings and leasehold improvements	32,125	27,707
Machinery and equipment	188,005	174,033
Construction-in-progress	11,265	16,441
Mines and quarries	30,573	11,514
	286,757	254,495
Less: Accumulated depreciation and amortization	141,016	129,656
	$ 145,741	$ 124,839

For the years ended March 31, 2015 and 2014, the Company recognized $14,345 and $13,663 of depreciation expense, respectively.

6. Investment in Joint Venture

Effective August 23, 2011, TCSAP Holdings, together with Tronox Corporation and Church and Dwight Co. Inc., has a one-third partnership interest in Natronx Technologies, LLC ("Natronx"). Natronx is a joint venture engaged in the development, commercialization, production, marketing, sale or distribution of dry injection sodium products for dry injection acid gas scrubbing markets. TCSAP Holdings accounts for Natronx under the equity method. Natronx started business during the third quarter 2012. TCSAP Holdings recorded a $19,905 impairment charge associated with this investment during the year ended March 31, 2015. The charge, recorded in impairment of investment in joint venture, is primarily a result of the TCSAP Holdings assessment during the 4th quarter of 2015 of uncertainty surrounding the completion of the manufacturing facility and an estimated decrease in future market demand. As of March 31, 2015 and 2014, the investment in Natronx is valued at $0 and $19,291, respectively. Summarized financial information for the TCSAP Holdings investment in Natronx, follows:

Natronx Technologies, LLC

(in thousands)	2015	2014
Current assets	$ 914	$ 564
Noncurrent assets	19,752	19,333
Current liabilities	761	605
TCSAP Holdings' equity in net loss	(1,042)	(1,356)

(in thousands)

7. Accumulated Other Comprehensive Loss

The following table sets forth the components of accumulated other comprehensive loss as of March 31, 2015 and 2014:

	2015	**2014**
Pension and post retirement plan benefits, net of taxes of $26,421 and $16,744	$ (40,892)	$ (22,043)
Cumulative foreign currency translation adjustment	(16)	(79)
Total accumulated other comprehensive loss	$ (40,908)	$ (22,122)

(in thousands)

8. Additional Financial Information

The summaries of selected balance sheet items as of March 31, 2015 and 2014 are as follows:

	2015	2014
Receivables		
Trade	$ 92,373	$ 98,047
Other	6,748	9,090
Allowance for doubtful accounts	(200)	(200)
	$ 98,921	$ 106,937
Inventories		
Raw materials	$ 5,158	$ 4,004
Work-in-process	100	100
Finished products	6,181	6,061
	$ 11,439	$ 10,165
Accrued liabilities		
Wages, salaries, and benefits	$ 7,999	$ 7,094
Property, production and other taxes	8,748	8,152
Unrealized loss for interest rate swaps and natural gas futures	6,926	-
Due to related party	4,899	-
Other	7,347	6,125
Current portion of capital lease obligation	22	23
	$ 35,941	$ 21,394
Other liabilities		
Accrued pension obligations	$ 66,457	$ 32,115
Accrued other post-retirement benefits	32,580	31,210
Asset retirement obligation	16,353	12,885
Accrued other	8,097	8,877
Deferred income tax liability	-	5,066
Capital lease obligation, less current portion	56	78
	$ 123,543	$ 90,231

(in thousands)

9. Debt

On August 9, 2013, the Company entered into a credit agreement with several lenders led by J.P. Morgan Chase Bank, N.A. (“JPM”), as administrative agent. The credit agreement provides for a $340,000 credit facility, composed of a $315,000 term loan (“Term loan”) and a $25,000 revolving line of credit (“Revolver”). The borrowing under this facility bears interest at either London Interbank Offered Rate (“LIBOR”) plus applicable margin or an alternate base rate based upon the greatest of (a) the Prime Rate in effect on such day, (b) the Federal Funds Effective Rate in effect on such day plus ½ of 1% and (c) the Adjusted LIBOR for a one month Interest Period on such day plus 1%. The applicable margin on the Term loan and Revolver is 2.75% per annum on LIBOR borrowings and 1.75% per annum on alternate base rate loans.

The term loan is secured by a first-priority interest in the Company’s 75% interest in TCSAP Holdings, the Company’s assets, and equity interest in foreign subsidiaries (General Chemical Great Britain Ltd. UK and TCNA(UK) Limited). The Company's term loan is subject to certain covenants including, but not limited to, certain provisions that restrict the Company's ability to make capital expenditures. The net proceeds of the loan were utilized to pay-off $313,559 of principal and interest costs related to an existing term loan. As of March 31, 2015 and 2014, the debt outstanding under this agreement was $309,488 and $312,637, respectively.

The aggregate maturities of debt for each of the five years subsequent to March 31, 2015, are as follows:

Years ending March 31,	
2016	10,781
2017	1,354
2018	1,354
2019	1,354
2020	1,354
Thereafter	293,290
Total	$ 309,487

(in thousands)

10. Income Taxes

Income tax expense for the years ended March 31, 2015 and 2014 are summarized below:

	2015	2014
Current		
Federal	$ 9,350	$ 3,953
State	163	91
Total current	9,513	4,044
Deferred		
Federal	(2)	2,661
State	(388)	46
Total deferred	(390)	2,707
Total	$ 9,123	$ 6,751

A summary of the components of deferred tax assets and liabilities is as follows:

	2015	2014
Pension and post retirement benefits	25,744	15,407
Alternative Minimum Tax ("AMT")	26,908	23,146
Nondeductible accruals	1,192	1,009
Other	572	60
Deferred tax assets	54,416	39,622
Valuation allowance	26,908	23,146
Net deferred tax assets	27,508	16,476
Depreciation	4,666	5,159
Partnership basis cancelation of debt loss	5,359	5,351
Intangible assets	678	837
Partnership basis	11,458	9,593
Other	-	257
Deferred tax liabilities	22,161	21,197
Net deferred tax assets (liabilities)	$ 5,347	$ (4,721)

Of the net deferred tax assets (liabilities), $4,687 and $345 is included in prepaid royalties and other current assets as of March 31, 2015 and 2014, respectively, $660 and $(5,066) of the net deferred tax (liability) asset is included in other assets or other liabilities as of March 31, 2015 and 2014, respectively.

For the years ended March 31, 2015 and 2014, the Company's effective income tax rate is lower than the statutory Federal income tax rate principally due to depletion and other permanent differences, partially offset by an increase in the valuation allowance and a permanent difference related to the impairment of joint venture investment (See Note 6).

(in thousands)

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not some or all of tax assets will not be realized. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Because of the limitation on percentage depletion under AMT, the Company expects an AMT liability for the foreseeable future. Thus, while such AMT credits do not expire, it is unlikely they will be utilized in the future as management estimates the Company will not generate sufficient regular taxable income after the deduction for depletion. As of March 31, 2015 and 2014, the Company had $26,908 and $23,146, respectively, of valuation allowance that relates to AMT credits. The increase in the valuation allowance of $3,762 and $6,663, for the years ended March 31, 2015 and 2014, respectively, was primarily due to AMT credits.

The Company, as required by federal tax law, files a consolidated income tax return with its parent VHI. Additionally, as required by state and local tax law, the Company files various state and local tax returns in these jurisdictions in a consolidated or combined basis with VHI. Other state and local income tax returns are filed on a standalone basis.

The federal tax provision is computed under the assumption that the Company files federal and state and local income tax returns on a stand-alone basis. As of March 31, 2015 and 2014, the federal income taxes receivable (payable) of $2,065 and $(1,366), respectively, and state and local taxes receivable of $1,526 and $1,320, respectively, are due to VHI and are included in prepaid royalties and other current assets as of March 31, 2015 and March 31, 2014 in the balance sheets.

The roll forward of unrecognized tax benefits are summarized in the table below:

	2015	2014
Balance at April 1,	$ -	$ 2,510
Additions for tax positions of the current year	-	-
Additions for tax positions of prior years	-	-
Reductions for tax positions of prior years	-	-
Settlement with tax authorities	-	(2,510)
Expiration of the statute of limitations	-	-
Balance at March 31,	$ -	$ -

The Company did not have interest recorded in its reserve at March 31, 2015 and 2014.

The Company files income tax returns in the US federal jurisdictions, various state jurisdictions (including, but not limited to, California, Illinois, New Jersey, New York and Oregon) and various foreign jurisdictions (UK and Canada). With few exceptions, the Company is not subject to audit by taxing authorities for the calendar years ended prior to December 31, 2007. The Company does not expect its unrecognized positions to change significantly over the next year.

11. GCCL Liquidation and Deconsolidation

On January 19, 2005, the Company's former Canadian subsidiary applied for relief under the Canada's Companies' Creditors Arrangement Act ("CCAA") and, on that date, the court granted GCCL's request for CCAA protection. During the pendency of the action, GCCL was unable to sell its business as a going-concern to any prospective purchaser and had no prospect for restructuring. On November 18, 2005, GCCL was assigned into bankruptcy in accordance with Canada's Bankruptcy and Insolvency Act. As of

(in thousands)

March 31, 2015, GCCL's receiver was still in the process of consummating various transactions for the sale of GCCL's assets.

As a result of the CCAA filing, TCNA had a loss of control over the financial and operating decisions of GCCL that were exercised by the court-appointed monitor. Therefore, GCCL was deconsolidated as of January 19, 2005, and the investment was accounted for under the cost method. The Company has an overall negative net investment in GCCL due to accumulated losses and has offset the net intercompany receivable balance against the investment account. The Company is carrying its net negative investment in the amount of $16,433 on its balance sheet at March 31, 2015 and 2014, until relieved by the Canadian bankruptcy court. The Company expects that GCCL's asset liquidation process will not be completed in 2015. The Company does not believe that it will be required to fund this negative investment balance.

12. Commodity Futures Contracts and Interest Rate Swaps

The Company enters into commodity futures contracts related to forecasted natural gas requirements that are used in the manufacturing process of its products. The objectives of entering into the commodity futures contracts 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, 2015 and 2014, the Company reported a loss of $4,939 and a gain of $12, respectively, in the consolidated statements of income and a $4,927 liability included in accrued liabilities in the balance sheet at March 31, 2015 and a $12 asset in the balance sheet at March 31, 2014, included in prepaid royalties and other current assets. The notional amounts of the natural gas futures are $12,828 expiring in December 2015.

The Company enters into interest rate swaps to manage its exposure to interest rate variations related to its borrowings. The objective and strategy is to reduce its exposure to variability in expected future cash outflows (forecasted interest payments) attributable to changes in the 3-month LIBOR rate relating to its LIBOR-indexed floating-rate debt (See Note 9).These interest rate swaps are not designed as hedges and are marked to fair value with the resulting gains or losses recorded in other income – net in the accompanying consolidated statements of income.

At March 31, 2015, the Company has interest rate swaps that began on various dates from November 1, 2013 through January 14, 2014 and end on various dates from March 31, 2016 through August 7, 2020 as follows:

Maturity Date	Interest Rate	Notional Amount
3/31/2016	1.1150%	20,000,000
3/31/2017	1.3300%	20,000,000
3/31/2018	1.7080%	40,000,000
3/29/2019	1.9870%	40,000,000
8/7/2020	2.4220%	40,000,000
Total		$ 160,000,000

(in thousands)

For the years ended March 31, 2015 and 2014, the Company reported an unrealized loss of $2,455 and an unrealized gain of $456 in the consolidated statements of income, respectively. As of March 31, 2015, the Company reported an unrealized loss on the balance sheet of $1,999 included in accrued liabilities and as of March 31, 2014, the Company reported an unrealized gain of $456 on the balance sheet, included in prepaid royalties and other current assets.

13. Pension Plans and Other Postretirement Benefits

The Company maintains several defined benefit pension plans covering substantially all employees. A participating employee's annual postretirement pension benefit is determined by the employee's credited service and, in most plans, final average annual earnings with the Company. Vesting requirements are two years. The Company's funding policy is to annually contribute the statutorily required minimum amount as actuarially determined. The Company also maintains several plans providing other postretirement benefits covering substantially all hourly and certain salaried employees. The Company funds these benefits on a pay-as-you-go basis. The accumulated benefit obligation for all defined benefit plans was $236,996 and $196,880 as of March 31, 2015 and 2014, respectively.

The Company recorded adjustments to other comprehensive income (loss) of $(34,467) and $22,785 with corresponding (decreases) increases in noncontrolling interest of $(5,941) and $4,038 and (decreases) increases in equity of $(18,786) and $12,023, net of tax of $9,677 and $(6,724) for the years ended March 31, 2015 and 2014, respectively.

	Pension Benefits		Other Postretirement Benefits	
	2015	**2014**	**2015**	**2014**
Components of net periodic benefit cost				
Service cost	$ 4,545	$ 3,315	$ 351	$ 356
Interest cost	9,629	9,146	1,354	1,521
Expected return on plan assets	(11,678)	(10,295)	-	-
Amortization of unrecognized:				
Prior service cost	111	110	(190)	254
Actuarial loss (gain)	3,212	5,542	(80)	(53)
Net periodic benefit cost	$ 5,819	$ 7,818	$ 1,435	$ 2,078

(in thousands)

Change in benefit obligation				
Benefit obligation - beginning of year	$ 207,514	$ 209,846	$ 32,691	$ 36,183
Service cost	4,545	3,315	351	356
Interest cost	9,629	9,146	1,354	1,521
Plan amendments	-	-	-	(3,953)
Actuarial (gain)/loss	42,259	(6,272)	1,007	(4)
Benefits paid	(8,915)	(8,521)	(1,479)	(1,711)
Retiree Drug Subsidy	-	-	122	299
Benefit obligation - end of year	$ 255,032	$ 207,514	$ 34,046	$ 32,691
Change in plan assets				
Fair value of assets - beginning of year	$ 175,398	$ 156,601	$ -	$ -
Actual return on plan assets	17,424	16,997	-	-
Employer contributions	4,633	10,321	1,479	1,711
Benefits paid	(8,915)	(8,521)	(1,479)	(1,711)
Fair value of assets - end of year	$ 188,540	$ 175,398	$ -	$ -
Reconciliation of funded status				
Funded status	$ (66,492)	$ (32,115)	$ (34,046)	$ (32,691)
Net amount accrued	$ (66,492)	$ (32,115)	$ (34,046)	$ (32,691)

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, 2016 are $6,118, $111 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, 2016 are $(78), $(190) and $0, respectively.

The amounts recognized in accumulated other comprehensive income as of March 31, 2015 and 2014 are summarized below:

	Pension Benefits		**Other Postretirement Benefits**	
	2015	**2014**	**2015**	**2014**
Prior service cost/(credit)	$ 677	$ 788	$ (1,418)	$ (1,607)
Net actuarial loss/(gain)	73,216	39,915	1,702	614
Total	$ 73,893	$ 40,703	$ 284	$ (993)

(in thousands)

The amounts recognized in other comprehensive income (loss) during the years ended March 31, 2015 and 2014 are summarized below:

	Pension Benefits		Other Postretirement Benefits	
	2015	2014	2015	2014
Net actuarial loss/(gain)	$ 36,513	$ (12,974)	$ 1,007	$ (4)
Prior service credit	-	-	-	(3,953)
Reversal of amortization item:				
Net actuarial (gain)/loss	(3,212)	(5,542)	80	53
Prior service (cost)/credit	(111)	(110)	190	(254)
Total recognized in comprehensive income(loss)	$ 33,190	$ (18,626)	$ 1,277	$ (4,158)

The amounts recognized in the consolidated balance sheets as of March 31, 2015 and 2014 are summarized below:

	Pension Benefits		Other Postretirement Benefits	
	2015	2014	2015	2014
Current liabilities	$ (35)	$ -	$ (1,466)	$ (1,481)
Noncurrent liabilities	(66,457)	(32,115)	(32,580)	(31,210)
Net liabilities at end of year	$ (66,492)	$ (32,115)	$ (34,046)	$ (32,691)

Assumptions

The weighted-average assumptions used to determine net periodic benefit cost were as follows:

	Pension Benefits		Other Postretirement Benefits	
	2015	2014	2015	2014
Discount rate	4.66 %	4.48 %	4.52 %	4.48 %
Expected long-term return on plan assets	7.00 %	7.00 %	N/A	N/A
Rate of compensation increase	4.5-9.0%	4.5-9.0%	N/A	N/A

The weighted-average assumptions used to determine the benefit obligation were as follows:

(in thousands)

	Pension Benefits		Other Postretirement Benefits	
	2015	2014	2015	2014
Discount rate	4.08 %	4.66 %	3.99 %	4.52 %
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 one effective rate.

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

Assumed health care cost trend rates as of March 31, 2015 and 2014 were as follows:

	2015	2014
Health care cost trend rate assumed for next year	8.25%/7.75%	8.5%/8.00%
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	2027/2025	2027/2025

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 annual effects:

	One-Percentage Point Increase	One-Percentage Point Decrease
Effect on total of service and interest cost	$ 17	$ (17)
Effect on postretirement benefit obligation	466	(486)

The dates used to measure plan assets and liabilities were March 31, 2015 and 2014 for all plans. Pension plan assets are invested primarily in stocks, bonds, short-term securities and cash equivalents.

(in thousands)

Plan Assets
The assets of the Company's defined benefit 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 Company's Investment Committee, which has oversight responsibility for the Company's retirement plans.

The following details the asset categories including target allocations for the pension plan as of March 31, 2015 and 2014:

	2015		2014	
	Actual Allocation	Target Allocation	Actual Allocation	Target Allocation
Asset Category				
Equity Securities	51%	45%-55%	51%	45%-55%
Debt Securities	44%	40%-50%	45%	40%-50%
Other	5%	0%-10%	4%	0%-10%

The pension fund assets are invested in accordance with the statement of Investment Policies and Procedures adopted by the Company, 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 7.00% 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 Company expects to contribute $2,988 to its pension plan and $1,575 to its other postretirement benefit plan for the year ending March 31, 2016.

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

	Pension Benefits	Other Benefits
Years ending March 31,		
2016	$ 9,540	$ 1,575
2017	10,201	1,593
2018	10,755	1,808
2019	11,442	1,882
2020	12,165	1,901
2021–2025	70,538	9,799

Fair Values
The fair values of the Company's plan assets as of March 31, 2015, by asset category are as follows:

(in thousands)

	Level 1	Level 2	Level 3	Total
Asset Category:				
Cash and cash equivalents	$ 95	$ 943	$ -	$ 1,038
Fixed income securities	19,390	65,056	-	84,446
Equity securities	-	94,481	-	94,481
Futures contracts	49	-	-	49
Real estate	-	7,464	-	7,464
Private equity	-	-	1,062	1,062
Total	$ 19,534	$ 167,944	$ 1,062	$ 188,540

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

	Private Equity
Beginning Balance - April 1, 2014	$ 1,251
Total realized/unrealized (losses) gains	(252)
Purchases, sales and settlements	63
Ending balance - March 31, 2015	$ 1,062

The fair values of the Company's plan assets as of March 31, 2014, by asset category are as follows*:

	2014			
	Level 1	Level 2	Level 3	Total
Asset Category:				
Cash and cash equivalents	$ -	$ (514)	$ -	$ (514)
Fixed income securities	18,086	61,141	-	79,227
Equity securities	-	88,465	-	88,465
Real estate	-	6,969	-	6,969
Private equity	-	-	1,251	1,251
Total	$ 18,086	$ 156,061	$ 1,251	$ 175,398

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

	Private Equity
Beginning Balance - April 1, 2013	$ 22,938
Total realized/unrealized gains	3,576
Purchases, sales and settlements	(25,263)
Ending balance - March 31, 2014	$ 1,251

* Immaterial Restatement - During the preparation of the consolidated financial statements for the year ended March 31, 2015, management determined certain investments held by the Company's defined benefit plans as of March 31, 2014 were incorrectly classified in the previously reported fair value of plan assets by asset category tables. Accordingly, management corrected the classifications in the above table by reclassifying approximately $18,086 of Fixed income securities that were previously reported as Level 2 as of March 31, 2014 to Level 1 and approximately $6,969 of Real estate investments that were previously reported as Level 3 as of March 31, 2014 to Level 2.

(in thousands)

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 and exchange traded equity funds are valued using a market approach based on quoted market prices for individual instruments.

Real estate and 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 Company also sponsors defined contribution retirement savings plans. Participation in one of these plans is available to substantially all represented and non-represented employees. The Company matches employee contributions up to certain predefined limits for non-represented employees based upon eligible compensation and the employee’s contribution rate. The Company’s contribution to these plans was $484 and $542 for the years ended March 31, 2015 and 2014, respectively.

14. Asset Retirement Obligation

The Company 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, 2015 and 2014 was $16,353 and $12,885, respectively, related to these asset retirement obligations. The changes in the carrying amounts of the asset retirement obligation for the years ending March 31, 2015 and 2014 are as follows:

	2015	2014
Balance - beginning of year	$ 12,885	$ 12,364
Additions	2,780	$ -
Accretion expense	688	632
Payments	-	(111)
Balance - end of year	$ 16,353	$ 12,885

15. Variable Interest Entities (VIEs)

The consolidated financial statements include a variable interest entity (“VIE”), ALCAD, for which the Company is the primary beneficiary.

ALCAD is an equally-owned joint venture between Tata Chemicals (Soda Ash) Partners (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

(in thousands)

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, 2015 and 2014, this VIE earned income of $16,529 and $15,379, respectively, under the contractual arrangements with the Partnership 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 Company's consolidated balance sheets are as follows:

	2015	2014
Accounts Receivable	$ 5,321	$ 4,696
Total Assets	$ 5,321	$ 4,696
Minority Interest Payable	$ 605	$ 523
Total Liabilities	$ 605	$ 523

The total accounts receivable of $5,321 and $4,696 are recorded in Receivables as of March 31, 2015 and 2014. The Minority Interest Payable of $605 and $523 are recorded in Accrued Liabilities as of March 31, 2015 and 2014.

16. Related Party Transactions

Soda Ash Supply Agreement

The Company has soda ash supply agreements with Owens-Illinois Inc. and its affiliates. These agreements set forth the terms and conditions for the Company to supply Owens-Illinois Inc. and its affiliates with soda ash, at established market rates, over the life of the TCSAP Holdings' partnership. The agreements include no specific volume requirements. For the years ended March 31, 2015 and 2014, sales related to these agreements amounted to $92,495 and $114,399, respectively. As of March 31, 2015 and 2014, amounts due under these agreements totaled $18,553 and $23,285, respectively and are included in receivables.

Other

In the ordinary course of business, the Company purchases from and sells materials to subsidiaries of TCL. During the years ended March 31, 2015 and 2014 the purchases from these subsidiaries of TCL amounted to $800 and $1,314, respectively and accounts payable amounted to $208 and $189 at March 31, 2015 and 2014, respectively. During the years ended March 31, 2015 and 2014, the sales to these subsidiaries of TCL amounted to $45,399 and $27,781, respectively and accounts receivable at March 31, 2015 and 2014 amounted to $18,656 and $16,683, respectively. Additionally, the Company made advances to

(in thousands)

subsidiaries of TCL in the amount of $4 and $807, at March 31, 2015 and 2014, which is included in receivables.

17. Commitments and Contingencies

Future minimum rental payments for capital and operating leases (primarily for transportation equipment, mining equipment, offices and warehouses) having initial or remaining noncancelable lease terms in excess of one year as of March 31, 2015 are as follows:

	Capital Leases	Operating Leases
Years ending March 31,		
2016	$ 24	$ 12,168
2017	24	11,238
2018	24	9,149
2019	10	3,841
2020	-	1,050
Thereafter	-	1,934
Total minimum payments	$ 82	$ 39,380
Less amount representing interest (interest imputed at rate of 3.25%)	(4)	
Present value of minimum capital lease payments	78	
Less current portion of capital lease obligation	(22)	
Capital lease obligation, less current portion	$ 56	

Rental expense for the years ended March 31, 2015 and 2014 was $12,976 and $12,407, respectively.

The Company 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 Company's financial condition, results of operations or cash flows. As of March 31, 2015 the Company has recorded approximately $650 in accruals related to pending matters.

18. Subsequent Events

The Company has evaluated all events or transactions that occurred after March 31, 2015 through June 12, 2015 the date of the financial statements were issued. There are no subsequent events that require adjustment to or disclosure in the consolidated financial statement.

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