

Chemtura CORP
Form 10-Q
April 30, 2014
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

(Commission File Number) 1-15339

CHEMTURA CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of incorporation or
organization)

52-2183153
(I.R.S. Employer Identification Number)

1818 Market Street, Suite 3700, Philadelphia, Pennsylvania

19103

199 Benson Road, Middlebury, Connecticut
(Address of principal executive offices)

06749
(Zip Code)

(203) 573-2000

(Registrant's telephone number,
including area code)

(Former name, former address and former fiscal year, if changed from last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of the chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if smaller reporting company)

Smaller reporting company

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

The number of shares of common stock outstanding as of the latest practicable date is as follows

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Class	Number of shares outstanding at March 31, 2014	
Common Stock - \$.01 par value		96,068,695

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CHEMTURA CORPORATION AND SUBSIDIARIES

FORM 10-Q

FOR THE QUARTER ENDED MARCH 31, 2014

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****CHEMTURA CORPORATION AND SUBSIDIARIES****Consolidated Statements of Operations (Unaudited)****Quarters ended March 31, 2014 and 2013***(In millions, except per share data)*

	Quarters ended March 31,			
	2014		2013	
Net sales	\$	556	\$	528
Cost of goods sold		436		418
Selling, general and administrative		60		58
Depreciation and amortization		28		26
Research and development		8		8
Facility closures, severance and related costs		2		14
Equity loss				2
Operating income		22		2
Interest expense		(12)		(16)
Other income, net		3		3
Earnings (loss) from continuing operations before income taxes		13		(11)
Income tax expense		(3)		(7)
Earnings (loss) from continuing operations		10		(18)
Earnings (loss) from discontinued operations, net of tax		1		(5)
Loss on sale of discontinued operations, net of tax		(5)		
Net earnings (loss)	\$	6	\$	(23)
<u>Basic per share information</u>				
Earnings (loss) from continuing operations	\$	0.10	\$	(0.18)
Earnings (loss) from discontinued operations, net of tax		0.01		(0.05)
Loss on sale of discontinued operations, net of tax		(0.05)		
Net earnings (loss)	\$	0.06	\$	(0.23)
<u>Diluted per share information</u>				
Earnings (loss) from continuing operations	\$	0.10	\$	(0.18)
Earnings (loss) from discontinued operations, net of tax		0.01		(0.05)
Loss on sale of discontinued operations, net of tax		(0.05)		
Net earnings (loss)	\$	0.06	\$	(0.23)
Weighted average shares outstanding - Basic		96.3		98.2
Weighted average shares outstanding - Diluted		97.8		98.2

See accompanying notes to Consolidated Financial Statements.

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CHEMTURA CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Loss) (Unaudited)

Quarters ended March 31, 2014 and 2013

(In millions)

	Quarters ended March 31,	
	2014	2013
Net earnings (loss)	\$ 6	\$ (23)
Other comprehensive income (loss), net of tax		
Foreign currency translation adjustments	(6)	(23)
Unrecognized pension and other post-retirement benefit costs	1	(1)
Comprehensive income (loss)	\$ 1	\$ (47)

See accompanying notes to Consolidated Financial Statements

Table of Contents**CHEMTURA CORPORATION AND SUBSIDIARIES****Consolidated Balance Sheets****March 31, 2014 (Unaudited) and December 31, 2013***(In millions, except par value data)*

	March 31, 2014 (unaudited)	December 31, 2013
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 361	\$ 549
Accounts receivable, net	436	361
Inventories, net	415	415
Other current assets	153	158
Assets held for sale	6	4
Total current assets	1,371	1,487
NON-CURRENT ASSETS		
Property, plant and equipment, net	717	724
Goodwill	178	179
Intangible assets, net	139	142
Other assets	189	172
Total assets	\$ 2,594	\$ 2,704
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	\$ 6	\$ 117
Accounts payable	210	172
Accrued expenses	175	189
Income taxes payable	6	6
Liabilities held for sale	3	2
Total current liabilities	400	486
NON-CURRENT LIABILITIES		
Long-term debt	789	781
Pension and post-retirement health care liabilities	236	246
Other liabilities	186	192
Total liabilities	1,611	1,705
STOCKHOLDERS' EQUITY		
Common stock - \$0.01 par value Authorized - 500.0 shares Issued - 100.5 shares at March 31, 2014 and December 31, 2013	1	1
Additional paid-in capital	4,371	4,375
Accumulated deficit	(3,019)	(3,025)
Accumulated other comprehensive loss	(285)	(280)
Treasury stock- at cost - 4.4 shares at March 31, 2014 and 4.0 shares at December 31, 2013	(86)	(73)
Total Chemtura stockholders' equity	982	998
Non-controlling interest	1	1
Total stockholders' equity	983	999
Total liabilities and stockholders' equity	\$ 2,594	\$ 2,704

See accompanying notes to Consolidated Financial Statements.

Table of Contents**CHEMTURA CORPORATION AND SUBSIDIARIES****Condensed Consolidated Statements of Cash Flows (Unaudited)****Quarters ended March 31, 2014 and 2013***(In millions)*

	Quarters ended March 31,	
	2014	2013
<u>Increase (decrease) in cash</u>		
CASH FLOWS FROM OPERATING ACTIVITIES		
Net earnings (loss)	\$ 6	\$ (23)
Adjustments to reconcile net earnings (loss) to net cash used in operating activities:		
Loss on sale of discontinued operations	5	
Depreciation and amortization	28	32
Stock-based compensation expense	4	5
Changes in assets and liabilities, net of assets acquired and liabilities assumed:		
Accounts receivable	(75)	(69)
Inventories	(2)	(58)
Accounts payable	39	45
Pension and post-retirement health care liabilities	(20)	(7)
Other	(35)	
Net cash used in operating activities	(50)	(75)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from divestments, net of transaction costs	8	
Capital expenditures	(23)	(49)
Net cash used in investing activities	(15)	(49)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on Term Loan	(110)	
Proceeds from other long-term borrowings	10	13
Payments on other long-term borrowings	(1)	(1)
Payments on other short-term borrowings, net	(1)	
Common shares acquired	(22)	
Proceeds from exercise of stock options	4	1
Net cash (used in) provided by financing activities	(120)	13
CASH AND CASH EQUIVALENTS		
Effect of exchange rates on cash and cash equivalents	(1)	(2)
Change in cash and cash equivalents	(186)	(113)
Cash and cash equivalents at beginning of period	549	365
Cash and cash equivalents at end of period	\$ 363	\$ 252
Cash and cash equivalents at end of period - Continuing operations	\$ 361	\$ 251
Cash and cash equivalents at end of period - Discontinued operations	\$ 2	\$ 1

See accompanying notes to Consolidated Financial Statements.

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CHEMTURA CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1) NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Chemtura Corporation together with our consolidated subsidiaries is dedicated to delivering innovative, application-focused specialty chemicals. Our corporate headquarters is located at 1818 Market Street, Suite 3700, Philadelphia, PA 19103. Our principal executive offices are located at 1818 Market Street, Suite 3700, Philadelphia, PA 19103 and 199 Benson Road, Middlebury, CT 06749. We operate in a wide variety of end-use industries including agriculture, automotive, construction, electronics, lubricants, packaging, plastics for durable and non-durable goods and transportation.

When we use the terms Corporation, Company, Chemtura, Registrant, We, Us and Our, unless otherwise indicated or the context otherwise requires, we are referring to Chemtura Corporation and our consolidated subsidiaries.

We are the successor to Crompton & Knowles Corporation (Crompton & Knowles), which was incorporated in Massachusetts in 1900 and engaged in the manufacture and sale of specialty chemicals beginning in 1954. Crompton & Knowles traces its roots to the Crompton Loom Works which was incorporated in the 1840s. We expanded the specialty chemical business through acquisitions in the United States and Europe, including the 1996 acquisition of Uniroyal Chemical Company, Inc. (Uniroyal), the 1999 merger with Witco Corporation (Witco) and the 2005 acquisition of Great Lakes Chemical Corporation (Great Lakes). Since the Great Lakes acquisition, we have progressively focused our portfolio, divesting businesses that did not fit with the strategic criteria we have established for our portfolio. Recent divestitures include our antioxidants and UV stabilizers (Antioxidant) and Consumer Products businesses during 2013.

The information in the foregoing Consolidated Financial Statements for the quarters ended March 31, 2014 and 2013 is unaudited but reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of the results of operations for the interim periods presented. All such adjustments are of a normal recurring nature, except as otherwise disclosed in the accompanying notes to our Consolidated Financial Statements.

Basis of Presentation

The accompanying Consolidated Financial Statements include the accounts of Chemtura and our wholly-owned and majority-owned subsidiaries that we control. Other affiliates in which we have a 20% to 50% ownership interest or a non-controlling majority interest are accounted for in accordance with the equity method. Other investments in which we have less than 20% ownership are recorded at cost. All significant intercompany balances and transactions have been eliminated in consolidation.

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Our Consolidated Financial Statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP), which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Certain prior year amounts have been reclassified to conform to the current year s presentation. These changes did not have a material impact on previously reported results of operations, cash flows or financial position.

We operated as a debtor-in-possession (DIP) under the protection of the United States Bankruptcy Court for the Southern District of New York (the Bankruptcy Court) from March 18, 2009 (the Petition Date) through November 10, 2010 (the Effective Date). From the Petition Date through the Effective Date, our Consolidated Financial Statements were prepared in accordance with Accounting Standards Codification (ASC) Section 852-10-45, *Reorganizations Other Presentation Matters* (ASC 852-10-45) which requires that financial statements, for periods during the pendency of voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the Chapter 11) filings, distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Accordingly, certain income, expenses, realized gains and losses and expenses for losses that are realized or incurred in the Chapter 11 cases are recorded in Reorganization items, net in our Consolidated Statements of Operations. As of March 31, 2014, the Bankruptcy Court has entered orders granting final decrees closing all of the Debtors Chapter 11 cases.

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The interim Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes included in our Annual Report on Form 10-K for the period ended December 31, 2013 (the 2013 Annual Report on Form 10-K). The consolidated results of operations for the quarter ended March 31, 2014 are not necessarily indicative of the results expected for the full year.

Accounting Policies and Other Items

Cash and cash equivalents include bank term deposits with original maturities of three months or less.

Included in accounts receivable are allowances for doubtful accounts of \$11 million as of March 31, 2014 and December 31, 2013.

During the quarters ended March 31, 2014 and 2013, we made cash interest payments of approximately \$19 million and \$25 million, respectively. During the quarters ended March 31, 2014 and 2013, we made cash payments for income taxes (net of refunds) of \$4 million and \$3 million, respectively.

Recent Accounting Pronouncements

In April 2014, the FASB issued 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 guidance improves GAAP by more faithfully representing when a company or other organization discontinues its operations. ASU 2014-08 changed the criteria for reporting a discontinued operation. Under the new guidance, a disposal of part of an organization that has a major effect on its operations and financial results is a discontinued operation. ASU 2014-08 is effective on a prospective basis for interim and annual periods beginning on or after December 15, 2014. We are currently evaluating how the adoption of this ASU will impact our financial statements.

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity*(ASU 2013-05). The amendments in ASU 2013-05 address the accounting for the cumulative translation adjustment when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity. The amendments are effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013 (early adoption is permitted). The adoption of this amendment did not have a material impact on our financial statements.

In July 2013, the FASB issued ASU No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*, providing guidance on the presentation of unrecognized tax benefits in the financial statements as either a reduction to a deferred tax asset or either a liability to better reflect the manner in which an entity would settle at the reporting date any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses or tax credit carryforwards exist. The amendments in this ASU do not require new recurring disclosures and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this guidance did not have a material impact on our financial statements.

2) **ACQUISITIONS AND DIVESTITURES**

Acquisitions

Solaris Acquisition

On September 26, 2012, we announced that we entered into a Business Transfer Agreement (BTA) with Solaris ChemTech Industries Limited (Solaris ChemTech), an Indian Company, and Avantha Holdings Limited, an Indian Company and the parent company of Solaris ChemTech (collectively, Solaris). As provided in the BTA, we have agreed to purchase from Solaris certain assets used in the manufacture and distribution of bromine and bromine chemicals for cash consideration of \$142 million and the assumption of certain liabilities. The purchase price is subject to a post-closing net working capital adjustment. The transaction is subject to, among other things, receiving governmental approval for the transfer of rights to the brine resources from which bromine is extracted and is expected to close upon receipt of those approvals, the date of which is not yet known. The parties continue to explore whether there may be an alternative transaction structure to permit a closing of the transaction. However, as of this date, the parties have not yet developed an approach that they can implement.

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DayStar Acquisition

On May 15, 2013, we purchased the remaining 50% interest in DayStar Materials L.L.C. (DayStar) from our joint venture partner, UP Chemical Co., Ltd. (UP Chemical). As a result, DayStar became a consolidated entity. The purchase price was \$3 million in cash which approximated the fair value of the remaining share of the assets and liabilities, primarily inventory and fixed assets, as of the purchase date. In addition, we reimbursed UP Chemical for a \$3 million loan they had made to DayStar.

Divestitures

Chemtura AgroSolutions

On April 16, 2014, we entered into a Stock and Asset Purchase Agreement to sell our Chemtura AgroSolutions business to Platform Specialty Products Corporation (Platform) for approximately \$1 billion, consisting of \$950 million in cash and 2 million shares of Platform s common stock. The transaction is subject to customary purchase price adjustments, closing conditions and regulatory approvals and is expected to close in the second half of 2014. As of March 31, 2014, we did not meet the criteria to present the assets and liabilities associated with the Chemtura AgroSolutions business as assets and liabilities held for sale and, therefore, the earnings and direct costs of this segment have been included as part of continuing operations. We have evaluated the recoverability of the assets and liabilities of Chemtura AgroSolutions as of March 31, 2014 and determined that no impairment existed as of that date.

Consumer Products Business Divestiture

In December 2013, we sold our investment in the dedicated legal entities that constituted our Consumer Products business, including dedicated manufacturing plants in the U.S. and South Africa, to KIK Customer Products Inc. (KIK) for \$300 million and the assumption by KIK of pension and other liabilities totaling approximately \$8 million. The purchase price is subject to customary post-closing adjustments, primarily for working capital and assumed pension liabilities. The agreement specified a value of working capital based upon a twelve-month average against which working capital would be measured. To the extent working capital at closing was lower than this value, KIK would be compensated for the difference. If working capital was higher, we would be compensated. The impact of some of these adjustments was estimated in the cash paid at closing. In March 2014, KIK made an advance payment of \$9 million ahead of the final adjustments. KIK will provide a reconciliation during the second quarter of 2014, as provided in the agreement.

In connection with the sale we entered into a transition service agreement and supply contract with KIK to supply products from our Adrian, MI facility. Under the terms of the supply contract, KIK has the option, exercisable for a period of six-months following the closing date, to purchase the net assets of the Adrian facility at a price that is below the carrying value of the net assets. Accordingly, we concluded the net assets of the Adrian facility met the criteria to be classified as assets held for sale and we recorded an impairment charge in December 2013 of \$7 million to write-down the property, plant and equipment to its fair value less costs to sell. The option remains un-exercised as of March 31, 2014.

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During the quarter ended March 31, 2014, we recognized a pre-tax loss of \$4 million (\$4 million after tax) primarily for transaction costs and post-closing obligations which was recognized in loss on sale of discontinued operations, net of tax in the Consolidated Statement of Operations.

Earnings and direct costs associated with the Consumer Products business for the periods prior to the date of sale have been presented as earnings (loss) from discontinued operations, net of tax for the comparative periods. All applicable disclosures included in the accompanying footnotes have been updated to reflect the Consumer Products business as a discontinued operation.

Antioxidant Business Divestiture

In April 2013, we completed the sale of our Antioxidant business to SK Blue Holdings, Ltd, (SK) and Addivant USA Holdings Corp. (Addivant) for \$97 million, \$9 million in preferred stock issued by Addivant and the assumption by SK and Addivant of pension, environmental and other liabilities totaling approximately \$91 million. Additionally, we paid \$2 million in cash as part of a pre-closing adjustment. In March 2014, we recognized a pre-tax loss of \$1 million (\$1 million after-tax) primarily related to the final settlement of the working capital component of the transaction which is included in loss on sale of discontinued operations, net of tax, in the Consolidated Statement of Operations. We received the final payment for the remaining working capital adjustment of \$4 million in March 2014.

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Included as part of the consideration, we received 9.2 million shares of Series A Preferred Stock of Addivant with a face value of \$9 million. These shares accrue dividends at escalating rates beginning at 7% in the first year and up to 11% in the third year and beyond which are payable upon declaration.

In connection with the sale, we entered into several ancillary agreements, including supply agreements, a distribution agreement, and a transition services agreement.

Earnings and direct costs associated with the Antioxidant business for the periods prior to the date of sale have been presented as earnings (loss) from discontinued operations, net of tax for the comparative periods. All applicable disclosures included in the accompanying footnotes have been updated to reflect the Antioxidant business as a discontinued operation.

Discontinued Operations - Consumer Products (Consumer) and Antioxidant (AOUV) Divestitures

Earnings (loss) from discontinued operations and loss on the sale of discontinued operations for the quarters ended March 31, 2014 and 2013 consist of the following:

(In millions)	Quarters ended March 31,					
	Consumer	2014 AOUV	Total	Consumer	2013 AOUV	Total
Net sales				\$ 78	\$ 90	\$ 168
Earnings (loss) from discontinued operations:						
Pre-tax earnings (loss)	\$ 1	\$ 1	\$ 1	\$ (3)	\$ (2)	\$ (5)
Income tax benefit						
Earnings (loss), net of taxes	\$ 1	\$ 1	\$ 1	\$ (3)	\$ (2)	\$ (5)
Loss on sale of discontinued operations:						
Pre-tax loss	\$ (4)	\$ (1)	\$ (5)			
Income tax benefit						
Net loss	\$ (4)	\$ (1)	\$ (5)			

A portion of certain functional and other expenses that are managed company-wide that have been allocated to the Antioxidant and Consumer Products businesses have not or will not transfer directly under the respective sale agreements. As such, in historic periods these costs are shown as part of continuing operations in the corporate segment and not included under earnings (loss) from discontinued operations, net of tax. These costs are as follows:

	Quarters ended March 31,	
	2014	2013
Antioxidants	4	4
Consumer Products	3	3

Amortization expense (a)	(3)
Net increase in Corporate Segment	4

(a) Our Corporate segment included amortization expense which related directly to the Consumer Products business which is now included in earnings (loss) from discontinued operations, net of tax.

3) RESTRUCTURING AND ASSET IMPAIRMENT ACTIVITIES

Restructuring

In February 2013, our Board of Directors (the Board) approved a restructuring plan providing for, among other things, actions to reduce stranded costs related to divestitures. This plan is expected to preserve pre-divestiture operating margins following our portfolio changes. On October 9, 2013, the Board approved additional restructuring actions to consolidate our business organizational structure in an effort to streamline the organization and gain efficiencies and additional cost savings. In December 2013, we substantially completed employee communications and the consultation process regarding the closure of our Droitwich, UK facility and consolidation of those operations into our Perth Amboy, NJ facility, in order to improve our competitiveness in the current economic environment. We recorded a pre-tax charge of \$44 million in the year ended December 31, 2013, which included \$27 million for severance and related costs, \$15 million for professional fees, \$1 million for accelerated depreciation of property, plant and equipment and \$1 million for accelerated asset retirement obligations. We recorded a pre-tax charge of \$5 million in the first quarter of 2014 which included \$1 million for severance and related costs, \$1 million related to professional fees and \$3 million for accelerated depreciation of property, plant and equipment. We expect

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to incur approximately \$3 million to \$5 million for the remainder of 2014 primarily for accelerated depreciation and decommissioning costs.

In April 2012, our Board approved a restructuring plan providing for, among other things, the closure of our Antioxidant business manufacturing facility in Pedrengo, Italy. The Board also approved actions to improve the operating effectiveness of certain global corporate functions. In 2013, we recorded an additional pre-tax charge of \$1 million, primarily for accelerated depreciation and relocation costs related to the Pedrengo closure. All charges related to the Pedrengo closure have been included in loss from discontinued operations, net of tax, as this plant formed part of our Antioxidants business. The Pedrengo plant ceased operations on March 31, 2013 and asset retirement and decommissioning work has been substantially completed. We have retained this property under the terms of the sale of our Antioxidants business and anticipate selling it after all decommissioning and remediation work is completed.

A summary of the changes in the liabilities established for restructuring programs is as follows:

(In millions)	Severance and Related Costs	Other Facility Closure Costs	Total
Balance at December 31, 2013	\$ 14	\$ 2	\$ 16
2014 charge	1	1	2
Cash payments	(6)	(3)	(9)
Balance at March 31, 2014	\$ 9	\$	\$ 9

At March 31, 2014, the balance of these reserves were included in accrued expenses in our Consolidated Balance Sheet. At December 31, 2013, \$15 million of these reserves were included in accrued expenses and \$1 million were included in accounts payable in our Consolidated Balance Sheet.

Asset Impairment Review

During the first two quarters of 2013, we completed an assessment of the possible sale of the Consumer Products business. As of March 31, 2013 and June 30, 2013, we considered it more-likely-than-not that the sale initiative would become effective during 2013. In performing the impairment analysis, we probability weighted the possible outcomes of the sale initiative as of March 31, 2013 and June 30, 2013. Based on this analysis, the expected undiscounted cash flows were sufficient to recover the carrying values of the assets of the Consumer Products business. As a result, we concluded that no impairment existed at March 31, 2013 or June 30, 2013.

In September 2013, when we met the criteria to record assets held for sale, we again performed an impairment analysis of the Consumer Products business. We probability weighted the fair value less cost to sell under different fair value models, as a proxy for an agreed upon purchase price, and found the fair value less cost to sell was sufficient to recover the carrying value of the net assets to be sold as of September 30, 2013. As a result, we concluded that no impairment existed at September 30, 2013.

On December 31, 2013, we completed a stock sale of our investment in dedicated legal entities of our Consumer Products business. In connection with the sale, we entered into a supply contract with KIK to supply products from our Adrian, MI facility. Under the terms of the

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supply contract, KIK has the option, exercisable for a period of six-months following the closing date, to purchase the net assets of the Adrian facility at a price that is below the carrying value of the net assets. Accordingly, we concluded that the net assets of the Adrian facility met the criteria to be classified as assets held for sale and based on the expected selling price we recorded an impairment charge in December 2013 of \$7 million to write-down the property, plant and equipment to its estimated fair value which is included in earnings from discontinued operations, net of tax in our Consolidated Statement of Operations.

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(In millions)	March 31, 2014	December 31, 2013
Finished goods	\$ 278	\$ 288
Work in process	32	34
Raw materials and supplies	105	93
	\$ 415	\$ 415

Included in the above net inventory balances are inventory obsolescence reserves of approximately \$23 million and \$21 million at March 31, 2014 and December 31, 2013, respectively.

5) PROPERTY, PLANT AND EQUIPMENT

(In millions)	March 31, 2014	December 31, 2013
Land and improvements	\$ 75	\$ 74
Buildings and improvements	214	216
Machinery and equipment	1,256	1,239
Information systems equipment	174	173
Furniture, fixtures and other	29	29
Construction in progress	84	94
	1,832	1,825
Less: accumulated depreciation	1,115	1,101
	\$ 717	\$ 724

Depreciation expense from continuing operations was \$23 million and \$21 million for the quarters ended March 31, 2014 and 2013, respectively. Depreciation expense from continuing operations included accelerated depreciation of certain fixed assets associated with our restructuring programs of \$3 million for the quarter ended March 31, 2014.

6) GOODWILL AND INTANGIBLE ASSETS

Our goodwill balance was \$178 million and \$179 million at March 31, 2014 and December 31, 2013, respectively. The goodwill is allocated to the Industrial Performance Products segment. The goodwill balance at March 31, 2014 and December 31, 2013 reflected accumulated impairments of \$90 million.

We have elected to perform our annual goodwill impairment procedures for all of our reporting units in accordance with ASC Subtopic 350-20, *Intangibles - Goodwill and Other - Goodwill* (ASC 350-20) as of July 31, or sooner, if events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. We estimate the fair value of our reporting units utilizing income and market approaches through the application of discounted cash flow and market comparable methods (Level 3 inputs as described in

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Note 14 Financial Instruments and Fair Value Measurements). The assessment is required to be performed in two steps: step one to test for a potential impairment of goodwill and, if potential impairments are identified, step two to measure the impairment loss through a full fair valuing of the assets and liabilities of the reporting unit utilizing the acquisition method of accounting. We concluded that no goodwill impairment existed in any of our reporting units based on the annual review as of July 31, 2013.

We continually monitor and evaluate business and competitive conditions that affect our operations and reflects the impact of these factors in our financial projections. If permanent or sustained changes in business or competitive conditions occur, they can lead to revised projections that could potentially give rise to impairment charges.

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Our intangible assets (excluding goodwill) are comprised of the following:

(In millions)	March 31, 2014			December 31, 2013		
	Gross Cost	Accumulated Amortization	Net Intangibles	Gross Cost	Accumulated Amortization	Net Intangibles
Patents	\$ 87	\$ (49)	\$ 38	\$ 91	\$ (52)	\$ 39
Trademarks	68	(35)	33	68	(34)	34
Customer relationships	42	(18)	24	42	(18)	24
Production rights	46	(38)	8	46	(37)	9
Other	82	(46)	36	81	(45)	36
Total	\$ 325	\$ (186)	\$ 139	\$ 328	\$ (186)	\$ 142

The decrease in gross intangible assets since December 31, 2013 is primarily due to retirements of \$5 million, offset by additions of \$2 million.

Amortization expense from continuing operations related to intangible assets was \$5 million for the quarters ended March 31, 2014 and 2013.

7) DEBT

Our debt is comprised of the following:

(In millions)	March 31, 2014	December 31, 2013
5.75% Senior Notes due 2021	\$ 450	\$ 450
7.875% Senior Notes due 2018	100	100
Term Loan due 2016	206	316
Other borrowings	39	32
Total Debt	795	898
Less: Other short-term borrowings	(1)	(2)
Less: Current portion of other long-term debt	(5)	(5)
Less: Current portion of Term Loan		(110)
Total Long-term debt	\$ 789	\$ 781

Financing Facilities

2021 Senior Notes

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In July 2013, we completed a registered public offering of \$450 million of 5.75% Senior Notes due 2021 (the 2021 Senior Notes). The purpose of the 2021 Senior Notes was to tender any and all of our outstanding \$455 million aggregate principal amount of 7.875% Senior Notes due 2018 (the 2018 Senior Notes) pursuant to our Offer to Purchase and Consent Solicitation Statement (the Offer to Purchase), pay expenses related to the offering and prepay a portion of our senior secured term loan facility due 2016 (the Term Loan). In July 2013, we completed the tendering of \$354 million of the 2018 Senior Notes in response to the Offer to Purchase.

In the third quarter of 2013, we recorded a \$50 million loss on the early extinguishment of debt. The loss included \$42 million for the difference between the principal amount of the 2018 Senior Notes tendered and the sum of the tender offer consideration and consent payments. The loss also included \$8 million for the write-off of unamortized capitalized financing costs and original issuance discount with respect to the 2018 Senior Notes purchased under the tender.

In July 2013, we used the balance of the proceeds from the offering of the 2021 Senior Notes, after completing the purchase of the 2018 Senior Notes tendered and paying transaction costs, of approximately \$45 million and approximately \$5 million of cash on hand to prepay \$50 million of principal of our Term Loan.

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At any time prior to July 15, 2016, we are permitted to redeem some or all of the 2021 Senior Notes at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium (as defined in the indenture governing the 2021 Senior Notes (the "2021 Indenture")) and accrued and unpaid interest up to, but excluding, the redemption date. At any time after July 15, 2016, we are permitted to redeem some or all of the 2021 Senior Notes at any time, with the redemption prices being, prior to July 15, 2017, 104.313% of the principal amount; on or after July 15, 2017 and prior to July 15, 2018, 102.875% of the principal amount; on or after July 15, 2018 and prior to July 15, 2019, 101.438% of the principal amount; and thereafter 100% of the principal amount, in each case plus any accrued and unpaid interest to the redemption date. In addition, prior to July 15, 2016, we may redeem up to 35% of the 2021 Senior Notes from the proceeds of certain equity offerings at a redemption price of 105.75% plus accrued but unpaid interest to the redemption date. If we experience certain kinds of changes in control, as defined in the 2021 Indenture, we may be required to offer to repurchase all of the 2021 Senior Notes at a redemption price (subject to limitations as described in the 2021 Indenture) equal to 101% of the aggregate principal amount plus accrued and unpaid interest.

Our 2021 Senior Notes contain covenants that limit our ability to enter into certain transactions, such as incurring secured debt and subsidiary debt and entering into sale and lease-back transactions.

Our 2021 Senior Notes are subject to certain events of default, including, among others, breach of other agreements in the 2021 Indenture; any guarantee of a significant subsidiary ceasing to be in full force and effect; a default by us or our restricted subsidiaries under any bonds, debentures, notes or other evidences of indebtedness of a certain amount, resulting in its acceleration; and certain events of bankruptcy or insolvency.

2018 Senior Notes

In August 2010, we completed a \$455 million private placement offering under Securities and Exchange Commission (SEC) Rule 144A for the 2018 Senior Notes at an issue price of 99.269% in reliance on an exemption pursuant to Section 4(2) of the Securities Act of 1933. The 2018 Senior Notes were exchanged in June 2011 for identical registered 2018 Senior Notes. In July 2013, we purchased \$354 million of the \$455 million outstanding balance with proceeds from the 2021 Senior Notes offering.

At any time prior to September 1, 2014, we may redeem some or all of the remaining 2018 Senior Notes at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium (as defined in the indenture) and accrued and unpaid interest up to, but excluding, the redemption date. We may also redeem some or all of the remaining 2018 Senior Notes at any time on or after September 1, 2014, with the redemption prices being, prior to September 1, 2015, 103.938% of the principal amount, on or after September 1, 2015 and prior to September 1, 2016, 101.969% of the principal amount and thereafter 100% plus any accrued and unpaid interest to the redemption date.

When issued in 2010, our 2018 Senior Notes contained covenants that limited our ability to enter into certain transactions, such as incurring additional indebtedness, creating liens, paying dividends, and entering into dispositions and joint ventures. With the purchase of the tendered 2018 Senior Notes under the Offer to Purchase complete, the amendments to the 2018 Indenture that eliminated substantially all of the restrictive covenants, certain events of default and related provisions became effective.

Our 2018 Senior Notes are now subject to only limited events of default including failure to pay principal or interest.

Term Loan

In August 2010, we entered into the Term Loan due 2016 with Bank of America, N.A., as administrative agent, and other lenders party thereto for an aggregate principal amount of \$295 million with an original issue discount of 1%. The Term Loan permitted us to increase the size of the facility with an accordion feature by up to \$125 million. On October 31, 2012, we exercised the accordion feature of our Term Loan and borrowed the additional \$125 million for the purpose of funding potential investment opportunities and for general corporate purposes. During 2013, we repaid \$102 million of the Term Loan with proceeds from the 2011 Senior Notes offering and cash on hand. In January 2014, we repaid an additional \$110 million of the Term Loan with proceeds from the sale of the Consumer Products business. In light of this transaction, we classified the \$110 million as short-term borrowings in our Consolidated Balance Sheet as of December 31, 2013.

In October 2013, we entered into Amendment No. 2 to the Term Loan which, among other things, (i) reduced the interest rate and LIBOR floor on the term loans outstanding under the Term Loan agreement (the term loans), (ii) provided for a 1% prepayment premium if the term loans are refinanced with certain specified refinancing debt within 6 months, (iii) introduced scheduled quarterly amortization of the term loans in the amount of 1% annually, and (iv) permitted additional flexibility under

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certain of our operating covenants (including but not limited to additional flexibility for debt, investments, restricted payments and dispositions) in the Term Loan agreement. The amendment became effective on October 30, 2013.

Borrowings under the amended Term Loan bear interest at a rate per annum equal to, at our election, (i) 1.75% plus the Base Rate (defined as the higher of (a) the Federal Funds rate plus 0.5%; (b) Bank of America's published prime rate; and (c) the Eurodollar Rate plus 1%) or (ii) 2.75% plus the Eurodollar Rate (defined as the higher of (a) 0.75% and (b) the current LIBOR adjusted for reserve requirements).

The Term Loan contains covenants that limit, among other things, our ability to enter into certain transactions, such as creating liens, incurring additional indebtedness or repaying certain indebtedness, making investments, paying dividends, and entering into acquisitions, dispositions and joint ventures.

Additionally, the Term Loan requires that we meet certain financial maintenance covenants including a maximum Secured Leverage Ratio (net of unrestricted cash, as defined in the agreement) of 2.5:1.0 and a minimum Consolidated Interest Coverage Ratio (as defined in the agreement) of 3.0:1.0. Additionally, the Term Loan contains a covenant related to the repayment of excess cash flow (as defined in the agreement). As of March 31, 2014, we were in compliance with the covenant requirements of the Term Loan.

ABL Facility

In November 2010, we entered into a five-year senior secured revolving credit facility available through 2015 (the ABL Facility) with Bank of America, N.A., as administrative agent and the other lenders party thereto for an amount up to \$275 million, subject to availability under a borrowing base, and included a \$125 million letter of credit sub-facility.

In December 2013, we amended and restated the ABL Facility. The new five-year senior secured revolving credit facility available through 2018 provides for \$175 million available to our domestic subsidiaries (the US ABL Facility) and 60 million available to Chemtura Sales Europe B.V., a Netherlands subsidiary (the Foreign ABL Facility), and together with the US ABL Facility, the 2018 ABL Facility), subject in each case to availability under a borrowing base. The 2018 ABL Facility provides a \$125 million letter of credit sub-facility.

The revolving loans under the 2018 ABL Facility will bear interest at a rate per annum which, at our option, can be either: (a) a base rate (which varies depending on the currency in which the loans are borrowed) plus a margin of between 0.50% and 1.00% for loans denominated in U.S. dollars or between 1.50% and 2.00% for loans denominated in other currencies, in each case based on the average excess availability under the 2018 ABL Facility for the preceding quarter; or (b) the current reserve adjusted Eurocurrency Rate plus a margin of between 1.50% and 2.00% based on the average excess availability under the 2018 ABL Facility for the preceding quarter.

The 2018 ABL Facility Agreement contains certain affirmative and negative covenants (applicable to us, the other borrowing subsidiaries, the guarantors and their respective subsidiaries other than unrestricted subsidiaries), including, without limitation, covenants requiring financial reporting and notices of certain events, and covenants imposing limitations on incurrence of indebtedness and guaranties; liens; loans and investments; asset dispositions; dividends, redemptions, and repurchases of stock and prepayments, redemptions and repurchases of certain

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indebtedness; mergers, consolidations, acquisitions, joint ventures or creation of subsidiaries; material changes in business; transactions with affiliates; restrictions on distributions from restricted subsidiaries and granting of negative pledges; changes in accounting and reporting; sale leasebacks; and speculative transactions, and a springing financial covenant requiring a minimum trailing four quarter fixed charge coverage ratio of 1.0 to 1.0 at all times during (A) any period from the date when the amount available for borrowings under the 2018 ABL Facility falls below the greater of (i) \$25 million and (ii) 10% of the aggregate commitments to the date such available amount has been equal to or greater than the greater of (i) \$25 million and (ii) 10% of the aggregate commitments for 30 consecutive days, or (B) any period from the date when the amount available for borrowings under the US ABL Facility falls below the greater of (i) \$18 million and (ii) 10% of the aggregate commitments under the US ABL Facility to the date such available amount has been equal to or greater than the greater of (i) \$18 million and (ii) 10% of the aggregate commitments under the US ABL Facility for 30 consecutive days.

At March 31, 2014 and December 31, 2013, we had no borrowings under the 2018 ABL Facility. However, we had \$14 million of outstanding letters of credit (primarily related to insurance obligations, environmental obligations and banking credit facilities) which utilizes available capacity under the facility. At March 31, 2014 and December 31, 2013, we had approximately \$234 million and \$237 million, respectively, of undrawn availability under the 2018 ABL Facility.

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Other Facilities

In December 2012, we entered into a CNY 250 million (approximately \$40 million) 5 year secured credit facility available through December 2017 (the China Bank Facility) with Agricultural Bank of China, Nantong Branch (ABC Bank). The China Bank Facility will be used for funding construction of our manufacturing facility in Nantong, China. The China Bank Facility is secured by land, property and machinery of our subsidiary Chemtura Advanced Materials (Nantong) Co., Ltd. The loans under the China Bank Facility bear interest at a rate determined from time to time by ABC Bank base on the prevailing People Bank of China Lending Rate. At March 31, 2014 and December 31, 2013, we had borrowings of \$25 million and \$17 million, respectively, under the China Bank Facility. Repayments of principal will be made in semi-annual installments from December 2014 through December 2017.

In March 2013, we entered into a promissory note in the principal sum of \$7 million with a term of six years bearing interest at a rate of 5.29% per annum to finance the cost of certain information technology software licenses. The principal is to be repaid in equal monthly installments over its term.

8) INCOME TAXES

We reported an income tax expense of \$3 million and \$7 million for the quarters ended March 31, 2014 and 2013, respectively. The tax expense reported for the quarters ended March 31, 2014 and 2013 related to taxable income of certain of our international subsidiaries.

In the quarter ended March 31, 2014, we established a valuation allowance against the tax benefits associated with our year-to-date U.S. losses. We will continue to adjust our tax provision through the establishment or reduction of non-cash valuation allowances until we determine that it is more-likely than not that the net deferred tax assets associated with our U.S. operations will be utilized.

We have net liabilities related to unrecognized tax benefits of \$44 million at March 31, 2014 and December 31, 2013.

We recognize interest and penalties related to unrecognized tax benefits as income tax expense. Accrued interest and penalties are included within the related liability captions in our Consolidated Balance Sheet.

We believe it is reasonably possible that our unrecognized tax benefits may decrease by approximately \$8 million within the next year. This reduction may occur due to the statute of limitations expirations or conclusion of examinations by tax authorities. We further expect that the amount of unrecognized tax benefits will continue to change as a result of ongoing operations, the outcomes of audits and the expiration of the statutes of limitations. This change is not expected to have a significant impact on our financial condition.

9) ACCUMULATED OTHER COMPREHENSIVE LOSS

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The components of accumulated other comprehensive loss (AOCL), net of tax at March 31, 2014 and December 31, 2013, are as follows:

(in millions)	Foreign Currency Translation Adjustments	Unrecognized Pension and Other Post- Retirement Benefit Costs	Total
As of December 31, 2013	\$ (13)	\$ (267)	\$ (280)
Other comprehensive (loss) income before reclassifications	(6)	(2)	(8)
Amounts reclassified from AOCL		3	3
Net current period other comprehensive (loss) income	(6)	1	(5)
As of March 31, 2014	\$ (19)	\$ (266)	\$ (285)

The following table summarizes the reclassifications from AOCL to the Consolidated Statement of Operations for the quarters ended March 31, 2014 and 2013:

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(in millions)	Amount Reclassified from AOCL		Affected line item in the consolidated statement of operations
	Quarters ended March 31, 2014	Quarters ended March 31, 2013	
Defined benefit pension plan items:			
Amortization of prior-service costs (a)	\$ 1	\$ 1	See Note (a)
Amortization of actuarial losses (a)	(4)	(7)	See Note (a)
Total reclassifications	\$ (3)	\$ (6)	

(a) These items are included in the computation of net periodic benefit pension cost (see Note 12 - Pension and other Post-Retirement Benefit Plans for additional information).

10) EARNINGS PER COMMON SHARE

The computation of basic earnings per common share is based on the weighted average number of common shares outstanding. The computation of diluted earnings per common share is based on the weighted average number of common and common share equivalents outstanding. The computation of diluted earnings per common share equals the basic earnings per common share for the quarter ended March 31, 2013 since the common stock equivalents were anti-dilutive as a result of a loss from continuing operations. Common stock equivalents amounted to 1.4 million shares for the quarter ended March 31, 2013.

The following is a reconciliation of the shares used in the computation of earnings per share:

(In millions)	Quarters ended March 31,	
	2014	2013
Weighted average shares outstanding - Basic	96.3	98.2
Dilutive effect of common share equivalents	1.5	
Weighted average shares outstanding - Diluted	97.8	98.2

In November 2013, the Board authorized an increase in our share repurchase program to \$291 million of which \$173 million remains as of March 31, 2014 and extended the program through November 9, 2014. The shares are expected to be repurchased from time to time through open market purchases. The program, which does not obligate us to repurchase any particular amount of common stock, may be modified or suspended at any time at the Board's discretion. The manner, price, number and timing of such repurchases, if any, will be subject to a variety of factors, including market conditions and the applicable rules and regulations of the SEC. We repurchased 0.9 million shares of our common stock at a cost of \$22 million during the quarter ended March 31, 2014. As of March 31, 2014, we had repurchased 6.7 million shares at a cost of \$118 million under this program, which was originally approved by our Board in October 2011.

11) STOCK INCENTIVE PLANS

In 2010, we adopted the Chemtura Corporation 2010 Long-Term Incentive Plan (the 2010 LTIP), which was approved by the Bankruptcy Court and became effective upon our emergence from Chapter 11. The 2010 LTIP provides for grants of nonqualified stock options (NQOs), incentive

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stock options (ISOs), stock appreciation rights, dividend equivalent rights, stock units, bonus stock, performance awards, share awards, restricted stock, time-based restricted stock units (RSUs) and performance-based RSUs. The 2010 LTIP provides for the issuance of a maximum of 11 million shares. Stock options may be granted under the 2010 LTIP at prices equal to the fair market value of the underlying common shares on the date of the grant. All outstanding stock options will expire not more than ten years from the date of the grant. Stock issuances can be from treasury shares or newly issued shares.

Stock-based compensation expense was \$4 million and \$5 million for the quarters ended March 31, 2014 and 2013, respectively. Stock-based compensation expense was primarily reported in SG&A.

Stock Option Plans

In March 2013, the Compensation Committee of our Board approved the grant of 0.4 million NQOs under the 2013 long-term incentive awards (the 2013 Awards). These options vest ratably over a three-year period.

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We use the Black-Scholes option-pricing model to determine the fair value of NQOs. We have elected to recognize compensation cost for awards of NQOs equally over the requisite service period for each separately vesting tranche, as if multiple awards were granted. Using this method, the weighted average per share fair value of stock options granted during the quarter ended March 31, 2013 was \$9.92.

Total remaining unrecognized compensation expense associated with unvested NQOs at March 31, 2014 was \$2 million, which will be recognized over the weighted average period of approximately 2 years.

Restricted Stock Units and Performance Shares

In May 2013, the Nominating & Governance Committee was merged into the Compensation Committee and was renamed the Compensation & Governance Committee (the Committee). In March 2014, the Committee approved the grant of 0.4 million time-based RSUs under the 2014 long-term incentive awards (the 2014 Awards). These RSUs vest ratably over a three-year period.

In March 2014, the Committee approved the grant of 0.2 million performance shares under the 2014 Awards. The share grant is subject to a performance multiplier of up to 2 times the targeted award. The performance measurement period is the three calendar year period ending December 31, 2016, the performance share metric used will be our relative total shareholder return against the companies comprising the Dow Jones Chemical Index, and the performance shares will be settled on March 1, 2017. We used the Monte-Carlo simulation model to determine the fair value of the performance shares. Using this method, the average per share fair value of these awards was \$26.98.

In March 2013, the Committee approved the grant of 0.2 million time-based RSUs under the 2013 Awards. These RSUs vest ratably over a three-year period.

In March 2013, the Committee approved the grant of 0.2 million performance shares under the 2013 Awards. The share grant is subject to a performance multiplier of up to 2 times the targeted award. The performance measurement period is the three calendar year period ending December 31, 2015, the performance share metric used will be our relative total shareholder return against the companies comprising the Russell 3000 Index, and the performance shares will be settled on March 1, 2016. We used the Monte-Carlo simulation model to determine the fair value of the performance shares. Using this method, the average per share fair value of these awards was \$27.27.

Total remaining unrecognized compensation expense associated with unvested time-based RSUs and performance shares at March 31, 2014 was \$21 million, which will be recognized over the weighted average period of approximately 3 years.

Employee Stock Purchase Plan

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In May 2012, our shareholders approved the Chemtura Corporation 2012 Employee Stock Purchase Plan (the ESPP). This plan permits eligible employees to annually elect to have up to 10% of their compensation withheld and applied to the purchase of shares of Chemtura's common stock. Purchases are made at the end of quarterly offering periods and are based on the lower of the fair market value of the shares on the first and last trading days during the offering period. A total of one million shares are authorized to be issued under the ESPP, including up to 0.1 million shares per offering period and 0.3 million shares per plan year. As of March 31, 2014, approximately 0.9 million shares are available for future issuance under this plan.

12) PENSION AND OTHER POST-RETIREMENT BENEFIT PLANS

Components of our defined benefit plans net periodic benefit (credit) cost for the quarters ended March 31, 2014 and 2013 are as follows:

(In millions)	Qualified U.S. Plans		Defined Benefit Plans International and Non-Qualified Plans				Post-Retirement Health Care Plans	
	Quarters ended March 31,		Quarters ended March 31,		Quarters ended March 31,		Quarters ended March 31,	
	2014	2013	2014	2013	2014	2013	2014	2013
Service cost	\$ 7	\$ 10	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1
Interest cost	7	10	5	5	5	5	1	1
Expected return on plan assets	(10)	(14)	(7)	(6)	(7)	(6)	(7)	(6)
Amortization of prior service cost							(1)	(1)
Amortization of actuarial losses	2	5	1	1	1	1	1	1
Net periodic benefit cost	\$ (1)	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1

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We contributed \$1 million to our U.S. non-qualified pension plans and \$15 million to our international pension plans for the quarter ended March 31, 2014. Contributions to post-retirement health care plans for the quarter ended March 31, 2014 were \$3 million.

On May 9, 2011, one of our UK subsidiaries entered into definitive agreements with the trustees of the Great Lakes U.K. Limited Pension Plan (the UK Pension Plan) over the terms of a recovery plan which provided for a series of additional cash contributions to be made to reduce the underfunding over time. The agreements provided, among other things, for our UK subsidiary to make cash contributions of £60 million (approximately \$96 million) between 2011 and 2014. The final contribution of £8 million (\$12 million) was made in the first quarter of 2014. The agreements also provided for the granting of both a security interest and a guarantee to support certain of the liabilities under the UK Pension Plan.

There was also an evaluation being undertaken as to whether additional benefit obligations exist in connection with the equalization of certain benefits under the UK Pension Plan that occurred in the early 1990s. Based on the results of the evaluation in 2011, \$8 million of expense was recorded in the fourth quarter of 2011, which was subject to adjustment as further information is gathered as part of the evaluation. Additional information was gathered and evaluated in 2013 and resulted in a reduction of the original estimated liability. Accordingly, we recorded \$2 million of income to SG&A in the second quarter of 2013. When we reach agreement with the trustees of the UK Pension Plan as to what additional benefit obligations exist, our UK subsidiary is required to make additional cash contributions to the UK Pension Plan.

13) DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Our activities expose our earnings, cash flows and financial condition to a variety of market risks, including the effects of changes in foreign currency exchange rates, interest rates and energy prices. We maintain a risk management strategy that may utilize derivative instruments to mitigate risk against foreign currency movements. We do not enter into derivative instruments for trading or speculative purposes.

We have exposure to changes in foreign currency exchange rates resulting from transactions entered into by us and our foreign subsidiaries in currencies other than their functional currency (primarily trade payables and receivables). We are also exposed to currency risk on intercompany transactions (including intercompany loans). We manage these currency risks on a consolidated basis which allows us to net our exposure.

In April 2012, we purchased two forward contracts with a notional amount totaling \$25 million to reduce the risk of currency exposure related to the remaining two annual installments of proceeds from the sale of our 50% interest in Tetrabrom Technologies Ltd. in 2011. We use fair value accounting methods for these contracts. One contract expired in the second quarter of 2013. We have recorded an unrealized loss of less than \$1 million reflecting the changes in the fair market value on the remaining contract in other income, net for quarter ended March 31, 2014 and March 31, 2013. The resulting net liability of the changes in fair market value of the remaining contract of less than \$1 million and \$1 million has been accounted for in other current assets in our Consolidated Balance Sheet as of March 31, 2014 and 2013, respectively.

During the first quarter of 2013, we entered into a zero cost collar contract and an additional forward contract to reduce the risk of currency exposure related to the Euro in one of our consolidated subsidiaries. These contracts matured at various times during the second quarter of 2013. We used fair value accounting methods for these contracts and recorded a gain of \$3 million reflecting the changes in fair market value of those contracts in other income, net in our Consolidated Statement of Operations for the quarter ended March 31, 2013. The resulting net asset

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of the changes in fair market value of these contracts of \$3 million was accounted for in other current assets in our Consolidated Balance Sheet as of March 31, 2013.

14) FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial Instruments

The carrying amounts for cash and cash equivalents, accounts receivable, other current assets, accounts payable and other current liabilities approximate their fair value because of the short-term maturities of these instruments. The fair value of debt is based primarily on quoted market values.

The following table presents the carrying amounts and estimated fair values of material financial instruments used by us in the normal course of business:

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(In millions)	As of March 31, 2014		As of December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Total debt	\$ 795	\$ 822	\$ 898	\$ 916

Fair Value Measurements

We apply the provisions of ASC 820 with respect to our financial assets and liabilities that are measured at fair value within the financial statements on a recurring basis. ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. The fair value hierarchy specified by ASC 820 is as follows:

- Level 1 Quoted prices in active markets for identical assets and liabilities.
- Level 2 Quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

Level 1 fair value measurements in 2014 and 2013 included securities purchased in connection with the deferral of compensation and our match and investment earnings related to the supplemental savings plan. These securities are considered our general assets until distributed to the participant and are included in other assets in our Consolidated Balance Sheets. A corresponding liability is included in other liabilities at March 31, 2014 and December 31, 2013 in our Consolidated Balance Sheets. Quoted market prices were used to determine fair values of these Level 1 investments which are held in a trust with a third-party brokerage firm. The fair value of the asset and corresponding liability was \$3 million at March 31, 2014 and December 31, 2013.

Level 2 fair value measurements are used to value our financial instruments subject to foreign currency exchange risk (see Note 13 Derivative Instruments and Hedging Activities.) For the quarter ended March 31, 2014, there were no transfers into or out of Levels 1 and 2.

Level 3 fair value measurements are utilized in our impairment reviews of goodwill (see Note 6 Goodwill and Intangible Assets).

During the second quarter of 2013, we obtained an investment in non-public preferred equity securities with a face value of \$9 million. We have estimated the fair value to be \$4 million, utilizing Level 3 measurements, where the fair value estimate is determined internally based on business and market sector fundamentals. We have reported the fair value of this investment in Other Non-Current Assets and reported the difference between the face value and fair value in loss on sale of discontinued operations.

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Level 1, 2 and 3 fair value measurements are utilized for defined benefit plan assets in determining the funded status of our pension and post-retirement benefit plan liabilities on an annual basis (at December 31).

15) ASSET RETIREMENT OBLIGATIONS

We apply the provisions of ASC Topic 410, *Asset Retirements and Environmental Obligations* (ASC 410), which requires us to make estimates regarding future events in order to record a liability for asset retirement obligations in the period in which a legal obligation is created. Such liabilities are recorded at fair value, with an offsetting increase to the carrying value of the related long-lived assets. The fair value is estimated by discounting projected cash flows over the estimated life of the assets using our credit adjusted risk-free rate applicable at the time the obligation is initially recorded. In future periods, the liability is accreted to its present value and the capitalized cost is depreciated over the useful life of the related asset. We also adjust the liability for changes resulting from revisions to the timing of future cash flows or the amount of the original estimate. Upon retirement of the long-lived asset, we either settle the obligation for its recorded amount or incur a gain or loss.

Our asset retirement obligations include estimates for all asset retirement obligations identified for our worldwide facilities. Our asset retirement obligations are primarily the result of legal obligations for the removal of leasehold improvements and restoration of premises to their original condition upon termination of leases at approximately 20 facilities; legal obligations to

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close approximately 90 brine supply, brine disposal, waste disposal and hazardous waste injection wells and the related pipelines at the end of their useful lives; and decommissioning and decontamination obligations that are legally required to be fulfilled upon closure of approximately 25 of our manufacturing facilities.

The following is a summary of the change in the carrying amount of the asset retirement obligations for the quarters ended March 31, 2014 and 2013:

(In millions)	Quarters ended March 31,			
		2014		2013
Asset retirement obligation balance at beginning of period	\$	16	\$	20
Payments				(1)
Asset retirement obligation balance at end of period	\$	16	\$	19

The net book value of assets related to the asset retirement obligations at March 31, 2014 and 2013 was less than \$1 million.

Depreciation expense for the quarters ended March 31, 2014 and 2013 was less than \$1 million.

At March 31, 2014, \$3 million of asset retirement obligations was included in accrued expenses, \$12 million was included in other liabilities and \$1 million was included in liabilities held for sale in our Consolidated Balance Sheet. At December 31, 2013, \$3 million of asset retirement obligations was included in accrued expenses, \$12 million was included in other liabilities and \$1 million was included in liabilities held for sale in our Consolidated Balance Sheet.

16) EMERGENCE FROM CHAPTER 11

On March 18, 2009 (the *Petition Date*) Chemtura and 26 of our U.S. affiliates (collectively the *U.S. Debtors* or the *Debtors* when used in relation to matters before August 8, 2010) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (*Chapter 11*) in the United States Bankruptcy Court for the Southern District of New York (the *Bankruptcy Court*).

On August 8, 2010, our Canadian subsidiary, Chemtura Canada Co/Cie (*Chemtura Canada*), filed a voluntary petition for relief under Chapter 11. On August 11, 2010, Chemtura Canada commenced ancillary recognition proceedings under Part IV of the Companies Creditors Arrangement Act (the *CCAA*) in the Ontario Superior Court of Justice (the *Canadian Court*) and such proceedings, the *Canadian Case*). The U.S. Debtors along with Chemtura Canada after it filed for Chapter 11 (collectively the *Debtors*) requested the Bankruptcy Court to enter an order jointly administering Chemtura Canada's Chapter 11 case with the previously filed Chapter 11 cases and appoint Chemtura Canada as the *foreign representative* for the purposes of the *Canadian Case*. Such orders were granted on August 9, 2010. On August 11, 2010, the *Canadian Court* entered an order recognizing the Chapter 11 cases as a *foreign proceedings* under the *CCAA*.

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On November 3, 2010, the Bankruptcy Court entered an order confirming the Debtors' plan of reorganization (the Plan). On November 10, 2010 (the Effective Date), the Debtors substantially consummated their reorganization through a series of transactions contemplated by the Plan and the Plan became effective. At the Effective Date, we determined that we did not meet the requirements under ASC Section 852-10-45 to adopt fresh start accounting because the reorganized value of our assets exceeded the carrying value of our liabilities. Fresh start accounting would have required us to record assets and liabilities at fair value at the Effective Date.

The Plan provided for payment in full including interest in certain circumstances on all allowed claims and the establishment of several reserves for disputed claims as of the Effective Date. On May 4, 2012, the Bankruptcy Court entered an order disallowing and expunging the last disputed claims in the Chapter 11 cases. All disputed claims that were ultimately allowed by the Bankruptcy Court have been satisfied by payment from the disputed claims reserve established under the Plan. Under the Plan, on the Effective Date, holders of common stock issued before the Debtors filed for Chapter 11 (Holders of Interests) received a distribution of new common stock in accordance with the Plan together with the potential right to receive supplemental distributions in certain circumstances. Since the Effective Date, four supplemental distributions were made to Holders of Interests, with the fourth and final supplemental distribution, which included all amounts remaining in the disputed claims reserves, having been made in July 2012.

On January 31, 2013, the Bankruptcy Court granted Chemtura's motion to enforce the discharge injunction under the Plan against certain tort claimants. On February 7, 2013, the Bankruptcy Court entered a written order consistent with its ruling. On February 20, 2013, the claimants appealed the Bankruptcy Court's February 7, 2013 order. On February 10, 2014, the United States District Court for the Southern District of New York affirmed the Bankruptcy Court's order enforcing the discharge

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injunction under the Plan. On March 20, 2014, the Bankruptcy Court entered an order closing the Chapter 11 case of Chemtura Corporation.

As of March 31, 2014, the Bankruptcy Court has entered orders granting final decrees closing all of the Debtors' Chapter 11 cases.

17) LEGAL PROCEEDINGS AND CONTINGENCIES

We are involved in claims, litigation, administrative proceedings and investigations of various types in a number of jurisdictions. A number of such matters involve, or may involve, claims for a material amount of damages and relate to or allege, among other things, environmental liabilities, including clean-up costs associated with hazardous waste disposal sites, natural resource damages, property damage and personal injury.

Discharge of Litigation and Claims Under Chapter 11 Plan

As a result of the Chapter 11 cases and pursuant to the Plan approved by the Bankruptcy Court, substantially all prepetition litigation and claims against us and our subsidiaries that were Debtors in the Chapter 11 cases have been discharged and permanently enjoined from further prosecution.

Claims and legal actions asserted against non-Debtors or relating to events occurring after the Effective Date, certain regulatory and administrative proceedings and certain contractual and other claims assumed with the authorization of the Bankruptcy Court, were not discharged in the Chapter 11 cases and are further described below.

Litigation and Claims Not Discharged Under Chapter 11 Plan

Environmental Liabilities

As part of the Chapter 11 cases, under the Plan, the Debtors retained responsibility for environmental cleanup liabilities relating to currently owned or operated sites (i.e. sites that were part of the Debtors' estates) and, with certain exceptions, discharged or settled liabilities relating to formerly owned or operated sites (i.e., sites that were no longer part of the Debtors' estates) and third-party sites (i.e., sites that were never part of the Debtors' estates).

We are involved in environmental matters of various types in a number of jurisdictions. A number of such matters involve claims for material amounts of damages and relate to or allege environmental liabilities, including clean up costs associated with hazardous waste disposal sites and

natural resource damages.

The Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended (CERCLA), and comparable state statutes impose strict liability upon various classes of persons with respect to the costs associated with the investigation and remediation of waste disposal sites. Such persons are typically referred to as Potentially Responsible Parties or PRPs. Chemtura and several of our subsidiaries have been identified by federal, state or local governmental agencies or by other PRPs, as a PRP at various locations in the United States. Because in certain circumstances these laws have been construed to authorize the imposition of joint and several liability, the Environmental Protection Agency (EPA) and comparable state agencies could seek to recover all costs involving a waste disposal site from any one of the PRPs for such site, including Chemtura, despite the involvement of other PRPs. In many cases, we are one of a large number of PRPs with respect to a site. In a few instances, we are the sole or one of only a handful of PRPs performing investigation and remediation. Where other financially responsible PRPs are involved, we expect that any ultimate liability resulting from such matters will be apportioned between us and such other parties. In addition, we are involved with environmental remediation and compliance activities at some of our current and former sites in the United States and abroad.

Each quarter, we evaluate and review estimates for future remediation and other costs to determine appropriate environmental reserve amounts. For each site where the cost of remediation is probable and reasonably estimable, we determine the specific measures that are believed to be required to remediate the site, the estimated total cost to carry out the remediation plan, the portion of the total remediation costs to be borne by us and the anticipated time frame over which payments toward the remediation plan will occur. At sites where we expect to incur ongoing operation and maintenance expenditures, we accrue on an undiscounted basis for a period of generally 10 years those costs which we believe are probable and reasonably estimable.

The total amount accrued for environmental liabilities as of March 31, 2014 and December 31, 2013 was \$88 million and \$93 million, respectively. At March 31, 2014 and December 31, 2013, \$20 million and \$18 million, respectively, of these environmental liabilities were reflected as accrued expenses and \$68 million and \$75 million, respectively, were reflected as other liabilities. We estimate that the reasonably possible ongoing environmental liabilities could range up to \$102 million at

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March 31, 2014. Our accruals for environmental liabilities include estimates for determinable clean-up costs. We recorded pre-tax charges of \$2 million for the quarter ended March 31, 2014 and made payments of \$6 million during the quarter ended March 31, 2014 for clean-up costs, which reduced our environmental liabilities. At certain sites, we have contractual agreements with certain other parties to share remediation costs. As of March 31, 2014, no receivables are outstanding related to these agreements. At a number of these sites, the extent of contamination has not yet been fully investigated or the final scope of remediation is not yet determinable. We intend to assert all meritorious legal defenses and will pursue other equitable factors that are available with respect to these matters. However, the final cost of clean-up at these sites could exceed our present estimates, and could have, individually or in the aggregate, a material adverse effect on our financial condition, results of operations, or cash flows. Our estimates for environmental remediation liabilities may change in the future should additional sites be identified, further remediation measures be required or undertaken, current laws and regulations be modified or additional environmental laws and regulations be enacted, and as negotiations with respect to certain sites are finalized.

Other

We are routinely subject to other civil claims, litigations, arbitrations, and regulatory investigations arising in the ordinary course of our business, as well as in respect of our divested businesses. Some of these claims and litigations relate to product liability claims, including claims related to our current and historical products and asbestos-related claims concerning premises and historic products of our corporate affiliates and predecessors. We believe the claims relating to the period before the filing of the Chapter 11 cases are subject to discharge pursuant to the Plan and have been satisfied, to the extent they were timely filed in the Chapter 11 cases and allowed by the Bankruptcy Court. Further, we believe that we have strong defenses to these claims. These claims have not had a material impact on us to date and we believe the likelihood that a future material adverse outcome will result from these claims is remote.

However, we cannot be certain that an adverse outcome of one or more of these claims, to the extent not discharged in the Chapter 11 cases, would not have a material adverse effect on our financial condition, results of operations or cash flows.

Guarantees

In addition to the letters of credit of \$14 million outstanding at March 31, 2014 and December 31, 2013, we have guarantees that have been provided to various financial institutions. At March 31, 2014 and December 31, 2013, we had \$15 million and \$12 million of outstanding guarantees, respectively. The letters of credit and guarantees were primarily related to liabilities for insurance obligations, environmental obligations, banking and credit facilities, vendor deposits and European value added tax (VAT) obligations.

We have applied the provisions of ASC Topic 460, *Guarantees* (ASC 460), to our agreements that contain guarantee or indemnification clauses. We are a party to an agreement pursuant to which we may be obligated to indemnify a third party with respect to certain loan obligations of a joint venture company in which we had an equity interest. These obligations arose to provide initial financing for a joint venture start-up, fund an acquisition and/or provide project capital. Such obligations mature through May 2016. In the event that any of the joint venture companies were to default on these loan obligations, we would indemnify the other party up to its proportionate share of the obligation based upon its ownership interest in the joint venture. At March 31, 2014 and December 31, 2013, the maximum potential future principal and interest payments due under these guarantees were \$2 million. In accordance with ASC 460, we have accrued less than \$1 million in reserves, which represents the fair value of these guarantees at March 31, 2014 and December 31, 2013. The reserve has been included in other liabilities on our Consolidated Balance Sheet at March 31, 2014 and December 31, 2013 with an offset to other assets.

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In addition, we have financing agreements with banks in Brazil for certain customers under which we receive funds from the banks at invoice date, and in turn, the customer agrees to pay the banks on the due date. We provide a full recourse guarantee to the banks in the event of customer non-payment.

In the ordinary course of business, we enter into contractual arrangements under which we may agree to indemnify a third party to such arrangement from any losses incurred relating to the services they perform on our behalf or for losses arising from certain events as defined within the particular contract, which may include, for example, litigation, claims or environmental matters relating to our past performance. For any losses that we believe are probable and estimable, we have accrued for such amounts in our Consolidated Balance Sheets.

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18) BUSINESS SEGMENT DATA

We evaluate a segment's performance based on several factors, of which the primary factor is operating income (loss). In computing operating income (loss) by segment, the following items have not been deducted: (1) general corporate expense; (2) amortization; and (3) facility closures, severance and related costs. Pursuant to ASC Topic 280, *Segment Reporting* (ASC 280), these items have been excluded from our presentation of segment operating income (loss) because they are not reported to the chief operating decision maker for purposes of allocating resources among reporting segments or assessing segment performance.

Industrial Performance Products

Industrial Performance Products are engineered solutions for our customers' specialty chemical needs. Industrial Performance Products include petroleum additives that provide detergency, friction modification and corrosion protection in automotive lubricants, greases, refrigeration and turbine lubricants as well as synthetic lubricant base-stocks and greases; castable urethane prepolymers engineered to provide superior abrasion resistance and durability in many industrial and recreational applications; and polyurethane dispersions and urethane prepolymers used in various types of coatings such as clear floor finishes, high-gloss paints and textiles treatments. These products are sold directly to manufacturers and through distribution channels.

Industrial Engineered Products

Industrial Engineered Products are chemical additives designed to improve the performance of polymers in their end-use applications. Industrial Engineered Products include brominated performance products, flame retardants, fumigants and organometallics. The products are sold across the entire value chain ranging from direct sales to monomer producers, polymer manufacturers, compounders and fabricators, manufacturers of electronic components, fine chemical manufacturers, utilities, pharmaceutical manufacturers and oilfield service companies to industry distributors.

Chemtura AgroSolutions

Chemtura AgroSolutions develops, supplies, registers and sells agricultural chemicals formulated for specific crops in various geographic regions for the purpose of enhancing quality and improving yields. The business focuses on specific target markets in six major product lines: seed treatments, fungicides, miticides, insecticides, growth regulators and herbicides. These products are sold mainly to distributors and retailers in the agricultural sector.

On April 16, 2014, we entered into a definitive agreement to sell our Chemtura AgroSolutions business to Platform. The transaction is subject to customary purchase price adjustments, closing conditions and regulatory approvals and is expected to close in the second half of 2014.

Corporate and Other Charges

Corporate includes costs and expenses that are of a general corporate nature or managed on a corporate basis. These costs (net of allocations to the business segments) primarily represent corporate stewardship and administration activities together with costs associated with legacy activities and intangible asset amortization. Functional costs are allocated between the business segments and general corporate expense. Certain functional and other expenses that are managed company-wide that were allocated to the Antioxidant and Consumer Product businesses do not transfer directly under the sale agreements. As such, in historic periods these costs are shown as part of continuing operations in the corporate segment and not included under loss from discontinued operations, net of tax. These costs approximate \$7 million for the quarter ended March 31, 2013. Additionally, our Corporate segment included \$3 million for the quarter ended March 31, 2013 of amortization expense related directly to our Consumer Products business which has been included in loss from discontinued operations, net of tax in our Consolidated Statement of Operations. Facility closures, severance and related costs are primarily for severance costs related to our cost savings initiatives.

Discontinued Operations

Antioxidant Business

In April 2013, we sold our Antioxidant business. Earnings and direct costs associated with the Antioxidant business have been presented as earnings (loss) from discontinued operations, net of tax for comparative periods. The Antioxidant business was formerly included in the Industrial Performance Product segment.

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In December 2013, we sold our investment in legal entities dedicated to the Consumer Products business. Earnings and direct costs associated with Consumer Products business have been presented as earnings (loss) from discontinued operations, net of tax in our Consolidated Statements of Operations for comparative periods.

As a result, the Antioxidant and Consumer Products businesses have been excluded from the following segment information.

A summary of business data for our reportable segments for the quarters ended March 31, 2014 and 2013 are as follows:

(In millions)	Quarters ended March 31,	
	2014	2013
Net Sales		
Petroleum additives	\$ 171	\$ 169
Urethanes	76	72
Industrial Performance Products	247	241
Bromine based & related products	166	159
Organometallics	42	40
Industrial Engineered Products	208	199
Chemtura AgroSolutions	101	88
Total net sales	\$ 556	\$ 528

(In millions)	Quarters ended March 31,	
	2014	2013
Operating Income		
Industrial Performance Products	\$ 27	\$ 29
Industrial Engineered Products	(4)	20
Chemtura AgroSolutions	22	13
	45	62
General corporate expense, including amortization	(21)	(46)
Facility closures, severance and related costs	(2)	(14)
Total operating income	\$ 22	\$ 2

Table of Contents**19) GUARANTOR CONDENSED CONSOLIDATING FINANCIAL DATA**

Our obligations under the 2018 Senior Notes and 2021 Senior Notes are fully and unconditionally guaranteed on a senior unsecured basis, jointly and severally, by each current and future domestic restricted subsidiary, other than excluded subsidiaries that guarantee any indebtedness of Chemtura or our restricted subsidiaries. Our subsidiaries that do not guarantee the 2018 Senior Notes and 2021 Senior Notes are referred to as the Non-Guarantor Subsidiaries. The Guarantor Condensed Consolidating Financial Data presented below presents the statements of operations, statements of comprehensive (loss) income, balance sheets and statements of cash flow for: (i) Chemtura Corporation (the Parent Company), the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries on a consolidated basis (which is derived from Chemtura historical reported financial information); (ii) the Parent Company, alone (accounting for our Guarantor Subsidiaries and the Non-Guarantor Subsidiaries on an equity basis under which the investments are recorded by each entity owning a portion of another entity at cost, adjusted for the applicable share of the subsidiary's cumulative results of operations, capital contributions and distributions, and other equity changes); (iii) the Guarantor Subsidiaries alone; and (iv) the Non-Guarantor Subsidiaries alone.

Condensed Consolidating Statement of Operations**Quarter ended March 31, 2014***(In millions)*

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries
Net sales	\$ 556	\$ (492)	\$ 334	\$ 114	\$ 600
Cost of goods sold	436	(492)	283	99	546
Selling, general and administrative	60		34	4	22
Depreciation and amortization	28		6	8	14
Research and development	8		3	2	3
Facility closures, severance and related costs	2		2		
Operating income	22		6	1	15
Interest expense	(12)		(13)		1
Other income, net	3				3
Equity in net earnings of subsidiaries		(13)	13		
Earnings from continuing operations before income taxes	13	(13)	6	1	19
Income tax expense	(3)				(3)
Earnings from continuing operations	10	(13)	6	1	16
Earnings from discontinued operations, net of tax	1		1		
Loss on sale of discontinued operations, net of tax	(5)		(1)	(3)	(1)
Net earnings (loss)	\$ 6	\$ (13)	\$ 6	\$ (2)	\$ 15

Condensed Consolidating Statement of Comprehensive Income (Loss)**Quarter ended March 31, 2014***(in millions)*

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	Consolidated		Eliminations		Parent Company		Guarantor Subsidiaries		Non-Guarantor Subsidiaries	
Net earnings (loss)	\$	6	\$	(13)	\$	6	\$	(2)	\$	15
Other comprehensive income (loss), net of tax										
Foreign currency translation adjustments		(6)				1				(7)
Unrecognized pension and other post-retirement benefit costs		1				5				(4)
Comprehensive income (loss)	\$	1	\$	(13)	\$	12	\$	(2)	\$	4

Table of Contents**Condensed Consolidating Balance Sheet**

As of March 31, 2014

(In millions)

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
ASSETS					
Current assets	\$ 1,371	\$	\$ 525	\$ 101	\$ 745
Intercompany receivables		(7,850)	2,775	2,481	2,594
Investment in subsidiaries		(7,024)	1,468	1,135	4,421
Property, plant and equipment	717		117	214	386
Goodwill	178		92	3	83
Other assets	328		155	40	133
Total assets	\$ 2,594	\$ (14,874)	\$ 5,132	\$ 3,974	\$ 8,362
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities	\$ 400	\$	\$ 141	\$ 50	\$ 209
Intercompany payables		(7,850)	3,069	2,686	2,095
Long-term debt	789		765		24
Other long-term liabilities	422		174	50	198
Total liabilities	1,611	(7,850)	4,149	2,786	2,526
Stockholders equity	983	(7,024)	983	1,188	5,836
Total liabilities and stockholders equity	\$ 2,594	\$ (14,874)	\$ 5,132	\$ 3,974	\$ 8,362

Condensed Consolidating Statement of Cash Flows

Quarter ended March 31, 2014

(In millions)

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
<u>Increase (decrease) to cash</u>					
CASH FLOWS FROM OPERATING ACTIVITIES					
Net earnings (loss)	\$ 6	\$ (13)	\$ 6	\$ (2)	\$ 15
Adjustments to reconcile net earnings (loss) to net cash (used in) provided by operations:					
Loss on sale of discontinued operations	5		1	3	1
Depreciation and amortization	28		6	8	14
Stock-based compensation expense	4		4		
Changes in assets and liabilities, net	(93)	13	3	(12)	(97)
Net cash (used in) provided by operations	(50)		20	(3)	(67)
CASH FLOWS FROM INVESTING ACTIVITIES					
	8		(1)	9	

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Proceeds from divestments, net of transaction costs				
Capital expenditures	(23)	(3)	(6)	(14)
Net cash (used in) provided by investing activities	(15)	(4)	3	(14)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments on Term Loan	(110)	(110)		
Proceeds from other long-term borrowings	10			10
Payments on other long-term borrowings	(1)			(1)
Payments on other short-term borrowings, net	(1)			(1)
Common shares acquired	(22)	(22)		
Proceeds from the exercise of stock options	4	4		
Net cash (used in) provided by financing activities	(120)	(128)		8
CASH AND CASH EQUIVALENTS				
Effect of exchange rates on cash and cash equivalents	(1)			(1)
Change in cash and cash equivalents	(186)	(112)		(74)
Cash and cash equivalents at beginning of period	549	317		232
Cash and cash equivalents at end of period	\$ 363	\$ 205	\$	\$ 158

Table of Contents**Condensed Consolidating Statement of Operations****Quarter ended March 31, 2013***(In millions)*

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries
Net sales	\$ 528	\$ (407)	\$ 365	\$ 106	\$ 464
Cost of goods sold	418	(407)	297	91	437
Selling, general and administrative	58		30	4	24
Depreciation and amortization	26		7	11	8
Research and development	8		3	2	3
Facility closures, severance and related costs	14		6		8
Equity loss	2				2
Operating income (loss)	2		22	(2)	(18)
Interest expense	(16)		(17)		1
Other income, net	3		1		2
Equity in net loss of subsidiaries		25	(25)		
Loss from continuing operations before income taxes	(11)	25	(19)	(2)	(15)
Income tax expense	(7)		(1)		(6)
Loss from continuing operations	(18)	25	(20)	(2)	(21)
Loss from discontinued operations, net of tax	(5)		(3)	(2)	
Net loss	(23)	25	(23)	(4)	(21)

Condensed Consolidating Statement of Comprehensive Loss**Quarter ended March 31, 2013***(In millions)*

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries
Net loss	\$ (23)	\$ 25	\$ (23)	\$ (4)	\$ (21)
Other comprehensive (loss) income, net of tax					
Foreign currency translation adjustments	(23)		14	(2)	(35)
Unrecognized pension and other post-retirement benefit costs	(1)		1		(2)
Comprehensive loss	\$ (47)	\$ 25	\$ (8)	\$ (6)	\$ (58)

Table of Contents**Condensed Consolidating Balance Sheet**

As of December 31, 2013

(In millions)

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries
ASSETS					
Current assets	\$ 1,487	\$	\$ 559	\$ 122	\$ 806
Intercompany receivables		(7,671)	2,681	2,349	2,641
Investment in subsidiaries		(7,277)	1,530	1,135	4,612
Property, plant and equipment	724		121	214	389
Goodwill	179		93	3	83
Other assets	314		149	44	121
Total assets	\$ 2,704	\$ (14,948)	\$ 5,133	\$ 3,867	\$ 8,652
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities	\$ 486	\$	\$ 244	\$ 41	\$ 201
Intercompany payables		(7,671)	2,944	2,583	2,144
Long-term debt	781		764		17
Other long-term liabilities	438		182	52	204
Total liabilities	1,705	(7,671)	4,134	2,676	2,566
Stockholders' equity	999	(7,277)	999	1,191	6,086
Total liabilities and stockholders' equity	\$ 2,704	\$ (14,948)	\$ 5,133	\$ 3,867	\$ 8,652

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Condensed Consolidating Statement of Cash Flows

Quarter ended March 31, 2013

(In millions)

	Consolidated	Eliminations	Parent Company	Guarantor Subsidiaries	Non- Guarantor Subsidiaries
<u>Increase (decrease) to cash</u>					
CASH FLOWS FROM OPERATING ACTIVITIES					