

OLIN CORP  
Form 10-Q  
October 29, 2013

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013  
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 1-1070

Olin Corporation  
(Exact name of registrant as specified in its charter)

Virginia 13-1872319  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

190 Carondelet Plaza, Suite 1530, Clayton, MO 63105-3443  
(Address of principal executive offices) (Zip Code)

(314) 480-1400  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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 the definitions of "large accelerated filer," "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 a 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 x

As of September 30, 2013, 79,570,120 shares of the registrant's common stock were outstanding.

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## Part I — Financial Information

## Item 1. Financial Statements.

## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

## Condensed Balance Sheets

(In millions, except per share data)

(Unaudited)

	September 30, 2013	December 31, 2012	September 30, 2012	
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$283.8	\$165.2	\$103.1	
Receivables, net	343.8	299.0	350.8	
Income tax receivable	4.0	8.2	12.4	
Inventories	183.5	195.1	214.3	
Current deferred income taxes	51.7	61.3	56.5	
Other current assets	10.3	20.3	20.2	
Total current assets	877.1	749.1	757.3	
Property, plant and equipment (less accumulated depreciation of \$1,236.8, \$1,164.0 and \$1,206.0)	991.7	1,034.3	1,019.4	
Prepaid pension costs	2.1	2.1	51.1	
Restricted cash	6.6	11.9	18.5	
Deferred income taxes	8.4	9.1	—	
Other assets	210.0	224.1	223.4	
Goodwill	747.1	747.1	747.1	
Total assets	\$2,843.0	\$2,777.7	\$2,816.8	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
Current liabilities:				
Current installments of long-term debt	\$12.5	\$23.6	\$23.6	
Accounts payable	170.4	174.3	189.5	
Income taxes payable	0.8	7.6	—	
Accrued liabilities	242.4	228.5	250.1	
Total current liabilities	426.1	434.0	463.2	
Long-term debt	690.5	690.1	703.1	
Accrued pension liability	123.2	164.3	66.8	
Deferred income taxes	134.3	110.4	151.6	
Other liabilities	371.6	380.5	355.5	
Total liabilities	1,745.7	1,779.3	1,740.2	
Commitments and contingencies				
Shareholders' equity:				
Common stock, par value \$1 per share: authorized, 120.0 shares; issued and outstanding 79.6, 80.2 and 80.2 shares	79.6	80.2	80.2	
Additional paid-in capital	841.6	856.1	854.1	
Accumulated other comprehensive loss	(363.1	) (371.3	) (272.6	)
Retained earnings	539.2	433.4	414.9	
Total shareholders' equity	1,097.3	998.4	1,076.6	
Total liabilities and shareholders' equity	\$2,843.0	\$2,777.7	\$2,816.8	

The accompanying notes to condensed financial statements are an integral part of the condensed financial statements.

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## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

## Condensed Statements of Income

(In millions, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Sales	\$670.7	\$581.2	\$1,952.9	\$1,597.1
Operating expenses:				
Cost of goods sold	528.5	475.8	1,564.0	1,260.1
Selling and administration	36.5	42.4	134.3	131.2
Restructuring charges	1.6	2.3	4.1	6.0
Acquisition costs	—	8.3	—	8.3
Other operating (expense) income	(0.4	) 1.1	1.3	1.5
Operating income	103.7	53.5	251.8	193.0
Earnings of non-consolidated affiliates	1.0	1.2	2.4	2.0
Interest expense	9.9	6.0	28.7	18.3
Interest income	0.1	0.2	0.3	0.7
Other expense	1.9	2.2	6.3	6.9
Income before taxes	93.0	46.7	219.5	170.5
Income tax provision	23.3	18.0	65.6	55.5
Net income	\$69.7	\$28.7	\$153.9	\$115.0
Net income per common share:				
Basic	\$0.87	\$0.36	\$1.92	\$1.44
Diluted	\$0.86	\$0.35	\$1.90	\$1.42
Dividends per common share	\$0.20	\$0.20	\$0.60	\$0.60
Average common shares outstanding:				
Basic	79.8	80.1	80.1	80.1
Diluted	80.8	81.0	81.1	80.9

The accompanying notes to condensed financial statements are an integral part of the condensed financial statements.

## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

## Condensed Statements of Comprehensive Income

(In millions)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Net income	\$69.7	\$28.7	\$153.9	\$115.0
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	0.4	0.8	(1.8	) 0.3
Unrealized gains (losses) on derivative contracts	4.1	9.2	(5.3	) 10.5
Amortization of prior service costs and actuarial losses	4.9	3.3	15.3	10.8
Total other comprehensive income, net of tax	9.4	13.3	8.2	21.6
Comprehensive income	\$79.1	\$42.0	\$162.1	\$136.6

The accompanying notes to condensed financial statements are an integral part of the condensed financial statements.

## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

## Condensed Statements of Shareholders' Equity

(In millions, except per share data)

(Unaudited)

	Common Stock		Additional	Accumulated		Retained	Total
	Shares	Par	Paid-In	Other		Earnings	Shareholders'
	Issued	Value	Capital	Comprehensive			Equity
				Loss			
Balance at January 1, 2012	80.1	\$80.1	\$852.0	\$(294.2	)	\$347.9	\$985.8
Net income	—	—	—	—		115.0	115.0
Other comprehensive income	—	—	—	21.6		—	21.6
Dividends paid:							
Common stock (\$0.60 per share)	—	—	—	—		(48.0	) (48.0
Common stock repurchased and retired	(0.2	) (0.2	) (2.9	) —		—	(3.1
Common stock issued for:							
Stock options exercised	0.1	0.1	1.3	—		—	1.4
Other transactions	0.2	0.2	2.4	—		—	2.6
Stock-based compensation	—	—	1.3	—		—	1.3
Balance at September 30, 2012	80.2	\$80.2	\$854.1	\$(272.6	)	\$414.9	\$1,076.6
Balance at January 1, 2013	80.2	\$80.2	\$856.1	\$(371.3	)	\$433.4	\$998.4
Net income	—	—	—	—		153.9	153.9
Other comprehensive income	—	—	—	8.2		—	8.2
Dividends paid:							
Common stock (\$0.60 per share)	—	—	—	—		(48.1	) (48.1
Common stock repurchased and retired	(1.2	) (1.2	) (27.6	) —		—	(28.8
Common stock issued for:							
Stock options exercised	0.4	0.4	7.2	—		—	7.6
Other transactions	0.2	0.2	3.0	—		—	3.2
Stock-based compensation	—	—	2.9	—		—	2.9
Balance at September 30, 2013	79.6	\$79.6	\$841.6	\$(363.1	)	\$539.2	\$1,097.3

The accompanying notes to condensed financial statements are an integral part of the condensed financial statements.

## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

## Condensed Statements of Cash Flows

(In millions)

(Unaudited)

	Nine Months Ended	
	September 30,	
	2013	2012
Operating Activities		
Net income	\$153.9	\$115.0
Adjustments to reconcile net income to net cash and cash equivalents provided by (used for) operating activities:		
Earnings of non-consolidated affiliates	(2.4 )	(2.0 )
Gains on disposition of property, plant and equipment	(1.1 )	(0.9 )
Stock-based compensation	6.4	4.2
Depreciation and amortization	101.2	78.7
Deferred income taxes	27.9	34.5
Qualified pension plan contributions	(0.7 )	(0.6 )
Qualified pension plan income	(18.1 )	(18.6 )
Change in:		
Receivables	(44.8 )	(50.5 )
Income taxes receivable/payable	(2.6 )	(11.7 )
Inventories	11.6	(1.3 )
Other current assets	2.4	0.7
Accounts payable and accrued liabilities	16.1	15.0
Other assets	2.5	4.7
Other noncurrent liabilities	(10.6 )	(10.0 )
Other operating activities	—	(0.5 )
Net operating activities	241.7	156.7
Investing Activities		
Capital expenditures	(70.4 )	(210.8 )
Business acquired in purchase transaction, net of cash acquired	—	(310.4 )
Proceeds from sale/leaseback of equipment	35.8	3.5
Proceeds from disposition of property, plant and equipment	4.3	3.7
Distributions from affiliated companies, net	0.9	0.5
Restricted cash activity	5.3	33.2
Other investing activities	(1.8 )	(0.4 )
Net investing activities	(25.9 )	(480.7 )
Financing Activities		
Long-term debt:		
Borrowings	—	200.0
Repayments	(11.4 )	(7.7 )
Earn out payment – SunBelt	(17.1 )	(15.3 )
Common stock repurchased and retired	(28.8 )	(3.1 )
Stock options exercised	6.8	1.3
Excess tax benefits from stock-based compensation	1.4	0.7
Dividends paid	(48.1 )	(48.0 )
Deferred debt issuance costs	—	(5.6 )
Net financing activities	(97.2 )	122.3



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Net increase (decrease) in cash and cash equivalents	118.6	(201.7 )
Cash and cash equivalents, beginning of period	165.2	304.8
Cash and cash equivalents, end of period	\$283.8	\$103.1
Cash paid for interest and income taxes:		
Interest	\$29.1	\$18.4
Income taxes, net of refunds	\$43.1	\$28.5
Non-cash investing activities:		
Capital expenditures included in accounts payable and accrued liabilities	\$11.1	\$20.2

The accompanying notes to condensed financial statements are an integral part of the condensed financial statements.

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## OLIN CORPORATION AND CONSOLIDATED SUBSIDIARIES

### Notes to Condensed Financial Statements

(Unaudited)

#### DESCRIPTION OF BUSINESS

Olin Corporation is a Virginia corporation, incorporated in 1892. We are a manufacturer concentrated in three business segments: Chlor Alkali Products, Chemical Distribution and Winchester. Chlor Alkali Products, with nine U.S. manufacturing facilities and one Canadian manufacturing facility, produces chlorine and caustic soda, hydrochloric acid, hydrogen, bleach products and potassium hydroxide. Chemical Distribution, with twenty-seven owned and leased terminal facilities, manufactures bleach products and distributes caustic soda, bleach products, potassium hydroxide and hydrochloric acid. Winchester, with its principal manufacturing facilities in East Alton, IL and Oxford, MS, produces and distributes sporting ammunition, law enforcement ammunition, reloading components, small caliber military ammunition and components, and industrial cartridges.

We have prepared the condensed financial statements included herein, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). The preparation of the consolidated financial statements requires estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. In our opinion, these financial statements reflect all adjustments (consisting only of normal accruals), which are necessary to present fairly the results for interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations; however, we believe that the disclosures are appropriate. We recommend that you read these condensed financial statements in conjunction with the financial statements, accounting policies and the notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2012. Certain reclassifications were made to prior year amounts to conform to the 2013 presentation.

On August 22, 2012, we acquired 100% of privately-held K. A. Steel Chemicals Inc. (KA Steel), whose operating results are included in the accompanying financial statements since the date of the acquisition.

#### ACQUISITION

On August 22, 2012, we acquired 100% of privately-held KA Steel, on a debt free basis, for \$336.6 million in cash, after receiving the final working capital adjustment of \$1.9 million. As of the date of acquisition, KA Steel had cash and cash equivalents of \$26.2 million. KA Steel is one of the largest distributors of caustic soda in North America and manufactures and sells bleach in the Midwest.

The acquisition was partially financed with proceeds from the \$200.0 million of 5.50% senior notes (2022 Notes) sold on August 22, 2012 with a maturity date of August 15, 2022. Proceeds from the 2022 Notes were \$196.0 million, after expenses of \$4.0 million.

For segment reporting purposes, KA Steel comprises the newly created Chemical Distribution segment. The KA Steel results of operations have been included in our consolidated results for the period subsequent to the effective date of the acquisition.

The transaction has been accounted for using the acquisition method of accounting which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. We finalized our purchase price allocation during the fourth quarter of 2012 and certain preliminary amounts reported as of September 30, 2012 have been retrospectively adjusted to reflect the final purchase price allocation. The following table summarizes the allocation of the purchase price to KA Steel's assets and liabilities:

	August 22, 2012 (\$ in millions)
Total current assets	\$128.1
Property, plant and equipment	25.1
Deferred taxes	1.6
Intangible assets	139.3
Total assets acquired	294.1
Total current liabilities	64.2
Other liabilities	10.4
Total liabilities assumed	74.6
Net identifiable assets acquired	219.5
Goodwill	119.7
Fair value of net assets acquired	\$339.2
Supplemental Data	
Cash paid	\$336.6
Olin trade accounts receivable from KA Steel	2.6
Total fair value of consideration	\$339.2

Included in total current assets is cash and cash equivalents of \$26.2 million and receivables of \$63.1 million with a contracted value of \$63.5 million. Included in other liabilities is an accrued contingent liability of \$10.0 million for the withdrawal from a multi-employer defined benefit pension plan.

Based on final valuations, we allocated \$128.0 million of the purchase price to intangible assets relating to customers, customer contracts and relationships, which management estimates to have a useful life of ten years, \$10.9 million to intangible assets associated with the KA Steel trade name, which management estimates to have an indefinite useful life, and \$0.4 million associated with a favorable lease agreement that will be amortized over the remaining life of the lease term (approximately four years) on a straight line basis. These identifiable intangible assets were included in other assets. Based on final valuations, \$119.7 million was assigned to goodwill, all of which is deductible for tax purposes. The primary reasons for the acquisition and the principal factors that contributed to a KA Steel purchase price that resulted in the recognition of goodwill are the expanded capability to market and sell caustic soda, bleach, potassium hydroxide, and hydrochloric acid, as well as the geographic diversification the KA Steel locations provide us, and the strengthened position in the industrial bleach segment.

Goodwill and the indefinite-lived trade name intangible asset recorded in the acquisition are not amortized but will be reviewed for impairment annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred.

The following pro forma summary presents the condensed statement of income as if the acquisition of KA Steel had occurred on January 1, 2012 (unaudited):

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
	(\$ in millions, except per share data)	
Sales	\$648.9	\$1,879.8
Net income	38.7	125.6
Net income per common share:		
Basic	\$0.48	\$1.57
Diluted	\$0.48	\$1.55

The pro forma statement of income was prepared based on historical financial information and has been adjusted to give effect to pro forma adjustments that are (i) directly attributable to the transaction, (ii) factually supportable and (iii) expected to have a continuing impact on the combined results. The pro forma statement of income uses estimates and assumptions based on information available at the time. Management believes the estimates and assumptions to be reasonable; however, actual results may differ significantly from this pro forma financial information. The pro forma information is not intended to reflect the actual results that would have occurred had the companies actually been combined during the periods presented. The pro forma data reflect the application of the following adjustments:

Additional amortization expense related to the fair value of acquired identifiable intangible assets (\$1.6 million and \$8.0 million for the three and nine months ended September 30, 2012, respectively).

Additional depreciation expense related to the fair value adjustment to property, plant and equipment and conforming KA Steel's useful lives to ours (\$0.1 million and \$0.2 million for the three and nine months ended September 30, 2012, respectively).

Increase in interest expense related to the 2022 Notes issued in conjunction with this acquisition (\$1.6 million and \$7.1 million for the three and nine months ended September 30, 2012, respectively).

Elimination of intersegment sales of caustic soda and bleach to KA Steel from Chlor Alkali Products at prices that approximate market (\$4.6 million and \$23.2 million for the three and nine months ended September 30, 2012, respectively).

Elimination of transaction costs incurred in 2012 that are directly related to the transaction, and do not have a continuing impact on our combined operating results (\$8.3 million for the three and nine months ended September 30, 2012).

In addition, the pro forma data reflect the tax effect of all of the above adjustments. The pro forma tax provision reflects an increase of \$3.8 million and \$1.1 million for the three and nine months ended September 30, 2012, respectively, associated with the incremental pretax income, the fair value adjustments for acquired intangible assets and property, plant and equipment, and the interest expense of the 2022 Notes issued in conjunction with this acquisition, which reflects the marginal tax of the adjustments in the various jurisdictions where such adjustments occurred.

## RESTRUCTURING CHARGES

On December 9, 2010, our board of directors approved a plan to eliminate our use of mercury in the manufacture of chlor alkali products. Under the plan, the 260,000 tons of mercury cell capacity at our Charleston, TN facility was converted to 200,000 tons of membrane capacity capable of producing both potassium hydroxide and caustic soda. The board of directors also approved plans to reconfigure our Augusta, GA facility to manufacture bleach and distribute caustic soda, while discontinuing chlor alkali manufacturing at this site. We based our decision to convert and reconfigure on several factors. First, during 2009 and 2010 we had experienced a steady increase in the number of customers unwilling to accept our products manufactured using mercury cell technology. Second, there was federal

legislation passed in 2008 governing the treatment of mercury that significantly limited our recycling options after December 31, 2012. We concluded that exiting mercury cell technology production after 2012 represented an unacceptable future cost risk. Further, the conversion of the Charleston, TN plant to membrane technology reduced the electricity usage per ECU produced by approximately 25%. The decision to reconfigure the Augusta, GA facility to manufacture bleach and distribute caustic soda removed the highest cost production capacity from our system. Mercury cell chlor alkali production at the Augusta, GA facility was discontinued at the end of September 2012 and the conversion at Charleston, TN was completed in the second half of 2012 with the successful start-up of two new membrane cell lines. These actions reduced our Chlor Alkali capacity by 160,000 tons. The completion of these projects eliminated our chlor alkali production using mercury cell technology. For the three months ended September 30, 2013 and 2012, we recorded pretax restructuring charges of \$1.3 million and \$0.5 million, respectively, for employee severance and related benefit costs, employee relocation, lease and other contract termination costs and facility exit costs related to these actions. For the nine months ended September 30, 2013 and 2012, we recorded pretax restructuring charges of \$2.7 million and \$1.0 million, respectively, for employee severance and related benefit costs, employee relocation, lease and other contract termination costs and facility exit costs related to these actions. We expect to incur additional restructuring charges through 2014 of approximately \$3 million related to exiting the use of mercury cell technology in the chlor alkali manufacturing process.

On November 3, 2010, we announced that we made the decision to relocate the Winchester centerfire pistol and rifle ammunition manufacturing operations from East Alton, IL to Oxford, MS. This relocation, when completed, is forecast to reduce Winchester's annual operating costs by approximately \$35 million to \$40 million. Consistent with this decision we have initiated an estimated \$110 million five-year project, which includes approximately \$80 million of capital spending. The State of Mississippi and local governments have provided incentives which should offset approximately 40 percent of the capital spending. We currently expect to complete this relocation by the end of 2016. For the three months ended September 30, 2013 and 2012, we recorded pretax restructuring charges of \$0.3 million and \$1.8 million, respectively, for employee severance and related benefit costs, employee relocation costs and facility exit costs related to these actions. For the nine months ended September 30, 2013 and 2012, we recorded pretax restructuring charges of \$1.4 million and \$5.0 million, respectively, for employee severance and related benefit costs, employee relocation costs and facility exit costs related to these actions. We expect to incur additional restructuring charges through 2016 of approximately \$6 million related to the transfer of these operations.

The following table summarizes the activity by major component of these 2010 restructuring actions and the remaining balances of accrued restructuring costs as of September 30, 2013:

	Employee severance and job related benefits	Lease and other contract termination costs	Employee relocation costs	Facility exit costs	Total
	(\$ in millions)				
Balance at January 1, 2012	\$11.3	\$0.8	\$—	\$—	\$12.1
Restructuring charges:					
First quarter	0.9	—	0.8	0.2	1.9
Second quarter	1.0	—	0.7	0.1	1.8
Third quarter	1.3	—	0.5	0.5	2.3
Amounts utilized	(1.5 )	(0.2 )	(2.0 )	(0.8 )	(4.5 )
Balance at September 30, 2012	\$13.0	\$0.6	\$—	\$—	\$13.6
Balance at January 1, 2013	\$13.5	\$0.4	\$—	\$—	\$13.9
Restructuring charges (credits):					
First quarter	0.6	—	0.1	1.6	2.3
Second quarter	(0.7 )	—	0.3	0.6	0.2
Third quarter	0.2	(0.4 )	0.2	1.6	1.6
Amounts utilized	(2.8 )	—	(0.6 )	(3.8 )	(7.2 )
Balance at September 30, 2013	\$10.8	\$—	\$—	\$—	\$10.8

The following table summarizes the cumulative restructuring charges of these 2010 restructuring actions by major component through September 30, 2013:

	Chlor Alkali Products	Winchester	Total
	(\$ in millions)		
Write-off of equipment and facility	\$17.5	\$—	\$17.5
Employee severance and job related benefits	4.7	11.9	16.6
Facility exit costs	12.3	1.3	13.6
Pension and other postretirement benefits curtailment	—	4.1	4.1
Employee relocation costs	0.6	4.4	5.0
Lease and other contract termination costs	0.7	—	0.7
Total cumulative restructuring charges	\$35.8	\$21.7	\$57.5

As of September 30, 2013, we have incurred cash expenditures of \$18.4 million and non-cash charges of \$28.3 million related to these restructuring actions. The remaining balance of \$10.8 million is expected to be paid out through 2016.

#### ALLOWANCE FOR DOUBTFUL ACCOUNTS RECEIVABLES

We evaluate the collectibility of accounts receivable based on a combination of factors. We estimate an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience. This estimate is periodically adjusted when we become aware of a specific customer's inability to meet its financial obligations (e.g., bankruptcy filing) or as a result of changes in the overall aging of accounts receivable. While we have a large number of customers that operate in diverse businesses and are geographically dispersed, a general economic downturn in any of the industry segments in which we operate could result in higher than expected defaults, and, therefore, the need to revise estimates for the provision for doubtful accounts could occur.



Allowance for doubtful accounts receivable consisted of the following:

	September 30,	
	2013	2012
	(\$ in millions)	
Balance at beginning of year	\$3.6	\$3.2
Provisions charged	0.2	0.6
Write-offs, net of recoveries	(0.1	) (0.1
Balance at end of period	\$3.7	\$3.7

Provisions credited to operations were \$0.2 million and \$0.4 million for the three months ended September 30, 2013 and 2012, respectively.

## INVENTORIES

Inventories consisted of the following:

	September 30,	December 31,	September 30,
	2013	2012	2012
	(\$ in millions)		
Supplies	\$41.2	\$36.4	\$35.6
Raw materials	70.7	70.5	73.1
Work in process	28.1	25.2	33.6
Finished goods	117.3	141.0	149.9
	257.3	273.1	292.2
LIFO reserve	(73.8	) (78.0	) (77.9
Inventories, net	\$183.5	\$195.1	\$214.3

In conjunction with the acquisition of KA Steel, we obtained inventories with a fair value of \$36.4 million as of August 22, 2012. Inventories are valued at the lower of cost or market. The Chlor Alkali Products and Winchester segments inventory costs are determined principally by the dollar value last-in, first-out (LIFO) method of inventory accounting. The Chemical Distribution segment inventory costs are determined principally by the first-in, first-out (FIFO) method of inventory accounting. Cost for other inventories has been determined principally by the average cost method, primarily operating supplies, spare parts and maintenance parts. Elements of costs in inventories included raw materials, direct labor and manufacturing overhead. Inventories under the LIFO method are based on annual estimates of quantities and costs as of year-end; therefore, the condensed financial statements at September 30, 2013 reflect certain estimates relating to inventory quantities and costs at December 31, 2013. The replacement cost of our inventories would have been approximately \$73.8 million, \$78.0 million and \$77.9 million higher than reported at September 30, 2013, December 31, 2012 and September 30, 2012, respectively.



## OTHER ASSETS

Included in other assets were the following:

	September 30, 2013	December 31, 2012	September 30, 2012
	(\$ in millions)		
Investments in non-consolidated affiliates	\$30.8	\$29.3	\$29.1
Intangible assets (less accumulated amortization of \$24.4 million, \$13.4 million and \$9.8 million, respectively)	141.7	152.7	156.2
Deferred debt issuance costs	15.1	17.5	18.0
Interest rate swaps	6.5	8.3	8.9
Other	15.9	16.3	11.2
Other assets	\$210.0	\$224.1	\$223.4

## EARNINGS PER SHARE

Basic and diluted net income per share are computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per share reflects the dilutive effect of stock-based compensation.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(\$ and shares in millions, except per share data)			
Computation of Income per Share				
Net income	\$69.7	\$28.7	\$153.9	\$115.0
Basic shares	79.8	80.1	80.1	80.1
Basic net income per share	\$0.87	\$0.36	\$1.92	\$1.44
Diluted shares:				
Basic shares	79.8	80.1	80.1	80.1
Stock-based compensation	1.0	0.9	1.0	0.8
Diluted shares	80.8	81.0	81.1	80.9
Diluted net income per share	\$0.86	\$0.35	\$1.90	\$1.42

The computation of dilutive shares from stock-based compensation does not include 0.9 million shares and 1.0 million shares for the three months ended September 30, 2013 and 2012, respectively, and 1.4 million shares and 1.0 million shares for the nine months ended September 30, 2013 and 2012, respectively, as their effect would have been anti-dilutive.

## ENVIRONMENTAL

We are party to various government and private environmental actions associated with past manufacturing facilities and former waste disposal sites. Charges to income for investigatory and remedial efforts were material to operating results in 2012 and are expected to be material to operating results in 2013. The condensed balance sheets included reserves for future environmental expenditures to investigate and remediate known sites amounting to \$143.0 million, \$146.5 million and \$150.5 million at September 30, 2013, December 31, 2012 and September 30, 2012, respectively, of which \$122.0 million, \$125.5 million and \$119.5 million, respectively, were classified as other noncurrent liabilities.

Environmental provisions charged (credited) to income, which are included in cost of goods sold, were as follows:

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	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(\$ in millions)			
Charges to income	\$2.0	\$3.6	\$6.2	\$6.8
Recoveries from third parties of costs incurred and expensed in prior periods	(1.3	) —	(1.3	) (0.1
Total environmental expense	\$0.7	\$3.6	\$4.9	\$6.7

Environmental exposures are difficult to assess for numerous reasons, including the identification of new sites, developments at sites resulting from investigatory studies, advances in technology, changes in environmental laws and regulations and their application, changes in regulatory authorities, the scarcity of reliable data pertaining to identified sites, the difficulty in assessing the involvement and financial capability of other potentially responsible parties (PRPs), our ability to obtain contributions from other parties and the lengthy time periods over which site remediation occurs. It is possible that some of these matters (the outcomes of which are subject to various uncertainties) may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations.

## COMMITMENTS AND CONTINGENCIES

We, and our subsidiaries, are defendants in various legal actions (including proceedings based on alleged exposures to asbestos) incidental to our past and current business activities. As of September 30, 2013, December 31, 2012 and September 30, 2012, our condensed balance sheets included liabilities for these legal actions of \$16.7 million, \$15.2 million and \$15.8 million, respectively. These liabilities do not include costs associated with legal representation. Based on our analysis, and considering the inherent uncertainties associated with litigation, we do not believe that it is reasonably possible that these legal actions will materially adversely affect our financial position, cash flows or results of operations.

During the ordinary course of our business, contingencies arise resulting from an existing condition, situation or set of circumstances involving an uncertainty as to the realization of a possible gain contingency. In certain instances such as environmental projects, we are responsible for managing the cleanup and remediation of an environmental site. There exists the possibility of recovering a portion of these costs from other parties. We account for gain contingencies in accordance with the provisions of Accounting Standards Codification (ASC) 450 "Contingencies" (ASC 450) and therefore do not record gain contingencies and recognize income until it is earned and realizable.

For the three months ended September 30, 2013, we recognized \$11.0 million as a reduction to cost of goods sold related to a Chlor Alkali Products segment favorable contract settlement. Also for the three months ended September 30, 2013, we recognized \$13.9 million as a reduction of selling and administration expenses related to the recovery of legacy legal costs.

## SHAREHOLDERS' EQUITY

On July 21, 2011, our board of directors authorized a share repurchase program of up to 5 million shares of common stock that will terminate in three years for any of the remaining shares not yet repurchased. For the nine months ended September 30, 2013 and 2012, 1.2 million and 0.2 million shares were purchased and retired under this program at a cost of \$28.8 million and \$3.1 million, respectively. As of September 30, 2013, we had purchased a total of 1.6 million shares under this program and 3.4 million shares remained authorized to be purchased.

We issued 0.4 million and 0.1 million shares representing stock options exercised for the nine months ended September 30, 2013 and 2012, respectively, with a total value of \$7.6 million and \$1.4 million, respectively.

The following table represents the activity included in accumulated other comprehensive loss:

	Foreign Currency Translation Adjustment	Unrealized Gains (Losses) on Derivative Contracts (net of taxes)	Pension and Postretirement Benefits (net of taxes)	Accumulated Other Comprehensive Loss
	(\$ in millions)			
Balance at January 1, 2012	\$1.8	\$(5.3)	\$(290.7)	\$(294.2)
Unrealized gains (losses):				
First quarter	0.3	2.6	—	2.9
Second quarter	(0.8)	(4.1)	—	(4.9)
Third quarter	0.8	7.8	—	8.6
Reclassification adjustments into income:				
First quarter	—	1.7	3.2	4.9
Second quarter	—	1.1	4.3	5.4
Third quarter	—	1.4	3.3	4.7
Balance at September 30, 2012	\$2.1	\$5.2	\$(279.9)	\$(272.6)
Balance at January 1, 2013	\$2.1	\$4.7	\$(378.1)	\$(371.3)
Unrealized gains (losses):				
First quarter	0.1	(4.1)	—	(4.0)
Second quarter	(2.3)	(4.3)	—	(6.6)
Third quarter	0.4	3.0	—	3.4
Reclassification adjustments into income:				
First quarter	—	(1.0)	5.2	4.2
Second quarter	—	—	5.2	5.2
Third quarter	—	1.1	4.9	6.0
Balance at September 30, 2013	\$0.3	\$(0.6)	\$(362.8)	\$(363.1)

Unrealized gains and losses on derivative contract (net of taxes) activity in accumulated other comprehensive loss included reclassification adjustments into net income of gains and losses on commodity forward contract and are recognized into cost of goods sold. Unrealized gains and losses on derivative contract (net of taxes) activity in accumulated other comprehensive loss included deferred tax provisions of \$2.6 million and \$5.8 million for the three months ended September 30, 2013 and 2012, respectively. Unrealized gains and losses on derivative contract (net of taxes) activity in accumulated other comprehensive loss included deferred tax (benefit) provision of \$(3.4) million and \$6.7 million for the nine months ended September 30, 2013 and 2012, respectively.

Pension and postretirement benefits (net of taxes) activity in accumulated other comprehensive loss included the amortization of prior service costs and actuarial losses into net income and are recognized equally into cost of goods sold and selling and administrative expenses. Pension and postretirement benefits (net of taxes) activity in accumulated other comprehensive loss included deferred tax provisions of \$3.2 million and \$2.2 million for the three months ended September 30, 2013 and 2012, respectively, and \$9.7 million and \$6.8 million for the nine months ended September 30, 2013 and 2012, respectively.

## SEGMENT INFORMATION

We define segment results as income before interest expense, interest income, other operating (expense) income, other expense and income taxes, and include the operating results of non-consolidated affiliates. Intersegment sales of \$18.5 million and \$62.1 million for the three and nine months ended September 30, 2013, respectively, and \$4.8 million for both the three and nine months ended September 30, 2012 have been eliminated. These represent the sale of caustic soda, bleach, potassium hydroxide and hydrochloric acid between Chemical Distribution and Chlor Alkali Products, at prices that approximate market. Consistent with management's monitoring of the operating segments, synergies realized of \$2.9 million and \$9.1 million for the three and nine months ended September 30, 2013, respectively, have been transferred from the Chlor Alkali Products segment to the Chemical Distribution segment, representing incremental earnings on volumes sold of caustic soda, bleach, potassium hydroxide and hydrochloric acid.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Sales:	(\$ in millions)			
Chlor Alkali Products	\$374.2	\$369.6	\$1,090.1	\$1,092.5
Chemical Distribution	101.9	47.6	325.7	47.6
Winchester	213.1	168.8	599.2	461.8
Intersegment sales elimination	(18.5	) (4.8	) (62.1	) (4.8
Total sales	\$670.7	\$581.2	\$1,952.9	\$1,597.1
Income before taxes:				
Chlor Alkali Products	\$64.4	\$59.5	\$173.1	\$208.9
Chemical Distribution	3.4	1.9	9.7	1.9
Winchester	40.7	16.0	109.1	38.7
Corporate/other:				
Pension income	7.3	7.2	20.0	20.5
Environmental expense	(0.7	) (3.6	) (4.9	) (6.7
Other corporate and unallocated costs	(8.4	) (16.8	) (50.0	) (55.5
Restructuring charges	(1.6	) (2.3	) (4.1	) (6.0
Acquisition costs	—	(8.3	) —	(8.3
Other operating (expense) income	(0.4	) 1.1	1.3	1.5
Interest expense	(9.9	) (6.0	) (28.7	) (18.3
Interest income	0.1	0.2	0.3	0.7
Other expense	(1.9	) (2.2	) (6.3	) (6.9
Income before taxes	\$93.0	\$46.7	\$219.5	\$170.5

## STOCK-BASED COMPENSATION

Stock-based compensation granted includes stock options, performance stock awards, restricted stock awards and deferred directors' compensation. Stock-based compensation expense was as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(\$ in millions)			
Stock-based compensation	\$3.4	\$2.2	\$9.6	\$6.0
Mark-to-market adjustments	(0.7	) 0.5	0.6	1.0
Total expense	\$2.7	\$2.7	\$10.2	\$7.0

The fair value of each stock option granted, which typically vests ratably over three years, but not less than one year, was estimated on the date of grant, using the Black-Scholes option-pricing model with the following weighted-average assumptions:

Grant date	2013	2012		
Dividend yield	3.44	% 3.65	%	
Risk-free interest rate	1.35	% 1.36	%	
Expected volatility	43	% 43	%	
Expected life (years)	7.0	7.0		
Grant fair value (per option)	\$7.05	\$6.55		
Exercise price	\$23.28	\$21.92		
Shares granted	621,000	480,250		

Dividend yield for 2013 and 2012 was based on a historical average. Risk-free interest rate was based on zero coupon U.S. Treasury securities rates for the expected life of the options. Expected volatility was based on our historical stock price movements, as we believe that historical experience is the best available indicator of the expected volatility. Expected life of the option grant was based on historical exercise and cancellation patterns, as we believe that historical experience is the best estimate of future exercise patterns.

## PENSION PLANS AND RETIREMENT BENEFITS

Most of our employees participate in defined contribution pension plans. We provide a contribution to an individual retirement contribution account maintained with the Contributing Employee Ownership Plan (CEOP) primarily equal to 5% of the employee's eligible compensation if such employee is less than age 45, and 7.5% of the employee's eligible compensation if such employee is age 45 or older. The defined contribution pension plans expense was \$4.0 million for both the three months ended September 30, 2013 and 2012 and \$11.8 million and \$11.3 million for the nine months ended September 30, 2013 and 2012, respectively.

A portion of our bargaining hourly employees continue to participate in our domestic defined benefit pension plans under a flat-benefit formula. Our funding policy for the defined benefit pension plans is consistent with the requirements of federal laws and regulations. Our foreign subsidiaries maintain pension and other benefit plans, which are consistent with statutory practices. Our defined benefit pension plan provides that if, within three years following a change of control of Olin, any corporate action is taken or filing made in contemplation of, among other things, a plan termination or merger or other transfer of assets or liabilities of the plan, and such termination, merger, or transfer thereafter takes place, plan benefits would automatically be increased for affected participants (and retired participants) to absorb any plan surplus (subject to applicable collective bargaining requirements).



We also provide certain postretirement health care (medical) and life insurance benefits for eligible active and retired domestic employees. The health care plans are contributory with participants' contributions adjusted annually based on medical rates of inflation and plan experience.

	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended September 30,		Three Months Ended September 30,	
	2013	2012	2013	2012
Components of Net Periodic Benefit (Income) Cost	(\$ in millions)			
Service cost	\$1.6	\$1.5	\$0.3	\$0.3
Interest cost	20.2	22.9	0.6	0.7
Expected return on plans' assets	(34.4	) (34.9	) —	—
Amortization of prior service cost	—	0.1	—	—
Recognized actuarial loss	7.4	4.8	0.7	0.6
Net periodic benefit (income) cost	\$(5.2	) \$(5.6	) \$1.6	\$1.6

	Pension Benefits		Other Postretirement Benefits	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Components of Net Periodic Benefit (Income) Cost	(\$ in millions)			
Service cost	\$4.7	\$4.6	\$1.0	\$1.0
Interest cost	60.9	69.0	2.0	2.4
Expected return on plans' assets	(103.2	) (104.7	) —	—
Amortization of prior service cost	0.1	0.2	(0.1	) (0.1
Recognized actuarial loss	22.2	15.0	2.8	2.5
Net periodic benefit (income) cost	\$(15.3	) \$(15.9	) \$5.7	\$5.8

We made cash contributions to our Canadian qualified defined benefit pension plan of \$0.7 million and \$0.6 million for the nine months ended September 30, 2013 and 2012, respectively.

As part of the acquisition of KA Steel, as of September 30, 2013, we have recorded a contingent liability of \$10.0 million for the withdrawal from a multi-employer defined benefit pension plan.

As of September 30, 2013, we have a \$0.9 million liability associated with an agreement to withdraw our Henderson, NV chlor alkali hourly workforce from a multi-employer defined benefit pension plan.



## INCOME TAXES

The following table accounts for the difference between the actual tax provision and the amounts obtained by applying the statutory U.S. federal income tax rate of 35% to income before taxes.

Effective Tax Rate Reconciliation (Percent)	Three Months Ended		Nine Months Ended			
	September 30,		September 30,			
	2013	2012	2013	2012	2013	2012
Statutory federal tax rate	35.0	% 35.0	% 35.0	% 35.0	% 35.0	% 35.0
Foreign rate differential	(0.1)	) (0.1)	) (0.1)	) (0.1)	) (0.1)	) (0.1)
Domestic manufacturing/export tax incentive	(0.9)	) 0.3	) (1.0)	) (0.9)	) (0.9)	) (0.9)
Dividends paid to CEOP	(0.4)	) (0.5)	) (0.4)	) (0.4)	) (0.4)	) (0.4)
State income taxes, net	2.1	1.5	2.2	1.0		
Return to provision	(0.1)	) 0.7	—	0.3		
Remeasurement of deferred taxes	0.2	0.5	0.1	0.8		
Section 45O tax credit	—	(0.6)	) —	(3.7)	)	)
Change in tax contingencies	(9.5)	) 0.1	) (4.1)	) 0.7	)	)
Change in valuation allowance	1.2	0.7	(1.0)	(0.3)	)	)
Section 41 research credit	(2.1)	) —	) (0.9)	) —	)	)
Australia dividend residual tax expense	—	1.6	—	0.4		
Other, net	(0.3)	) (0.7)	) 0.1	(0.2)	)	)
Effective tax rate	25.1	% 38.5	% 29.9	% 32.6	%	%

The effective tax rates for the three months ended September 30, 2013 and 2012 included the cumulative effect of changes to our annual estimated effective tax rate from prior quarters.

The effective tax rates for both the three and nine months ended September 30, 2013 included a benefit of \$8.8 million and \$9.1 million, respectively, primarily associated with decreases in unrecognized tax benefits due to the expiration of federal and state statutes of limitation. The effective tax rates for both the three and nine months ended September 30, 2013 included a benefit of \$1.9 million associated with the Research Credit under Section 41 of the Internal Revenue Code (Research Credit) that will be claimed on our 2011 and 2012 U.S. federal income tax returns. The effective tax rate for the nine months ended September 30, 2013 included a benefit of \$3.4 million associated with the reduction of valuation allowance against certain capital loss carryforwards that we believe are more likely than not to be realized in future periods.

The effective tax rate for the three and nine months ended September 30, 2012 included a benefit of \$0.3 million and \$6.3 million, respectively, associated with the Agricultural Chemicals Security Tax Credit under Section 45O of the Internal Revenue Code (Section 45O) that was claimed on our 2008 to 2012 U.S. federal income tax returns. The effective tax rate for the three and nine months ended September 30, 2012 included expenses of \$0.1 million and \$1.3 million, respectively, associated primarily with increases in unrecognized tax benefits associated with prior years' tax positions. The effective tax rate for the three and nine months ended September 30, 2012 included a \$0.7 million expense related to providing tax on previously undistributed earnings from our Winchester Australia Limited subsidiary. The effective tax rate for the three and nine months ended September 30, 2012 also included expenses of \$0.2 million and \$1.4 million, respectively, related to the remeasurement of deferred taxes due to an increase in state effective tax rates.

We completed the acquisition of KA Steel on August 22, 2012, with both parties agreeing to an election under Section 338(h)(10) of the U.S. IRC, which allows us to treat the transaction as an asset acquisition for U.S. federal income tax purposes. KA Steel does not carry forward any significant tax attributes.



As of September 30, 2013, we had \$34.9 million of gross unrecognized tax benefits, which would have a net \$32.1 million impact on the effective tax rate, if recognized. As of September 30, 2012, we had \$40.2 million of gross unrecognized tax benefits, of which \$38.4 million would have impacted the effective tax rate, if recognized. The amount of unrecognized tax benefits was as follows:

	September 30,	
	2013	2012
	(\$ in millions)	
Balance at beginning of year	\$40.1	\$37.9
Increases for prior year tax positions	3.2	2.9
Decreases for prior year tax positions	(8.4	) (0.4
Increases for current year tax positions	—	0.1
Settlement with taxing authorities	—	(0.3
Balance at end of period	\$34.9	\$40.2

As of September 30, 2013, we believe it is reasonably possible that our total amount of unrecognized tax benefits will decrease by approximately \$2.0 million over the next twelve months. The anticipated reduction primarily relates to settlements with taxing authorities and the expiration of federal, state and foreign statutes of limitation.

We operate primarily in North America and file income tax returns in numerous jurisdictions. Our tax returns are subject to examination by various federal, state and local tax authorities. Our U.S. federal income tax returns are under examination by the Internal Revenue Service (IRS) for tax years 2008 and 2010. We believe we have adequately provided for all tax positions; however, amounts asserted by taxing authorities could be greater than our accrued position. For our primary tax jurisdictions, the tax years that remain subject to examination are as follows:

	Tax Years
U.S. federal income tax	2007 – 2008; 2010 – 2012
U.S. state income tax	2004 – 2012
Canadian federal income tax	2007 – 2012
Canadian provincial income tax	2007 – 2012

## DERIVATIVE FINANCIAL INSTRUMENTS

We are exposed to market risk in the normal course of our business operations due to our purchases of certain commodities, our ongoing investing and financing activities and our operations that use foreign currencies. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies and procedures governing our management of market risks and the use of financial instruments to manage exposure to such risks. ASC 815 “Derivatives and Hedging” (ASC 815) requires an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. We use hedge accounting treatment for substantially all of our business transactions whose risks are covered using derivative instruments. In accordance with ASC 815, we designate commodity forward contracts as cash flow hedges of forecasted purchases of commodities and certain interest rate swaps as fair value hedges of fixed-rate borrowings. We do not enter into any derivative instruments for trading or speculative purposes.

Energy costs, including electricity used in our Chlor Alkali Products segment, and certain raw materials and energy costs, namely copper, lead, zinc, electricity and natural gas used in our Winchester and Chemical Distribution segments, are subject to price volatility. Depending on market conditions, we may enter into futures contracts and put and call option contracts in order to reduce the impact of commodity price fluctuations. The majority of our commodity derivatives expire within one year. Those commodity contracts that extend beyond one year correspond with raw material purchases for long-term fixed-price sales contracts.



We enter into forward sales and purchase contracts to manage currency risk resulting from purchase and sale commitments denominated in foreign currencies (principally Canadian dollar and Australian dollar). All of the currency derivatives expire within one year and are for United States dollar equivalents. Our foreign currency forward contracts do not meet the criteria to qualify for hedge accounting. At September 30, 2013, December 31, 2012 and September 30, 2012, we had forward contracts to sell foreign currencies with a notional value of zero, zero and \$8.3 million, respectively. We had no forward contracts to buy foreign currencies at September 30, 2013, December 31, 2012 and September 30, 2012.

In March 2010, we entered into interest rate swaps on \$125 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A. (Citibank), a major financial institution. In October 2011, we entered into \$125 million of interest rate swaps with equal and opposite terms as the \$125 million variable interest rate swaps on the 6.75% senior notes due 2016 (2016 Notes). We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to these agreements is also Citibank. The result was a gain of \$11.0 million on the \$125 million variable interest rate swaps, which will be recognized through 2016. As of September 30, 2013, \$6.7 million of this gain was included in long-term debt. In October 2011, we de-designated our \$125 million interest rate swaps that had previously been designated as fair value hedges. The \$125 million variable interest rate swaps and the \$125 million fixed interest rate swaps do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

#### Cash flow hedges

ASC 815 requires that all derivative instruments be recorded on the balance sheet at their fair value. For derivative instruments that are designated and qualify as a cash flow hedge, the change in fair value of the derivative is recognized as a component of other comprehensive loss until the hedged item is recognized in earnings. Gains and losses on the derivatives representing hedge ineffectiveness are recognized currently in earnings.

We had the following notional amount of outstanding commodity forward contracts that were entered into to hedge forecasted purchases:

	September 30, 2013	December 31, 2012	September 30, 2012
	(\$ in millions)		
Copper	\$58.3	\$53.6	\$59.8
Zinc	5.8	6.3	5.9
Lead	28.8	48.3	49.6
Natural gas	7.4	6.0	8.6

As of September 30, 2013, the counterparty to \$63.9 million of these commodity forward contracts is Wells Fargo Bank, N.A. (Wells Fargo), a major financial institution, and the counterparty to \$36.3 million of these commodity forward contracts is Citibank, a major financial institution.

We use cash flow hedges for certain raw material and energy costs such as copper, zinc, lead, electricity and natural gas to provide a measure of stability in managing our exposure to price fluctuations associated with forecasted purchases of raw materials and energy used in the company's manufacturing process. At September 30, 2013, we had open positions in futures contracts through 2018. If all open futures contracts had been settled on September 30, 2013, we would have recognized a pretax loss of \$1.1 million.

If commodity prices were to remain at September 30, 2013 levels, approximately \$1.1 million of deferred losses would be reclassified into earnings during the next twelve months. The actual effect on earnings will be dependent on

actual commodity prices when the forecasted transactions occur.

#### Fair value hedges

For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. We include the gain or loss on the hedged items (fixed-rate borrowings) in the same line item, interest expense, as the offsetting loss or gain on the related interest rate swaps. We had no interest rate swaps designated as fair value hedges as of September 30, 2013, December 31, 2012 and September 30, 2012.

In June 2012, we terminated \$73.1 million of interest rate swaps with Wells Fargo that had been entered into on the SunBelt Notes in May 2011. The result was a gain of \$2.2 million, which will be recognized through 2017. As of September 30, 2013, \$1.4 million of this gain was included in long-term debt. Pursuant to a note purchase agreement dated December 22, 1997, the SunBelt Chlor Alkali Partnership (SunBelt) sold \$97.5 million of Guaranteed Senior Secured Notes due 2017, Series O, and \$97.5 million of Guaranteed Senior Secured Notes due 2017, Series G. We refer to these notes as the SunBelt Notes. The SunBelt Notes bear interest at a rate of 7.23% per annum, payable semi-annually in arrears on each June 22 and December 22.

In March 2012, Citibank terminated \$7.7 million of interest rate swaps on our industrial development and environmental improvement tax-exempt bonds (industrial revenue bonds) due in 2017. The result was a gain of \$0.2 million, which would have been recognized through 2017. In June 2012, the industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.2 million deferred gain was recognized in interest expense during the three months ended June 30, 2012.

We use interest rate swaps as a means of managing interest expense and floating interest rate exposure to optimal levels. These interest rate swaps are treated as fair value hedges. The accounting for gains and losses associated with changes in fair value of the derivative and the effect on the condensed financial statements will depend on the hedge designation and whether the hedge is effective in offsetting changes in fair value of cash flows of the asset or liability being hedged.

#### Financial statement impacts

We present our derivative assets and liabilities in our condensed balance sheets on a net basis. We net derivative assets and liabilities whenever we have a legally enforceable master netting agreement with the counterparty to our derivative contracts. We use these agreements to manage and substantially reduce our potential counterparty credit risk.

The following table summarizes the location and fair value of the derivative instruments on our condensed balance sheets. The table disaggregates our net derivative assets and liabilities into gross components on a contract-by-contract basis before giving effect to master netting arrangements:

Derivatives Designated as Hedging Instruments	Asset Derivatives			Liability Derivatives				
	Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value			
		September 30, 2013	December 31, 2012	September 30, 2012	September 30, 2013	December 31, 2012	September 30, 2012	
		(\$ in millions)			(\$ in millions)			
Interest rate contracts	Other assets	\$—	\$—	\$—	Long-term debt	\$8.1	\$10.2	\$10.9
Commodity contracts – gains	Other current assets	—	9.6	10.4	Accrued liabilities	(2.9)	—	—
Commodity contracts – losses	Other current assets	—	(2.1)	(2.0)	Accrued liabilities	4.0	—	—
		\$—	\$7.5	\$8.4		\$9.2	\$10.2	\$10.9
Derivatives Not Designated as Hedging Instruments								
Interest rate contracts – gains	Other assets	\$8.4	\$11.9	\$12.9	Other liabilities	\$—	\$—	\$—
Interest rate contracts – losses	Other assets	(1.9)	(3.6)	(4.0)	Other liabilities	—	—	—
Commodity contracts – gains	Other current assets	—	0.1	0.7	Accrued liabilities	—	—	—
Commodity contracts – losses	Other current assets	—	—	(0.2)	Accrued liabilities	0.4	—	—
		\$6.5	\$8.4	\$9.4		\$0.4	\$—	\$—
Total derivatives <sup>(1)</sup>		\$6.5	\$15.9	\$17.8		\$9.6	\$10.2	\$10.9

(1) Does not include the impact of cash collateral received from or provided to counterparties.



The following table summarizes the effects of derivative instruments on our condensed statements of income:

	Location of Gain (Loss)	Amount of Gain (Loss) Three Months Ended September 30,		Amount of Gain (Loss) Nine Months Ended September 30,	
		2013	2012	2013	2012
Derivatives – Cash Flow Hedges Recognized in other comprehensive loss (effective portion)	_____	\$4.9	\$12.7	\$(8.8)	) \$10.3
Reclassified from accumulated other comprehensive loss into income (effective portion)	Cost of goods sold	\$(1.8)	) \$(2.3)	) \$(0.1)	) \$(6.9)
Derivatives – Fair Value Hedges					
Interest rate contracts	Interest expense	\$0.8	\$0.7	\$2.2	\$2.6
Derivatives Not Designated as Hedging Instruments					
Interest rate contracts	Interest expense	\$—	\$0.1	\$—	\$0.1
Commodity contracts	Cost of goods sold	(0.1)	) 0.7	—	(1.7)
		\$(0.1)	) \$0.8	\$—	\$(1.6)

#### Credit risk and collateral

By using derivative instruments, we are exposed to credit and market risk. If a counterparty fails to fulfill its performance obligations under a derivative contract, our credit risk will equal the fair-value gain in a derivative. Generally, when the fair value of a derivative contract is positive, this indicates that the counterparty owes us, thus creating a repayment risk for us. When the fair value of a derivative contract is negative, we owe the counterparty and, therefore, assume no repayment risk. We minimize the credit (or repayment) risk in derivative instruments by entering into transactions with high-quality counterparties. We monitor our positions and the credit ratings of our counterparties and we do not anticipate non-performance by the counterparties.

Based on the agreements with our various counterparties, cash collateral is required to be provided when the net fair value of the derivatives, with the counterparty, exceed a specific threshold. If the threshold is exceeded, cash is either provided by the counterparty to us if the value of the derivatives is our asset, or cash is provided by us to the counterparty if the value of the derivatives is our liability. As of September 30, 2013, December 31, 2012 and September 30, 2012, the amount recognized in other current assets for collateral provided by counterparties to us were zero, \$0.1 million and zero, respectively. In all instances where we are party to a master netting agreement, we offset the receivable or payable recognized upon payment of cash collateral against the fair value amounts recognized for derivative instruments that have also been offset under such master netting agreements.

## FAIR VALUE MEASUREMENTS

Fair value is defined as the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties or the amount that would be paid to transfer a liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity.

Assets and liabilities recorded at fair value in the condensed balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820 "Fair Value Measurements and Disclosures" (ASC 820) are directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, and are as follows:

Level 1 — Inputs were unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 — Inputs (other than quoted prices included in Level 1) were either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 — Inputs reflected management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration was given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

We are required to separately disclose assets and liabilities measured at fair value on a recurring basis, from those measured at fair value on a nonrecurring basis. Nonfinancial assets measured at fair value on a nonrecurring basis are intangible assets and goodwill, which are reviewed annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred.

Determining which hierarchical level an asset or liability falls within requires significant judgment. We evaluate our hierarchy disclosures each quarter. The following table summarizes the assets and liabilities measured at fair value in the condensed balance sheets:

	Fair Value Measurements			Total
	Level 1	Level 2	Level 3	
Balance at September 30, 2013				
Assets	(\$ in millions)			
Interest rate swaps	\$—	\$6.5	\$—	\$6.5
Liabilities				
Interest rate swaps	\$—	\$8.1	\$—	\$8.1
Commodity forward contracts	—	1.5	—	1.5
Earn out	—	—	25.2	25.2
Balance at December 31, 2012				
Assets				
Interest rate swaps	\$—	\$8.3	\$—	\$8.3
Commodity forward contracts	0.1	7.5	—	7.6
Liabilities				
Interest rate swaps	\$—	\$10.2	\$—	\$10.2
Earn out	—	—	42.0	42.0
Balance at September 30, 2012				
Assets				
Interest rate swaps	\$—	\$8.9	\$—	\$8.9
Commodity forward contracts	3.2	5.7	—	8.9
Liabilities				
Interest rate swaps	\$—	\$10.9	\$—	\$10.9
Earn out	—	—	37.6	37.6

For the nine months ended September 30, 2013, there were no transfers into or out of Level 1 and Level 2.

The following table summarizes the activity for our earn out liability measured at fair value using Level 3 inputs:

	September 30,	
	2013	2012
	(\$ in millions)	
Balance at beginning of year	\$42.0	\$49.0
Settlements	(23.2	) (18.5
Unrealized losses included in other expense	6.4	7.1
Balance at end of period	\$25.2	\$37.6

### Interest Rate Swaps

The fair value of the interest rate swaps was included in other assets and long-term debt as of September 30, 2013, December 31, 2012 and September 30, 2012. These financial instruments were valued using the “income approach” valuation technique. This method used valuation techniques to convert future amounts to a single present amount. The measurement was based on the value indicated by current market expectations about those future amounts. We use interest rate swaps as a means of managing interest expense and floating interest rate exposure to optimal levels.

### Commodity Forward Contracts

The fair value of the commodity forward contracts was classified in other current assets and accrued liabilities as of September 30, 2013, December 31, 2012 and September 30, 2012, with unrealized gains and losses included in accumulated other comprehensive loss, net of applicable taxes. These financial instruments were valued primarily based on prices and other relevant information observable in market transactions involving identical or comparable assets or liabilities including both forward and spot prices for commodities. We use commodity forward contracts for certain raw materials and energy costs such as copper, zinc, lead, electricity and natural gas to provide a measure of stability in managing our exposure to price fluctuations.

### Foreign Currency Contracts

We had no fair value of foreign currency contracts as of September 30, 2013, December 31, 2012 and September 30, 2012. The gains and losses of foreign currency contracts were included in selling and administration expense as these financial instruments do not meet the criteria to qualify for hedge accounting. These financial instruments were valued primarily based on prices and other relevant information observable in market transactions involving identical or comparable assets or liabilities including both forward and spot prices for foreign currencies. We enter into forward sales and purchase contracts to manage currency risk resulting from purchase and sale commitments denominated in foreign currencies (principally Canadian dollar and Australian dollar).

### Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximated fair values due to the short-term maturities of these instruments. The fair value of our long-term debt was determined based on current market rates for debt of similar risk and maturities. The following table summarizes the fair value measurements of debt and the actual debt recorded on our condensed balance sheets:

	Fair Value Measurements				Amount recorded on balance sheets
	Level 1	Level 2	Level 3	Total	
	(\$ in millions)				
Balance at September 30, 2013	\$—	\$575.6	\$153.0	\$728.6	\$703.0
Balance at December 31, 2012	—	605.1	153.0	758.1	713.7
Balance at September 30, 2012	—	617.8	153.0	770.8	726.7

### Earn Out

The fair value of the earn out associated with the SunBelt acquisition was estimated using a probability-weighted discounted cash flow model. This fair value measurement is based on significant inputs not observed in the market. Key assumptions in determining the fair value of the earn out include the discount rate and cash flow

projections for the year ended December 31, 2013.

For the nine months ended September 30, 2013 and 2012, we paid \$23.2 million and \$18.5 million, respectively, for the earn out related to the 2012 and 2011 SunBelt performance. The earn out payments for the nine months ended September 30, 2013 and 2012 included \$17.1 million and \$15.3 million, respectively, that were recognized as part of the original purchase price. The \$17.1 million and \$15.3 million are included as a financing activity in the statement of cash flows.

## Nonrecurring Fair Value Measurements

In addition to assets and liabilities that are recorded at fair value on a recurring basis, we record assets and liabilities at fair value on a nonrecurring basis as required by ASC 820. There were no assets measured at fair value on a nonrecurring basis as of September 30, 2013, December 31, 2012 and September 30, 2012.

## SUBSEQUENT EVENT

In October 2013, we entered into an agreement to sell our equity interest in a bleach joint venture which will result in a fourth quarter of 2013 pretax gain of approximately \$5 million. The sale will also provide a tax benefit of approximately \$4 million associated with the reduction of valuation allowance against certain capital loss carryforwards.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### Business Background

Our operations are concentrated in three business segments: Chlor Alkali Products, Chemical Distribution and Winchester. Chlor Alkali Products and Winchester are both capital intensive manufacturing businesses. Chlor Alkali Products operating rates are closely tied to the general economy. Each segment has a commodity element to it, and therefore, our ability to influence pricing is quite limited on the portion of the segment's business that is strictly commodity. Our Chlor Alkali Products and Chemical Distribution businesses are commodity businesses where all supplier products are similar and price is the major supplier selection criterion. We have little or no ability to influence prices in this large, global commodity market. Cyclical price swings, driven by changes in supply/demand, can be abrupt and significant and, given the capacity in our Chlor Alkali Products business, can lead to significant changes in our overall profitability. Winchester also has a commodity element to its business, but a majority of Winchester ammunition is sold as a branded consumer product where there are opportunities to differentiate certain offerings through innovative new product development and enhanced product performance. While competitive pricing versus other branded ammunition products is important, it is not the only factor in product selection.

### Executive Summary

Chlor Alkali Products' segment income was \$64.4 million and \$173.1 million for the three and nine months ended September 30, 2013, respectively. Chlor Alkali Products' segment income was higher than the third quarter of 2012 as a result of an \$11.0 million favorable contract settlement and increased volumes. This increase was partially offset by higher operating costs associated with planned maintenance outages and higher electricity costs due to increased natural gas prices. Our operating rate for the three months ended September 30, 2013 was 86%, which reflected the capacity reductions that occurred in fourth quarter of 2012, compared to the operating rate of 83% for the three months ended September 30, 2012.

Third quarter of 2013 ECU netbacks of approximately \$570 were 2% higher than the third quarter of 2012 ECU netbacks of approximately \$560 and 1% lower than the second quarter of 2013 ECU netbacks of approximately \$575. The increase from the third quarter of 2012 was due to higher caustic soda prices partially offset by lower chlorine prices. The decrease from second quarter of 2013 was due to lower chlorine prices. ECU netbacks in the fourth quarter of 2013 are forecast to be lower than the third quarter of 2013 as a result of lower chlorine and caustic soda prices. In the third quarter of 2013, a caustic soda price increase of \$30 per ton was announced. At this time, the \$30 per ton caustic soda price increase has not been successful.

Chemical Distribution segment income was \$3.4 million and \$9.7 million for the three and nine months ended September 30, 2013, respectively, and \$1.9 million for both the three and nine months ended September 30, 2012. Chemical Distribution segment income was higher than the comparable periods in the prior year as a result of the additional period of our ownership. Depreciation and amortization expense included in segment income for the three and nine months ended September 30, 2013 of \$3.8 million and \$11.5 million, respectively, and \$1.7 million for both the three and nine months ended September 30, 2012 was primarily associated with the acquisition fair valuing of KA Steel. As a result of acquiring KA Steel in August of 2012, we anticipate realizing approximately \$35 million of annual synergies at the end of three years. These synergies include opportunities to sell additional volumes of products we produce such as caustic soda, bleach, hydrochloric acid and potassium hydroxide through KA Steel and to optimize freight cost and logistics assets between our Chlor Alkali Products segment and KA Steel.

Winchester segment income was \$40.7 million and \$109.1 million for the three and nine months ended September 30, 2013, respectively. The increase in third quarter and year to date segment income compared to the comparable periods last year reflect the impact of increased volumes due to the continuation of the stronger than normal demand that began in the fourth quarter of 2012, improved selling prices and decreased costs, including the impact of decreased costs associated with our new centerfire operation in Oxford, MS.

During the third quarter we entered in sale/leaseback agreements for chlorine, caustic soda and bleach railcars and bleach trailers. We received proceeds from the sales of \$35.8 million.

In January 2013 we repaid the \$11.4 million 6.5% Senior Notes (2013 Notes), which became due. These were redeemed using cash.

#### Consolidated Results of Operations

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(\$ in millions, except per share data)			
Sales	\$670.7	\$581.2	\$1,952.9	\$1,597.1
Cost of goods sold	528.5	475.8	1,564.0	1,260.1
Gross margin	142.2	105.4	388.9	337.0
Selling and administration	36.5	42.4	134.3	131.2
Restructuring charges	1.6	2.3	4.1	6.0
Acquisition costs	—	8.3	—	8.3
Other operating (expense) income	(0.4	) 1.1	1.3	1.5
Operating income	103.7	53.5	251.8	193.0
Earnings of non-consolidated affiliates	1.0	1.2	2.4	2.0
Interest expense	9.9	6.0	28.7	18.3
Interest income	0.1	0.2	0.3	0.7
Other expense	1.9	2.2	6.3	6.9
Income before taxes	93.0	46.7	219.5	170.5
Income tax provision	23.3	18.0	65.6	55.5
Net income	\$69.7	\$28.7	\$153.9	\$115.0
Net income per common share:				
Basic	\$0.87	\$0.36	\$1.92	\$1.44
Diluted	\$0.86	\$0.35	\$1.90	\$1.42



Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

Sales for the three months ended September 30, 2013 were \$670.7 million compared to \$581.2 million in the same period last year, an increase of \$89.5 million, or 15%. Sales of the newly acquired Chemical Distribution segment increased by \$54.3 million due to the additional period of our ownership. Winchester sales increased by \$44.3 million, or 26%, from the three months ended September 30, 2012 primarily due to increased shipments to domestic commercial, law enforcement and military customers and higher selling prices, partially offset by lower shipments to international customers. These increases were partially offset by an increase in the elimination of intersegment sales between the Chlor Alkali Products segment and the Chemical Distribution segment (\$13.7 million). Chlor Alkali sales were consistent with the three months ended September 30, 2012.

Gross margin increased \$36.8 million, or 35%, compared to the three months ended September 30, 2012, as a result of increased Winchester gross margin (\$26.4 million), primarily due to increased shipments to domestic commercial customers and improved selling prices, and increased Chlor Alkali gross margin (\$6.8 million), primarily due to a favorable contract settlement partially offset by higher operating costs associated with planned maintenance outages and higher electricity costs due to increased natural gas prices. Gross margin as a percentage of sales increased to 21% in 2013 from 18% in 2012.

Selling and administration expenses for the three months ended September 30, 2013 decreased \$5.9 million, or 14%, from the three months ended September 30, 2012 primarily due to the recovery of legacy legal costs of \$13.9 million. This decrease was partially offset by increased legal and legal-related settlement expenses of \$3.0 million primarily due to costs directly associated with the recovery of legacy legal costs, increased selling and administration expenses of the acquired KA Steel operations of \$1.7 million, increased salary and benefit costs of \$1.4 million and increased consulting fees of \$1.0 million. Selling and administration expenses as a percentage of sales were 5% in 2013 and 7% in 2012.

Restructuring charges for the three months ended September 30, 2013 and 2012 were associated with exiting the use of mercury cell technology in the chlor alkali manufacturing process and our ongoing relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS.

Acquisition costs for the three months ended September 30, 2012 were related to the acquisition of KA Steel.

Other operating (expense) income for the three months ended September 30, 2013 decreased \$1.5 million from the same period last year. Other operating (expense) income for the three months ended September 30, 2012 included a gain of \$0.7 million on the disposition of property, plant and equipment primarily associated with the Charleston, TN conversion project.

Interest expense increased by \$3.9 million for the three months ended September 30, 2013, primarily due to a higher level of debt outstanding and a decrease of \$2.5 million in capitalized interest primarily due to the completion of the Charleston, TN conversion project in the second half of 2012.

Other expense for the three months ended September 30, 2013 and 2012 included \$1.9 million and \$2.3 million, respectively, of expense for our earn out liability from the SunBelt acquisition.

The effective tax rate for the three months ended September 30, 2013 included an \$8.8 million benefit associated with decreases in unrecognized tax benefits associated with prior years' tax positions and a \$1.9 million benefit associated with the Research Credit. After giving consideration to these two items of \$10.7 million, the effective tax rate for the three months ended September 30, 2013 of 36.6% was higher than the 35% U.S. federal statutory rate, primarily due to the effect of state income taxes net of the utilization of certain state tax credits, partially offset by favorable

permanent tax deduction items, such as the domestic manufacturing deduction and tax deductible dividends paid to the CEOP. The effective tax rate for the three months ended September 30, 2012 included a \$0.7 million expense associated with previously undistributed earnings from our Winchester Australia Limited subsidiary, a \$0.3 million expense associated with the finalization of prior year's income tax returns and \$0.2 million expense associated with the remeasurement of deferred taxes. After giving consideration to these three items of \$1.2 million, the effective tax rate for the three months ended September 30, 2012 of 36.0% was higher than the 35% U.S. federal statutory rate, primarily due to the effect of state income taxes net of the utilization of certain state tax credits, partially offset by favorable permanent tax deduction items, such as tax deductible dividends paid to the CEOP.

Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012

Sales for the nine months ended September 30, 2013 were \$1,952.9 million compared to \$1,597.1 million in the same period last year, an increase of \$355.8 million, or 22%. Sales of the newly acquired Chemical Distribution segment increased by \$278.1 million due to the additional period of our ownership. Winchester sales increased by \$137.4 million, or 30%, from the nine months ended September 30, 2012 primarily due to increased shipments to domestic commercial and law enforcement customers and higher selling prices, partially offset by lower shipments to military and international customers. These increases were partially offset by an increase in the elimination of intersegment sales between the Chlor Alkali Products segment and the Chemical Distribution segment (\$57.3 million). Chlor Alkali sales were consistent with the nine months ended September 30, 2012.

Gross margin increased \$51.9 million, or 15%, compared to the nine months ended September 30, 2012, as a result of increased Winchester gross margin (\$74.0 million), primarily due to increased shipments to domestic commercial customers and improved selling prices, and additional gross margin contributed by the newly acquired Chemical Distribution segment (\$9.7 million) due to the additional period of our ownership. These increases were partially offset by lower Chlor Alkali gross margin (\$35.1 million), primarily due to higher operating costs associated with planned maintenance outages, plant start-ups and higher electricity costs due to increased natural gas prices, lower product prices, primarily hydrochloric acid, and decreased volumes. These decreases were partially offset by a favorable contract settlement. Gross margin as a percentage of sales decreased to 20% in 2013 from 21% in 2012.

Selling and administration expenses for the nine months ended September 30, 2013 increased \$3.1 million, or 2%, from the nine months ended September 30, 2012 primarily due to increased selling and administration expenses of the acquired KA Steel operations of \$6.7 million, increased management incentive compensation expense of \$4.9 million, which includes mark-to-market adjustments on stock-based compensation, increased salary and benefit costs of \$2.6 million and increased legal and legal-related settlement expenses of \$0.9 million primarily due to costs directly associated with the recovery of legacy legal costs. These increases were partially offset by the recovery of legacy legal costs of \$13.9 million. Selling and administration expenses as a percentage of sales were 7% in 2013 and 8% in 2012.

Restructuring charges for the nine months ended September 30, 2013 and 2012 were associated with exiting the use of mercury cell technology in the chlor alkali manufacturing process and our ongoing relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS.

Acquisition costs for the nine months ended September 30, 2012 were related to the acquisition of KA Steel.

Other operating (expense) income for the nine months ended September 30, 2013 included a gain of \$1.5 million on the sale of two former manufacturing sites. Other operating (expense) income for the nine months ended September 30, 2012 included a gain of \$0.9 million on the disposition of property, plant and equipment primarily associated with the Charleston, TN conversion project.

Interest expense increased by \$10.4 million for the nine months ended September 30, 2013, primarily due to a higher level of debt outstanding and a decrease of \$4.3 million in capitalized interest primarily due to the completion of the Charleston, TN conversion project in the second half of 2012.

Other expense for the nine months ended September 30, 2013 and 2012 included \$6.4 million and \$7.1 million, respectively, of expense for our earn out liability from the SunBelt acquisition.

The effective tax rate for the nine months ended September 30, 2013 included a \$9.1 million benefit associated with decreases in unrecognized tax benefits associated with prior years' tax positions, a \$3.4 million benefit associated with the reduction of valuation allowance against certain capital loss carryforwards that we believe are more likely than not to be realized in future periods and a \$1.9 million benefit associated with the Research Credit. After giving consideration to these three items of \$14.4 million, the effective tax rate for the nine months ended September 30, 2013 of 36.4% was higher than the 35% U.S. federal statutory rate, primarily due to the effect of state income taxes net of utilization of certain state tax credits, partially offset by favorable permanent tax deduction items, such as the domestic manufacturing deduction and tax deductible dividends paid to the CEOP. The effective tax rate for the nine months ended September 30, 2012 included a \$6.3 million benefit related to the Section 45O credits and a \$1.4 million benefit related to a valuation allowance release related to our state tax credits, partially offset by a \$1.4 million expense associated with the remeasurement of deferred taxes, a \$1.3 million expense associated with changes in tax contingencies, and a \$0.7 million expense associated with previously undistributed earnings from our Winchester Australia Limited subsidiary. After giving consideration to these five items of \$4.3 million, the effective tax rate for the nine months ended September 30, 2012 of 35.1% was slightly higher than the 35% U.S. federal statutory rate, primarily due to the effect of state income taxes net of the utilization of certain state tax credits, partially offset by favorable permanent tax deduction items, such as the domestic manufacturing deduction and tax deductible dividends paid to the CEOP.

### Segment Results

We define segment results as income before interest expense, interest income, other operating (expense) income, other expense and income taxes, and include the operating results of non-consolidated affiliates. Intersegment sales of \$18.5 million and \$62.1 million for the three and nine months ended September 30, 2013, respectively, and \$4.8 million for both the three and nine months ended September 30, 2012 have been eliminated. These represent the sale of caustic soda, bleach, potassium hydroxide and hydrochloric acid between Chemical Distribution and Chlor Alkali Products, at prices that approximate market. Consistent with management's monitoring of the operating segments, synergies realized of \$2.9 million and \$9.1 million for the three and nine months ended September 30, 2013, respectively, have been transferred from the Chlor Alkali Products segment to the Chemical Distribution segment, representing incremental earnings on volumes sold of caustic soda, bleach, potassium hydroxide and hydrochloric acid.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(\$ in millions)			
Sales:				
Chlor Alkali Products	\$374.2	\$369.6	\$1,090.1	\$1,092.5
Chemical Distribution	101.9	47.6	325.7	47.6
Winchester	213.1	168.8	599.2	461.8
Intersegment sales elimination	(18.5 )	(4.8 )	(62.1 )	(4.8 )
Total sales	\$670.7	\$581.2	\$1,952.9	\$1,597.1
Income before taxes:				
Chlor Alkali Products <sup>(1)</sup>	\$64.4	\$59.5	\$173.1	\$208.9
Chemical Distribution	3.4	1.9	9.7	1.9
Winchester	40.7	16.0	109.1	38.7
Corporate/other:				
Pension income <sup>(2)</sup>	7.3	7.2	20.0	20.5
Environmental expense <sup>(3)</sup>	(0.7 )	(3.6 )	(4.9 )	(6.7 )
Other corporate and unallocated costs	(8.4 )	(16.8 )	(50.0 )	(55.5 )
Restructuring charges <sup>(4)</sup>	(1.6 )	(2.3 )	(4.1 )	(6.0 )
Acquisition costs <sup>(5)</sup>	—	(8.3 )	—	(8.3 )

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Other operating (expense) income <sup>(6)</sup>	(0.4	) 1.1	1.3	1.5	
Interest expense <sup>(7)</sup>	(9.9	) (6.0	) (28.7	) (18.3	)
Interest income	0.1	0.2	0.3	0.7	
Other expense <sup>(8)</sup>	(1.9	) (2.2	) (6.3	) (6.9	)
Income before taxes	\$93.0	\$46.7	\$219.5	\$170.5	

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(1) Earnings of non-consolidated affiliates were included in the Chlor Alkali Products segment results consistent with management's monitoring of the operating segments. The earnings of non-consolidated affiliates were \$1.0 million and \$1.2 million for the three months ended September 30, 2013 and 2012, respectively, and \$2.4 million and \$2.0 million for the nine months ended September 30, 2013 and 2012, respectively.

(2) The service cost and the amortization of prior service cost components of pension expense related to the employees of the operating segments are allocated to the operating segments based on their respective estimated census data. All other components of pension costs are included in corporate/other and include items such as the expected return on plan assets, interest cost and recognized actuarial gains and losses.

(3) Environmental expense for the three months ended September 30, 2013 and 2012 included \$1.3 million and zero, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Environmental expense for the nine months ended September 30, 2013 and 2012 included \$1.3 million and \$0.1 million, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Environmental expense is included in cost of goods sold in the condensed statements of income.

(4) Restructuring charges for the three and nine months ended September 30, 2013 and 2012 were associated with exiting the use of mercury cell technology in the chlor alkali manufacturing process and our ongoing relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS.

(5) Acquisition costs for the three and nine months ended September 30, 2012 were related to the acquisition of KA Steel.

(6) Other operating (expense) income for the nine months ended September 30, 2013 included a gain of \$1.5 million on the sale of two former manufacturing sites.

(7) Interest expense was reduced by capitalized interest of zero and \$2.5 million for the three months ended September 30, 2013 and 2012, respectively, and \$1.0 million and \$5.3 million for the nine months ended September 30, 2013 and 2012, respectively.

(8) Other expense for the three months ended September 30, 2013 and 2012 included \$1.9 million and \$2.3 million, respectively, of expense for our earn out liability from the SunBelt acquisition. Other expense for the nine months ended September 30, 2013 and 2012 included \$6.4 million and \$7.1 million, respectively, of expense for our earn out liability from the SunBelt acquisition.

#### Chlor Alkali Products

#### Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

Chlor Alkali Products' sales for the three months ended September 30, 2013 were \$374.2 million compared to \$369.6 million for the three months ended September 30, 2012, an increase of \$4.6 million, or 1%. The sales increase was primarily due to increased bleach shipments of 14% which increased sales by \$6.5 million. This increase was partially offset by lower shipments of chlorine and caustic soda (\$3.8 million). Product prices remained consistent with the three months ended September 30, 2012 as increased ECU netbacks were offset by lower hydrochloric acid prices. Our ECU netbacks were approximately \$570 for the three months ended September 30, 2013 compared to approximately \$560 for the three months ended September 30, 2012. Freight costs included in the ECU netbacks increased 4% for the three months ended September 30, 2013, compared to the same period last year, primarily due to higher railroad freight rates. Our operating rate for the three months ended September 30, 2013 was 86%, which reflected the capacity reductions that occurred in fourth quarter 2012, compared to the operating rate of 83% for the

three months ended September 30, 2012.

Chlor Alkali Products generated segment income of \$64.4 million for the three months ended September 30, 2013, compared to \$59.5 million for the same period in 2012, an increase of \$4.9 million. Chlor Alkali Products segment income was higher primarily due to a favorable contract settlement (\$11.0 million) and increased volumes (\$2.1 million) partially offset by increased operating costs (\$7.9 million) associated with planned maintenance outages and higher electricity costs due to increased natural gas prices. Product prices remained consistent with the three months ended September 30, 2012 as increased ECU netbacks were offset by lower hydrochloric acid prices.

Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012

Chlor Alkali Products' sales for the nine months ended September 30, 2013 were \$1,090.1 million compared to \$1,092.5 million for the nine months ended September 30, 2012, a decrease of \$2.4 million. The sales decrease was primarily due to lower product prices, primarily hydrochloric acid (\$14.7 million), lower volumes of hydrochloric acid (\$9.8 million) and decreased shipments of chlorine and caustic soda (\$4.5 million). These decreases were partially offset by increased shipments of potassium hydroxide which increased sales by \$14.6 million and increased bleach shipments of 9% which increased sales by \$10.5 million. Our ECU netbacks were approximately \$570 for the nine months ended September 30, 2013 compared to approximately \$575 for the nine months ended September 30, 2012. Freight costs included in the ECU netbacks increased 3% for the nine months ended September 30, 2013, compared to the same period last year, primarily due to higher railroad freight rates. Our operating rate for the nine months ended September 30, 2013 was 85%, which reflected the capacity reductions that occurred in fourth quarter 2012, compared to the operating rate of 81% for the nine months ended September 30, 2012.

Chlor Alkali Products generated segment income of \$173.1 million for the nine months ended September 30, 2013, compared to \$208.9 million for the same period in 2012, a decrease of \$35.8 million. Chlor Alkali Products segment income was lower primarily due to increased operating costs (\$24.8 million) associated with planned maintenance outages, plant start-ups and higher electricity costs due to increased natural gas prices, lower product prices, primarily hydrochloric acid (\$14.7 million) and decreased volumes (\$7.3 million). These decreases were partially offset by a favorable contract settlement (\$11.0 million).

Chemical Distribution

Chemical Distribution segment income was \$3.4 million and \$9.7 million for the three and nine months ended September 30, 2013, respectively, and \$1.9 million for both the three and nine months ended September 30, 2012. Chemical Distribution segment income was higher than the comparable periods in the prior year as a result of the additional period of our ownership. Depreciation and amortization expense included in segment income for the three and nine months ended September 30, 2013 of \$3.8 million and \$11.5 million, respectively, and \$1.7 million for both the three and nine months ended September 30, 2012 was primarily associated with the acquisition fair valuing of KA Steel.

Winchester

Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

Winchester sales were \$213.1 million for the three months ended September 30, 2013 compared to \$168.8 million for the three months ended September 30, 2012, an increase of \$44.3 million, or 26%. Sales of ammunition to domestic commercial customers were higher by \$39.2 million, shipments to law enforcement agencies increased \$4.0 million and shipments to military customers increased \$2.5 million. These increases were partially offset by reduced shipments to international customers of \$1.8 million.

Winchester reported segment income of \$40.7 million for the three months ended September 30, 2013 compared to \$16.0 million for the three months ended September 30, 2012, an increase of \$24.7 million, or 154%. The increase was primarily due to increased volumes (\$14.3 million), higher selling prices (\$9.1 million) and decreased operating costs (\$2.4 million), which include the impact of decreased costs associated with our new centerfire operation in Oxford, MS (\$3.8 million). These increases were partially offset by increased commodity and other material costs (\$1.1 million).

Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012



Winchester sales were \$599.2 million for the nine months ended September 30, 2013 compared to \$461.8 million for the nine months ended September 30, 2012, an increase of \$137.4 million, or 30%. Sales of ammunition to domestic commercial customers were higher by \$138.1 million and shipments to law enforcement agencies increased \$12.8 million. These increases were partially offset by reduced shipments to military customers of \$11.9 million and reduced shipments to international customers of \$2.1 million.

Winchester reported segment income of \$109.1 million for the nine months ended September 30, 2013 compared to \$38.7 million for the nine months ended September 30, 2012, an increase of \$70.4 million, or 182%. The increase was primarily due to increased volumes (\$47.4 million), higher selling prices (\$21.2 million), decreased commodity and other material costs (\$1.1 million) and decreased operating costs (\$0.7 million), which include the impact of decreased costs associated with our new centerfire operation in Oxford, MS (\$11.0 million).

Corporate/Other

Three Months Ended September 30, 2013 Compared to Three Months Ended September 30, 2012

For the three months ended September 30, 2013, pension income included in corporate/other was \$7.3 million compared to \$7.2 million for the three months ended September 30, 2012. On a total company basis, defined benefit pension income for the three months ended September 30, 2013 was \$5.2 million compared to \$5.6 million for the three months ended September 30, 2012.

For the three months ended September 30, 2013, charges to income for environmental investigatory and remedial activities were \$0.7 million compared to \$3.6 million for the three months ended September 30, 2012, which included \$1.3 million and zero, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Without these recoveries, charges to income for environmental investigatory and remedial activities would have been \$2.0 million for the three months ended September 30, 2013 compared to \$3.6 million for the three months ended September 30, 2012. These charges related primarily to expected future investigatory and remedial activities associated with past manufacturing operations and former waste disposal sites.

For the three months ended September 30, 2013, other corporate and unallocated costs were \$8.4 million compared to \$16.8 million for the three months ended September 30, 2012, a decrease of \$8.4 million, or 50%. The decrease was primarily due to the recovery of legacy legal costs of \$13.9 million and a decrease in the elimination of intersegment profits in inventory on sales between the Chlor Alkali Products segment and the Chemical Distribution segment of \$2.7 million. These decreases were partially offset by increased legal and legal-related settlement expenses of \$5.3 million primarily due to costs directly associated with the recovery of legacy legal costs, higher consulting fees of \$1.3 million, increased salary and benefit costs of \$0.9 million and higher legacy site charges of \$0.6 million.

Nine Months Ended September 30, 2013 Compared to Nine Months Ended September 30, 2012

For the nine months ended September 30, 2013, pension income included in corporate/other was \$20.0 million compared to \$20.5 million for the nine months ended September 30, 2012. On a total company basis, defined benefit pension income for the nine months ended September 30, 2013 was \$15.3 million compared to \$15.9 million for the nine months ended September 30, 2012.

For the nine months ended September 30, 2013, charges to income for environmental investigatory and remedial activities were \$4.9 million compared to \$6.7 million for the nine months ended September 30, 2012, which included \$1.3 million and \$0.1 million, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Without these recoveries, charges to income for environmental investigatory and remedial activities would have been \$6.2 million for the nine months ended September 30, 2013 compared to \$6.8 million for the nine months ended September 30, 2012. These charges related primarily to expected future investigatory and remedial activities associated with past manufacturing operations and former waste disposal sites.

For the nine months ended September 30, 2013, other corporate and unallocated costs were \$50.0 million compared to \$55.5 million for the nine months ended September 30, 2012, a decrease of \$5.5 million, or 10%. The decrease was primarily due to the recovery of legacy legal costs of \$13.9 million and a decrease in the elimination of intersegment profits in inventory on sales between the Chlor Alkali Products segment and the Chemical Distribution segment of \$1.5 million. These decreases were partially offset by increased legal and legal-related settlement expenses of \$3.7 million primarily due to costs directly associated with the recovery of legacy legal costs, increased stock-based compensation of \$3.4 million, which includes mark-to-market adjustments, higher consulting fees of \$1.7 million and higher insurance costs of \$0.9 million.

## Outlook

Net income in the fourth quarter of 2013 is projected to be in the \$0.25 to \$0.30 per diluted share range, which is expected to include a pretax gain of approximately \$5 million from the sale of our equity interest in a bleach joint venture and approximately \$5 million of favorable tax adjustments. Net income in the fourth quarter of 2012 was \$0.43 per diluted share.

In Chlor Alkali Products, the fourth quarter of 2013 segment earnings are expected to decline compared with the fourth quarter of 2012 earnings of \$54.3 million. The expected decrease in segment earnings anticipates lower ECU pricing and decreased chlorine and caustic soda shipments.

Third quarter of 2013 ECU netbacks of approximately \$570 were 2% higher than the third quarter of 2012 ECU netbacks of approximately \$560 and 1% lower than the second quarter of 2013 ECU netbacks of approximately \$575. The increase from the third quarter of 2012 was due to higher caustic soda prices partially offset by lower chlorine prices. The decrease from second quarter of 2013 was due to lower chlorine prices. ECU netbacks in the fourth quarter of 2013 are forecast to be lower than the third quarter of 2013 as a result of lower chlorine and caustic soda prices. In the third quarter of 2013, a caustic soda price increase of \$30 per ton was announced. At this time, the \$30 per ton caustic soda price increase has not been successful.

Winchester fourth quarter 2013 segment earnings are expected to be lower than the \$40.7 million in segment earnings achieved during the third quarter of 2013 due to the normal seasonal weakness in hunting sensitive products but improve compared to the \$16.5 million in segment earnings achieved during the fourth quarter of 2012. The elevated level of commercial demand that the Winchester business began to experience in early November 2012 continued through the third quarter of 2013. This surge in demand has been across all of Winchester's commercial product offerings. The increase in commercial demand can be illustrated by the increase in Winchester's commercial backlog, which was \$438.9 million at September 30, 2013 compared to \$138.3 million at December 31, 2012 and \$92.0 million at September 30, 2012. Based on the elevated level of third quarter commercial demand, the level of the commercial backlog and the absence of any significant inventory throughout the supply chain, Winchester anticipates that higher than normal levels of demand from its commercial customers will continue into the first half of 2014.

In October 2011, Winchester opened the new centerfire production facility in Oxford, MS and relocation and start-up of the pistol and rifle ammunition manufacturing equipment continues. In the third quarter of 2013, approximately 96% of Winchester's pistol ammunition was produced in Oxford, MS. This relocation, which is forecast to be completed in 2016, is forecasted to reduce Winchester's annual operating costs by approximately \$35 million to \$40 million. We expect the centerfire relocation project to generate operating costs savings of approximately \$16 million in 2013.

During the fourth quarter of 2013, we are anticipating environmental expense in the \$4 million to \$5 million range compared to \$1.6 million in the fourth quarter of 2012. We anticipate that full year 2013 charges for environmental investigatory and remedial activities will be in the \$9 million to \$12 million range. We do not believe that there will be any additional recoveries of environmental costs incurred and expensed in prior periods in the fourth quarter of 2013.

We expect defined benefit pension plan income in 2013 to be similar to the 2012 level. Based on our plan assumptions and estimates, we will not be required to make any cash contributions to our domestic defined benefit pension plan in 2013 and under the recently passed pension funding relief law, we may not be required to make any additional contributions for at least five years. We do have a small Canadian defined benefit pension plan to which we anticipate cash contributions of approximately \$1 million in 2013.

During the fourth quarter of 2013, we are anticipating pretax restructuring charges of approximately \$2 million primarily associated with our ongoing relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS and exiting the use of mercury cell technology in the chlor alkali manufacturing process. We are expecting total pretax restructuring charges for 2013 related to these projects to be approximately \$6 million. We expect to incur additional restructuring charges through 2016 totaling approximately \$7 million related to our ongoing relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS and exiting the use of mercury cell technology in the chlor alkali manufacturing process.

In 2013, we expect our capital spending to be approximately \$100 million, which includes spending for the low salt high strength bleach facility and the hydrochloric acid expansion project at our Henderson, NV chlor alkali site and spending for our ongoing relocation of our Winchester centerfire ammunition manufacturing operations. The low salt high strength bleach facility at Henderson, NV was completed during the first quarter of 2013 and the hydrochloric acid expansion project at Henderson, NV was completed during the second quarter of 2013. We expect 2013 depreciation and amortization expense to be approximately \$135 million.

After giving consideration to favorable adjustments of approximately \$19 million, we believe the 2013 effective tax rate will be in the 35% to 37% range.

Environmental Matters

Environmental provisions charged (credited) to income, which are included in costs of goods sold, were as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(\$ in millions)			
Charges to income	\$2.0	\$3.6	\$6.2	\$6.8
Recoveries from third parties of costs incurred and expensed in prior periods	(1.3	) —	(1.3	) (0.1
Total environmental expense	\$0.7	\$3.6	\$4.9	\$6.7

Our liabilities for future environmental expenditures were as follows:

	September 30,	
	2013	2012
	(\$ in millions)	
Balance at beginning of year	\$146.5	\$163.3
Charges to income	6.2	6.8
Remedial and investigatory spending	(9.2	) (20.1
Currency translation adjustments	(0.5	) 0.5
Balance at end of period	\$143.0	\$150.5

Environmental investigatory and remediation activities spending was associated with former waste disposal sites and past manufacturing operations. Spending in 2013 for investigatory and remedial efforts, the timing of which is subject to regulatory approvals and other uncertainties, is estimated to be approximately \$15 million. Cash outlays for remedial and investigatory activities associated with former waste disposal sites and past manufacturing operations were not charged to income, but instead, were charged to reserves established for such costs identified and expensed to income in prior periods. Associated costs of investigatory and remedial activities are provided for in accordance with generally accepted accounting principles governing probability and the ability to reasonably estimate future costs. Our ability to estimate future costs depends on whether our investigatory and remedial activities are in preliminary or advanced stages. With respect to unasserted claims, we accrue liabilities for costs that, in our experience, we may incur to protect our interest against those unasserted claims. Our accrued liabilities for unasserted claims amounted to \$2.6 million at September 30, 2013. With respect to asserted claims, we accrue liabilities based on remedial investigation, feasibility study, remedial action and Operation, Maintenance and Monitoring (OM&M) expenses that, in our experience, we may incur in connection with the asserted claims. Required site OM&M expenses are estimated and accrued in their entirety for required periods not exceeding 30 years, which reasonably approximates the typical duration of long-term site OM&M. Charges to income for investigatory and remedial efforts were material to operating results in 2012 and are expected to be material to operating results in 2013.

Our condensed balance sheets included liabilities for future environmental expenditures to investigate and remediate known sites amounting to \$143.0 million at September 30, 2013, \$146.5 million at December 31, 2012 and \$150.5 million at September 30, 2012, of which \$122.0 million, \$125.5 million and \$119.5 million, respectively, were classified as other noncurrent liabilities. These amounts do not take into account any discounting of future expenditures or any consideration of insurance recoveries or advances in technology. These liabilities are reassessed periodically to determine if environmental circumstances have changed and/or remediation efforts and our estimate of related costs have changed. As a result of these reassessments, future charges to income may be made for additional liabilities.

Environmental exposures are difficult to assess for numerous reasons, including the identification of new sites, developments at sites resulting from investigatory studies, advances in technology, changes in environmental laws and regulations and their application, changes in regulatory authorities, the scarcity of reliable data pertaining to identified sites, the difficulty in assessing the involvement and financial capability of other PRPs, our ability to obtain contributions from other parties and the lengthy time periods over which site remediation occurs. It is possible that some of these matters (the outcomes of which are subject to various uncertainties) may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations.

## Legal Matters and Contingencies

We, and our subsidiaries, are defendants in various legal actions (including proceedings based on alleged exposures to asbestos) incidental to our past and current business activities. As of September 30, 2013, December 31, 2012 and September 30, 2012, our condensed balance sheets included liabilities for these legal actions of \$16.7 million, \$15.2 million and \$15.8 million, respectively. These liabilities do not include costs associated with legal representation. Based on our analysis, and considering the inherent uncertainties associated with litigation, we do not believe that it is reasonably possible that these legal actions will materially adversely affect our financial position, cash flows or results of operations.

During the ordinary course of our business, contingencies arise resulting from an existing condition, situation or set of circumstances involving an uncertainty as to the realization of a possible gain contingency. In certain instances such as environmental projects, we are responsible for managing the cleanup and remediation of an environmental site. There exists the possibility of recovering a portion of these costs from other parties. We account for gain contingencies in accordance with the provisions of ASC 450, and therefore do not record gain contingencies and recognize income until it is earned and realizable.

For the three months ended September 30, 2013, we recognized \$11.0 million as a reduction to cost of goods sold related to a Chlor Alkali Products segment favorable contract settlement. Also for the three months ended September 30, 2013, we recognized \$13.9 million as a reduction of selling and administration expenses related to the recovery of legacy legal costs.

## Liquidity, Investment Activity and Other Financial Data

### Cash Flow Data

	Nine Months Ended September 30,	
	2013	2012
	(\$ in millions)	
Provided By (Used For)		
Net operating activities	\$241.7	\$156.7
Capital expenditures	(70.4	) (210.8
Business acquired in purchase transaction, net of cash acquired	—	(310.4
Proceeds from sale/leaseback of equipment	35.8	3.5
Restricted cash activity	5.3	33.2
Net investing activities	(25.9	) (480.7
Long-term debt borrowings, net of repayments	(11.4	) 192.3
Earn out payment – SunBelt	(17.1	) (15.3
Net financing activities	(97.2	) 122.3

### Operating Activities

For the nine months ended September 30, 2013, cash provided by operating activities increased by \$85.0 million from the nine months ended September 30, 2012, primarily due to higher earnings and a smaller increase in working capital. For the nine months ended September 30, 2013, working capital increased \$17.3 million compared to an increase of \$47.8 million in 2012. Receivables increased from December 31, 2012 by \$44.8 million as a result of higher sales in the third quarter of 2013 compared with fourth quarter of 2012. Inventories decreased from December 31, 2012 by \$11.6 million primarily at the Chemical Distribution and Winchester segments. Accounts payable and accrued liabilities increased from December 31, 2012 by \$16.1 million. The 2013 cash from operations was also impacted by a \$14.6 million increase in cash tax payments.





## Investing Activities

Capital spending of \$70.4 million for the nine months ended September 30, 2013 was \$140.4 million lower than the corresponding period in 2012. The decreased capital spending was primarily due to the completion of the Charleston, TN conversion project in the second half of 2012 and the completion of the low salt, high strength bleach facilities at McIntosh, AL and Niagara Falls, NY in the first and third quarters of 2012, respectively. Capital spending for the nine months ended September 30, 2013 included \$11.3 million to complete the low salt, high strength bleach facility and the hydrochloric acid expansion project at our Henderson, NV chlor alkali site and \$4.1 million for our ongoing relocation of our Winchester centerfire ammunition manufacturing operations.

For the total year 2013, we expect our capital spending to be approximately \$100 million, which includes spending to complete the low salt, high strength bleach facility and the hydrochloric acid expansion project at our Henderson, NV chlor alkali site and spending for our ongoing relocation of our Winchester centerfire ammunition manufacturing operations. We completed low salt, high strength bleach facilities at McIntosh, AL and Niagara Falls, NY in the first and third quarters of 2012, respectively, and completed the remaining low salt, high strength bleach facility at Henderson, NV during the first quarter of 2013. These three new facilities increased total bleach manufacturing capacity by an additional 50% over the 2011 capacity. These low salt, high strength bleach facilities will manufacture bleach with approximately twice the concentration, which should significantly reduce transportation costs. We expect depreciation and amortization expense to be approximately \$135 million for 2013.

On August 22, 2012, we acquired KA Steel and paid cash of \$310.4 million, after receiving the final working capital adjustment of \$1.9 million, net of \$26.2 million of cash acquired.

For the nine months ended September 30, 2013 and 2012, we utilized \$5.3 million and \$33.2 million, respectively, of restricted cash that was required to be used to fund capital projects in Alabama, Mississippi and Tennessee.

For the nine months ended September 30, 2013 and 2012, we entered into sale/leaseback agreements for caustic soda barges, chlorine, caustic soda and bleach railcars and bleach trailers. We received proceeds from the sales of \$35.8 million and \$3.5 million, respectively.

## Financing Activities

In January 2013, we repaid \$11.4 million of 2013 Notes, which became due.

In August 2012, we sold \$200 million of 2022 Notes with a maturity date of August 15, 2022. The 2022 Notes were issued at par value. Interest is paid semi-annually on February 15 and August 15. The acquisition of KA Steel was partially financed with proceeds of \$196.0 million, after expenses of \$4.0 million, from the 2022 Notes.

In June 2012, we redeemed industrial revenue bonds totaling \$7.7 million with a maturity date of 2017. We paid a premium of \$0.2 million to the bond holders, which was included in interest expense. We also recognized a \$0.2 million deferred gain in interest expense related to the interest rate swap, which was terminated in March 2012, on these industrial revenue bonds.

For the nine months ended September 30, 2013 and 2012, we paid \$23.2 million and \$18.5 million, respectively, for the earn out related to the 2012 and 2011 SunBelt performance. The earn out payments for the nine months ended September 30, 2013 and 2012 included \$17.1 million and \$15.3 million, respectively, that were recognized as part of the original purchase price. The \$17.1 million and \$15.3 million are included as a financing activity in the statement of cash flows.

For the nine months ended September 30, 2013 and 2012, we purchased and retired 1.2 million and 0.2 million shares with a total value of \$28.8 million and \$3.1 million, respectively, under the share repurchase program approved by our board of directors on July 21, 2011.

We issued 0.4 million shares and 0.1 million shares representing stock options exercised for the nine months ended September 30, 2013 and 2012, respectively, with a total value of \$7.6 million and \$1.4 million, respectively.

The percent of total debt to total capitalization decreased to 39.0% at September 30, 2013 from 41.7% at December 31, 2012. The decrease was due to a lower level of long-term debt at September 30, 2013 from the repayment of the 2013 Notes and higher shareholders' equity primarily resulting from the net income for the nine months ended September 30, 2013.

In the first three quarters of 2013 and 2012, we paid a quarterly dividend of \$0.20 per share. Dividends paid for the nine months ended September 30, 2013 and 2012 were \$48.1 million and \$48.0 million, respectively. On October 24, 2013, our board of directors declared a dividend of \$0.20 per share on our common stock, payable on December 10, 2013 to shareholders of record on November 12, 2013.

The payment of cash dividends is subject to the discretion of our board of directors and will be determined in light of then-current conditions, including our earnings, our operations, our financial condition, our capital requirements and other factors deemed relevant by our board of directors. In the future, our board of directors may change our dividend policy, including the frequency or amount of any dividend, in light of then-existing conditions.

#### Liquidity and Other Financing Arrangements

Our principal sources of liquidity are from cash and cash equivalents, cash flow from operations and borrowings under our senior revolving credit facility. Additionally, we believe that we have access to the debt and equity markets.

Cash flow from operations is variable as a result of both the seasonal and the cyclical nature of our operating results, which have been affected by seasonal and economic cycles in many of the industries we serve, such as vinyls, urethanes, bleach, ammunition and pulp and paper. The seasonality of the ammunition business, which is typically driven by the fall hunting season, and the seasonality of the vinyls and bleach businesses, which are stronger in periods of warmer weather, typically cause working capital to fluctuate between \$50 million to \$100 million over the course of the year. Cash flow from operations is affected by changes in ECU selling prices caused by changes in the supply/demand balance of chlorine and caustic soda, resulting in the chlor alkali business having significant leverage on our earnings and cash flow. For example, assuming all other costs remain constant and internal consumption remains approximately the same, a \$10 per ECU selling price change equates to an approximate \$15 million annual change in our revenues and pretax profit when we are operating at full capacity.

For the nine months ended September 30, 2013, cash provided by operating activities increased by \$85.0 million from the nine months ended September 30, 2012, primarily due to higher earnings and a smaller increase in working capital. For the nine months ended September 30, 2013, working capital increased \$17.3 million compared to an increase of \$47.8 million in 2012. Receivables increased from December 31, 2012 by \$44.8 million as a result of higher sales in the third quarter of 2013 compared with fourth quarter of 2012. Inventories decreased from December 31, 2012 by \$11.6 million primarily at the Chemical Distribution and Winchester segments. Accounts payable and accrued liabilities increased from December 31, 2012 by \$16.1 million. The 2013 cash from operations was also impacted by a \$14.6 million increase in cash tax payments.

Capital spending of \$70.4 million for the nine months ended September 30, 2013 was \$140.4 million lower than the corresponding period in 2012. The decreased capital spending was primarily due to the completion of the Charleston, TN conversion project in the second half of 2012 and the completion of the low salt, high strength bleach facilities at McIntosh, AL and Niagara Falls, NY in the first and third quarters of 2012, respectively. Capital spending for the nine months ended September 30, 2013 included \$11.3 million to complete the low salt, high strength bleach facility and the hydrochloric acid expansion project at our Henderson, NV chlor alkali site and \$4.1 million for our ongoing relocation of our Winchester centerfire ammunition manufacturing operations.

For the total year 2013, we expect our capital spending to be approximately \$100 million, which includes spending to complete the low salt, high strength bleach facility and the hydrochloric acid expansion project at our Henderson, NV chlor alkali site and spending for our ongoing relocation of our Winchester centerfire ammunition manufacturing operations. We completed low salt, high strength bleach facilities at McIntosh, AL and Niagara Falls, NY in the first and third quarters of 2012, respectively, and completed the remaining low salt, high strength bleach facility at

Henderson, NV during the first quarter of 2013. These three new facilities increased total bleach manufacturing capacity by an additional 50% over the 2011 capacity. These low salt, high strength bleach facilities will manufacture bleach with approximately twice the concentration, which should significantly reduce transportation costs. We expect depreciation and amortization expense to be approximately \$135 million for 2013.

The overall cash increase of \$118.6 million for the nine months ended September 30, 2013, primarily reflects our operating results and proceeds from sale/leaseback of equipment partially offset by the normal seasonal growth in working capital, common stock repurchased and retired and the repayment of the 2013 Notes. Based on the seasonality of our working capital, our September 30, 2013 unrestricted cash balance of \$283.8 million, the restricted cash balance of \$6.6 million and the availability of \$233.7 million of liquidity from our senior revolving credit facility, we believe we have sufficient liquidity to meet our short-term and long-term needs. Additionally, we believe that we have access to the debt and equity markets.

On July 21, 2011, our board of directors authorized a share repurchase program for up to 5 million shares of common stock that will terminate in three years for any remaining shares not yet repurchased. For the nine months ended September 30, 2013 and 2012, 1.2 million and 0.2 million shares were purchased and retired under this program at a cost of \$28.8 million and \$3.1 million, respectively. As of September 30, 2013, we had purchased a total of 1.6 million shares under this program and 3.4 million shares remained authorized to be purchased. The repurchases will be effected from time to time on the open market, or in privately negotiated transactions.

In August 2012, we sold \$200 million of 2022 Notes with a maturity date of August 15, 2022. The 2022 Notes were issued at par value. Interest is paid semi-annually on February 15 and August 15. The acquisition of KA Steel was partially financed with proceeds of \$196.0 million, after expenses of \$4.0 million, from the 2022 Notes.

In December 2010, we completed a financing of Recovery Zone tax-exempt bonds totaling \$42.0 million due 2033. The bonds were issued by the Mississippi Business Finance Corporation (MS Finance) pursuant to a trust indenture between MS Finance and U.S. Bank National Association, as trustee. The bonds were sold to PNC Bank, National Association (PNC Bank) as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated December 1, 2010, between us and PNC Bank. Proceeds of the bonds were loaned by MS Finance to us under a loan agreement, whereby we are obligated to make loan payments to MS Finance sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. During December 2010, we drew \$42.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending for our ongoing relocation of the Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS. As of September 30, 2013, \$6.6 million of the proceeds remain with the trustee and are classified as a noncurrent asset on our condensed balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Oxford, MS Winchester relocation.

At September 30, 2013, we had \$233.7 million available under our \$265 million senior revolving credit facility, because we had issued \$31.3 million of letters of credit under a \$110 million subfacility. The senior revolving credit facility also has a \$50 million Canadian subfacility. The senior revolving credit facility will expire in April 2017. Under the senior revolving credit facility, we may select various floating rate borrowing options. The actual interest rate paid on borrowings under the senior revolving credit facility is based on a pricing grid which is dependent upon the leverage ratio as calculated under the terms of the facility for the prior fiscal quarter. The facility includes various customary restrictive covenants, including restrictions related to the ratio of debt to earnings before interest expense, taxes, depreciation and amortization (leverage ratio) and the ratio of earnings before interest expense, taxes, depreciation and amortization to interest expense (coverage ratio). Compliance with these covenants is determined quarterly based on the operating cash flows for the last four quarters. We were in compliance with all covenants and restrictions under all our outstanding credit agreements as of September 30, 2013 and 2012, and December 31, 2012, and no event of default had occurred that would permit the lenders under our outstanding credit agreements to accelerate the debt if not cured. In the future, our ability to generate sufficient operating cash flows, among other factors, will determine the amounts available to be borrowed under these facilities. As of September 30, 2013, there were no covenants or other restrictions that limited our ability to borrow.

At September 30, 2013, we had total letters of credit of \$36.4 million outstanding, of which \$31.3 million were issued under our \$265 million senior revolving credit facility. The letters of credit were used to support certain long-term debt, certain workers compensation insurance policies, certain plant closure and post-closure obligations and certain international pension funding requirements.

Our current debt structure is used to fund our business operations. As of September 30, 2013, we had long-term borrowings, including current installments, of \$703.0 million, of which \$155.9 million was issued at variable rates. Commitments from banks under our senior revolving credit facility are an additional source of liquidity.

In June 2012, we terminated \$73.1 million of interest rate swaps with Wells Fargo that had been entered into on the SunBelt Notes in May 2011. The result was a gain of \$2.2 million, which will be recognized through 2017. As of September 30, 2013, \$1.4 million of this gain was included in long-term debt.

In March 2012, Citibank terminated \$7.7 million of interest rate swaps on our industrial revenue bonds due in 2017. The result was a gain of \$0.2 million, which would have been recognized through 2017. In June 2012, the industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.2 million deferred gain was recognized in interest expense during the three months ended June 30, 2012.

In March 2010, we entered into interest rate swaps on \$125 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank. In October 2011, we entered into \$125 million of interest rate swaps with equal and opposite terms as the \$125 million variable interest rate swaps on the 2016 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to these agreements is also Citibank. The result was a gain of \$11.0 million on the \$125 million variable interest rate swaps, which will be recognized through 2016. As of September 30, 2013, \$6.7 million of this gain was included in long-term debt. In October 2011, we de-designated our \$125 million interest rate swaps that had previously been designated as fair value hedges. The \$125 million variable interest rate swaps and the \$125 million fixed interest rate swaps do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

#### Off-Balance Sheet Arrangements

In conjunction with the St. Gabriel, LA conversion and expansion project, which was completed in the fourth quarter of 2009, we entered into a twenty-year brine and pipeline supply agreement with PetroLogistics Olefins, LLC (PetroLogistics). PetroLogistics installed, owns and operates, at its own expense, a pipeline supplying brine to the St. Gabriel, LA facility. Beginning November 2009, we are obligated to make a fixed annual payment over the life of the contract of \$2.0 million for use of the pipeline, regardless of the amount of brine purchased. We also have a minimum usage requirement for brine of \$8.4 million over the first five-year period of the contract. We have met or exceed the minimum brine usage requirements since the inception of the contract. After the first five-year period, the contract contains a buyout provision exercisable by us for \$12.0 million.

We guarantee debt and other obligations under agreements with our affiliated companies. In the normal course of business, we guarantee the principal and interest under a \$0.3 million line of credit of one of our wholly-owned foreign affiliates. At September 30, 2013, December 31, 2012 and September 30, 2012, our wholly-owned foreign affiliate had no borrowings outstanding under this line of credit, which would be utilized for working capital purposes.

#### New Accounting Standards

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2013-04 "Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date" (ASU 2013-04), which amends ASC 405 "Liabilities." This update clarifies how entities measure obligations resulting from joint and several liability arrangements. This update is effective for fiscal years beginning after December 15, 2013. This update will not have a material effect on our consolidated financial statements.

In February 2013, the FASB issued ASU 2013-02 "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" (ASU 2013-02), which amends ASC 220 "Comprehensive Income." This update adds new disclosure requirements about reclassifications out of accumulated other comprehensive income including the effects of these reclassifications on net income. We adopted the provisions of ASU 2013-02 on January 1, 2013. This update did not have a material effect on our consolidated financial statements.

In July 2012, the FASB issued ASU 2012-02 "Testing Indefinite-Lived Intangible Assets for Impairment" (ASU 2012-02), which amends ASC 350 "Intangibles – Goodwill and Other." This update permits entities to make a qualitative assessment of whether it is more likely than not that an indefinite-lived intangible asset's fair value is less than its carrying amount before performing a quantitative impairment test. If an entity concludes that it is not more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying amount, it would not be required to perform the quantitative test for that asset. We adopted the provision of ASU 2012-02 during 2012. This update did not have a material effect on our consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08 “Testing Goodwill for Impairment” (ASU 2011-08), which amends ASC 350 “Intangibles – Goodwill and Other.” This update permits entities to make a qualitative assessment of whether it is more likely than not that a reporting unit’s fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it would not be required to perform the two-step impairment test for that reporting unit. We adopted the provisions of ASU 2011-08 on January 1, 2012. This update did not have a material effect on our consolidated financial statements.



During 2011, the FASB issued ASU 2011-05 “Presentation of Comprehensive Income” (ASU 2011-05) and ASU 2011-12 “Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05” (ASU 2011-12). These updates require entities to present items of net income and other comprehensive income either in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive, statements of net income and other comprehensive income. We adopted the provisions of ASU 2011-05 and ASU 2011-12 on January 1, 2012. These updates required modification of our consolidated financial statements presentation. This update did not have a material effect on our consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04 “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRSs” (ASU 2011-04), which amends ASC 820. This update clarifies the existing guidance and amends the wording used to describe many of the requirements in US GAAP for measuring fair value and for disclosing information about fair value measurements. This update became effective for us on January 1, 2012. This update did not have a material effect on our consolidated financial statements.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to market risk in the normal course of our business operations due to our purchases of certain commodities, our ongoing investing and financing activities and our operations that use foreign currencies. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies and procedures governing our management of market risks and the use of financial instruments to manage exposure to such risks.

Energy costs, including electricity used in our Chlor Alkali Products segment, and certain raw materials and energy costs, namely copper, lead, zinc, electricity and natural gas used in our Winchester and Chemical Distribution segments, are subject to price volatility. Depending on market conditions, we may enter into futures contracts and put and call option contracts in order to reduce the impact of commodity price fluctuations. As of September 30, 2013, we maintained open positions on futures contracts totaling \$100.3 million (\$114.2 million at December 31, 2012 and \$123.9 million at September 30, 2012). Assuming a hypothetical 10% increase in commodity prices which are currently hedged, as of September 30, 2013, we would experience a \$10.0 million (\$11.4 million at December 31, 2012 and \$12.4 million at September 30, 2012) increase in our cost of inventory purchased, which would be substantially offset by a corresponding increase in the value of related hedging instruments.

We are exposed to changes in interest rates primarily as a result of our investing and financing activities. The effect of interest rates on our investing activity is not material to our consolidated financial position, results of operations or cash flows. Our current debt structure is used to fund business operations, and commitments from banks under our senior revolving credit facility are a source of liquidity. As of September 30, 2013, December 31, 2012 and September 30, 2012, we had long-term borrowings of \$703.0 million, \$713.7 million and \$726.7 million, respectively, of which \$155.9 million at September 30, 2013, December 31, 2012 and September 30, 2012 were issued at variable rates.

In June 2012, we terminated \$73.1 million of interest rate swaps with Wells Fargo that had been entered into on the SunBelt Notes in May 2011. The result was a gain of \$2.2 million, which will be recognized through 2017. As of September 30, 2013, \$1.4 million of this gain was included in long-term debt. We had entered into the interest rate swaps, whereby we agreed to pay variable rates to Wells Fargo who, in turn, paid us fixed rates.

In March 2012, Citibank terminated \$7.7 million of interest rate swaps on our industrial revenue bonds due in 2017. The result was a gain of \$0.2 million, which would have been recognized through 2017. In June 2012, the

industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.2 million deferred gain was recognized in interest expense during the three months ended June 30, 2012.

In March 2010, we entered into interest rate swaps on \$125 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank. In October 2011, we entered into \$125 million of interest rate swaps with equal and opposite terms as the \$125 million variable interest rate swaps on the 2016 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to these agreements is also Citibank. The result was a gain of \$11.0 million on the \$125 million variable interest rate swaps, which will be recognized through 2016. As of September 30, 2013, \$6.7 million of this gain was included in long-term debt. In October 2011, we de-designated our \$125 million interest rate swaps that had previously been designated as fair value hedges. The \$125 million variable interest rate swaps and the \$125 million fixed interest rate swaps do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

The following table reflects the swap activity related to certain debt obligations:

Underlying Debt Instrument	Swap Amount (\$ in millions)	Date of Swap	September 30, 2013 Olin Pays Floating Rate:	
6.75%, due 2016	\$65.0	March 2010	3.00%-4.00%	(a)
6.75%, due 2016	\$60.0	March 2010	3.00%-4.00%	(a)
			Olin Receives Floating Rate:	
6.75%, due 2016	\$65.0	October 2011	3.00%-4.00%	(a)
6.75%, due 2016	\$60.0	October 2011	3.00%-4.00%	(a)

(a) Actual rate is set in arrears. We project the rate will be within the range shown.

Our interest rate swaps reduced interest expense by \$2.2 million and \$2.7 million for the nine months ended September 30, 2013 and 2012, respectively.

If the actual change in interest rates or commodities pricing is substantially different than expected, the net impact of interest rate risk or commodity risk on our cash flow may be materially different than that disclosed above.

We do not enter into any derivative financial instruments for speculative purposes.

#### Item 4. Controls and Procedures.

Our chief executive officer and our chief financial officer evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2013. Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information Olin is required to disclose in the reports that it files or submits with the SEC under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and to ensure that information we are required to disclose in such reports is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### Cautionary Statement Regarding Forward-Looking Statements

This quarterly report on Form 10-Q includes forward-looking statements. These statements relate to analyses and other information that are based on management's beliefs, certain assumptions made by management, forecasts of future results, and current expectations, estimates and projections about the markets and economy in which we and our various segments operate. The statements contained in this quarterly report on Form 10-Q that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties.

We have used the words "anticipate," "intend," "may," "expect," "believe," "should," "plan," "project," "estimate," "forecast," and variations of such words and similar expressions in this quarterly report to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control.

Therefore, actual outcomes and results may differ materially from those matters expressed or implied in such forward looking-statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

The risks, uncertainties and assumptions involved in our forward-looking statements many of which are discussed in more detail in our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2012, include, but are not limited to the following:

- sensitivity to economic, business and market conditions in the United States and overseas, including economic instability or a downturn in the sectors served by us, such as ammunition, vinyls, urethanes, and pulp and paper, and the migration by United States customers to low-cost foreign locations;

- the cyclical nature of our operating results, particularly declines in average selling prices in the chlor alkali industry and the supply/demand balance for our products, including the impact of excess industry capacity or an imbalance in demand for our chlor alkali products;

- economic and industry downturns that result in diminished product demand and excess manufacturing capacity in any of our segments and that, in many cases, result in lower selling prices and profits;

- new regulations or public policy changes regarding the transportation of hazardous chemicals and the security of chemical manufacturing facilities;

- changes in legislation or government regulations or policies;

- higher-than-expected raw material and energy, transportation and/or logistics costs;

- costs and other expenditures in excess of those projected for environmental investigation and remediation or other legal proceedings;

- unexpected litigation outcomes;

- the failure or an interruption of our information technology systems;

- the occurrence of unexpected manufacturing interruptions and outages, including those occurring as a result of labor disruptions and production hazards;

• adverse conditions in the credit and capital markets, limiting or preventing our ability to borrow or raise capital;

• weak industry conditions could affect our ability to comply with the financial maintenance covenants in our senior revolving credit facility and certain tax-exempt bonds;

• the effects of any declines in global equity markets on asset values and any declines in interest rates used to value the liabilities in our pension plan; and

• an increase in our indebtedness or higher-than-expected interest rates, affecting our ability to generate sufficient cash flow for debt service.

You should consider all of our forward-looking statements in light of these factors. In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of our forward-looking statements.

Part II - Other Information

Item 1. Legal Proceedings.

Not Applicable.

Item 1A. Risk Factors.

Not Applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Not applicable.

(b) Not applicable.

(c)

Issuer Purchases of Equity Securities

Period	Total Number of Shares (or Units) Purchased <sup>(1)</sup>	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
July 1-31, 2013	56,413	23.88	56,413	
August 1-31, 2013	532,713	23.87	532,713	
September 1-30, 2013	—	—	—	
Total				3,401,055 <sup>(1)</sup>

On July 21, 2011, we announced a share repurchase program approved by the board of directors for the purchase of (1) up to 5 million shares of common stock that will terminate on July 21, 2014. Through September 30, 2013, 1,598,945 shares had been repurchased and 3,401,055 shares remained available for purchase under that program.

Item 3. Defaults Upon Senior Securities.

Not Applicable.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Not Applicable.



Item 6. Exhibits.

- 11 Computation of Per Share Earnings (included in the Note-“Earnings Per Share” to Notes to Consolidated Financial Statements in Item 1)
- 12 Computation of Ratio of Earnings to Fixed Charges (Unaudited)
- 31.1 Section 302 Certification Statement of Chief Executive Officer
- 31.2 Section 302 Certification Statement of Chief Financial Officer
- 32 Section 906 Certification Statement of Chief Executive Officer and Chief Financial Officer
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OLIN CORPORATION  
(Registrant)

By: /s/ John E. Fischer  
Senior Vice President and Chief Financial Officer  
(Authorized Officer)

Date: October 29, 2013

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EXHIBIT INDEX

Exhibit No.	Description
11	Computation of Per Share Earnings (included in the Note-“Earnings Per Share” to Notes to Consolidated Financial Statements in Item 1)
12	Computation of Ratio of Earnings to Fixed Charges (Unaudited)
31.1	Section 302 Certification Statement of Chief Executive Officer
31.2	Section 302 Certification Statement of Chief Financial Officer
32	Section 906 Certification Statement of Chief Executive Officer and Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document