

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Kraton Performance Polymers, Inc.  
Form 10-Q  
October 31, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2013

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

Commission File Number 001-34581

KRATON PERFORMANCE POLYMERS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

20-0411521  
(I.R.S. Employer  
Identification No.)

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

15710 John F. Kennedy Blvd.

Suite 300

Houston, TX 77032

281-504-4700

(Address of principal executive offices, including zip code) (Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act. (Check one):

Large accelerated filer:  Accelerated filer:   
Non-accelerated filer:  Smaller reporting company:

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

Number of shares of Kraton Performance Polymers, Inc. Common Stock, \$0.01 par value, outstanding as of October 28, 2013: 32,528,011.

Index to Quarterly Report  
on Form 10-Q for  
Quarter Ended September 30, 2013

PART I. FINANCIAL INFORMATION		Page
Item 1	<u>Condensed Consolidated Financial Statements (Unaudited)</u>	6
	<u>Condensed Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012</u>	6
	<u>Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2013 and 2012</u>	7
	<u>Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2013 and 2012</u>	8
	<u>Condensed Consolidated Statements of Changes in Equity for the nine months ended September 30, 2013 and 2012</u>	9
	<u>Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2012</u>	10
	<u>Notes to the Condensed Consolidated Financial Statements</u>	11
Item 2	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	37
Item 3	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	52
Item 4	<u>Controls and Procedures</u>	52
PART II. OTHER INFORMATION		
Item 1	<u>Legal Proceedings</u>	53
Item 1A	<u>Risk Factors</u>	

		53
Item 6	<u>Exhibits</u>	54
	<u>Signatures</u>	55

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Some of the statements in this Quarterly Report on Form 10-Q under the headings Condensed Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may also make written or oral forward-looking statements in our periodic reports on Forms 10-K, 10-Q and 8-K, in press releases and other written materials and in oral statements made by our officers, directors or employees to third parties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are often characterized by the use of words such as believes, estimates, expects, projects, may, intends, plans or anticipates, or by discussions of strategy, plans or intended anticipated benefits of or performance of our products; beliefs regarding opportunities for new, high-margin applications and other innovations; adequacy of cash flows to fund our working capital requirements; our investment in the joint venture with FPCC; debt payments, interest payments, capital expenditures, benefit plan contributions, and income tax obligations; our anticipated 2013 capital expenditures, compliance with the MACT rule, health, safety and environmental and infrastructure and maintenance projects, projects to optimize the production capabilities of our manufacturing assets and to support our innovation platform; our ability to meet conditions required to ensure full access to our senior secured credit facilities; expectations regarding our counterparties' ability to perform, including with respect to trade receivables; estimates regarding the tax expense of repatriating certain cash and short-term investments related to foreign operations; expectations regarding high-margin applications; our ability to realize certain deferred tax assets and our beliefs with respect to tax positions; expectations regarding our full year effective tax rate; our plans and expectations regarding our Asia expansion project; estimates related to the useful lives of certain assets for tax purposes; expectations regarding our pension contributions for fiscal year 2013; estimates or expectations related to monomer costs, ending inventory levels and related estimated charges; the outcome and financial impact of legal proceedings; expectations regarding the spread between FIFO and ECRC in future periods; and projections regarding environmental costs and capital expenditures and related operational savings. Such forward-looking statements involve known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance or our achievements, or industry results, to differ materially from historical results, any future results, or performance or achievements expressed or implied by such forward-looking statements. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this report. Further description of these risks and uncertainties and other important factors are set forth in this report, in our latest Annual Report on Form 10-K, including but not limited to Part I, Item 1A. Risk Factors and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations therein, and in our other filings with the Securities and Exchange Commission, and include, but are not limited to, risks related to:

- conditions in the global economy and capital markets;
- our reliance on LyondellBasell Industries for the provision of significant operating and other services;
- the failure of our raw materials suppliers to perform their obligations under long-term supply agreements, or our inability to replace or renew these agreements when they expire;

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

- limitations in the availability of raw materials we need to produce our products in the amounts or at the prices necessary for us to effectively and profitably operate our business;
- significant fluctuations in raw material costs may result in volatility in our quarterly operating results and impact the market price of our common stock;
- competition in our end use markets by other producers of styrenic block copolymers and by producers of products that can be substituted for our products;
- our ability to produce and commercialize technological innovations;
- our ability to protect our intellectual property, on which our business is substantially dependent;
- the possibility that our products infringe upon the intellectual property rights of others;
- seasonality in our business, particularly in our Paving and Roofing end use market;

- our substantial indebtedness, which could adversely affect our financial condition and prevent us from fulfilling our obligations under the loan agreement and the senior notes;
- financial and operating constraints related to our indebtedness;
- the inherently hazardous nature of chemical manufacturing;
- product liability claims and other lawsuits arising from environmental damage, personal injuries, other damages associated with chemical manufacturing or our products;
- political, economic and local business risks in the various countries in which we operate;
- health, safety and environmental laws, including laws that govern our employees' exposure to chemicals deemed harmful to humans;
- regulation of our company or our customers, which could affect the demand for our products or result in increased compliance and other costs;
- customs, international trade, export control, antitrust, zoning and occupancy and labor and employment laws that could require us to modify our current business practices and incur increased costs;
- fluctuations in currency exchange rates;
- we may have additional tax liabilities;
- our formation of a joint venture to expand HSBC capacity in Asia is subject to risks and uncertainties;
- our relationship with our employees;
- loss of key personnel or our inability to attract and retain new qualified personnel;
- the fact that we generally do not enter into long-term contracts with our customers;

- a decrease in the fair value of our pension assets could require us to materially increase future funding requirements of the pension plan;
- domestic or international natural disasters or terrorist attacks may disrupt our operations;
- Delaware law and some provisions of our organizational documents that make a takeover of our company more difficult;
- our expectation that we will not pay dividends for the foreseeable future; and
- we are a holding company with nominal net worth and will depend on dividends and distributions from our subsidiaries to pay any dividends.

There may be other factors of which we are currently unaware or that we deem immaterial that may cause our actual results to differ materially from the expectations we express in our forward-looking statements. Although we believe the assumptions underlying our forward-looking statements are reasonable, any of these assumptions, and, therefore, also the forward-looking statements based on these assumptions could themselves prove to be inaccurate.

Forward-looking statements are based on current plans, estimates, assumptions and projections, and therefore you should not place undue reliance on them. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them publicly in light of new information or future events.

Presentation of Financial Statements

The terms Kraton, our company, we, our, ours and us as used in this report refer collectively to Kraton Performance Polymers, Inc. and its consolidated subsidiaries. This Form 10-Q includes financial statements and related notes that present the condensed consolidated financial position, results of operations, comprehensive income, and cash flows of Kraton and its subsidiaries. Kraton is a holding company whose only material asset is its investment in its wholly owned subsidiary, Kraton Polymers LLC. Kraton Polymers LLC and its subsidiaries own all of our consolidated operating assets.

## PART I. FINANCIAL INFORMATION

## Item 1. Condensed Consolidated Financial Statements.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except par value)

	September 30, 2013	December 31, 2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 144,630	\$ 223,166
Receivables, net of allowances of \$414 and \$401	142,886	124,635
Inventories of products	313,775	340,323
Inventories of materials and supplies	10,694	10,331
Deferred income taxes	9,032	7,869
Other current assets	19,601	28,363
Total current assets	640,618	734,687
Property, plant and equipment, less accumulated depreciation of \$346,587 and \$311,779	402,609	381,205
Intangible assets, less accumulated amortization of \$76,152 and \$68,531	58,447	63,393
Investment in unconsolidated joint venture	13,754	13,582
Debt issuance costs	9,756	10,846
Deferred income taxes	617	79
Other long-term assets	26,047	25,397
Total assets	\$ 1,151,848	\$ 1,229,189
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ 0	\$ 15,074
Accounts payable-trade	93,193	99,167
Other payables and accruals	39,687	50,978
Deferred income taxes	412	513
Due to related party	22,813	16,080
Total current liabilities	156,105	181,812
Long-term debt, net of current portion	351,028	432,943
Deferred income taxes	21,355	22,273
Other long-term liabilities	103,051	99,946
Total liabilities	631,539	736,974
Commitments and contingencies (note 10)		

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Equity:

Kraton stockholders equity:		
Preferred stock, \$0.01 par value; 100,000 shares authorized; none issued	0	0
Common stock, \$0.01 par value; 500,000 shares authorized; 32,528 shares issued and outstanding at September 30, 2013; 32,277 shares issued and outstanding at December 31, 2012	325	323
Additional paid in capital	361,627	354,957
Retained earnings	165,928	171,445
Accumulated other comprehensive loss	(37,898)	(34,510)
Total Kraton stockholders equity	489,982	492,215
Noncontrolling interest	30,327	0
Total equity	520,309	492,215
Total liabilities and equity	\$ 1,151,848	\$ 1,229,189

See Notes to Condensed Consolidated Financial Statements

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In thousands, except per share data)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Sales revenue	\$ 327,109	\$ 342,635	\$ 1,001,759	\$ 1,126,704
Cost of goods sold	279,659	299,882	834,537	934,952
Gross profit	47,450	42,753	167,222	191,752
Operating expenses:				
Research and development	7,413	7,401	23,772	22,957
Selling, general and administrative	22,430	23,447	73,548	76,223
Depreciation and amortization	15,814	16,109	46,653	47,843
Impairment of long-lived assets	0	5,434	0	5,434
Total operating expenses	45,657	52,391	143,973	152,457
Earnings of unconsolidated joint venture	117	133	372	433
Interest expense, net	5,741	7,634	24,948	22,106
Income (loss) before income taxes	(3,831)	(17,139)	(1,327)	17,622
Income tax expense (benefit)	2,021	(1,640)	4,372	4,361
Consolidated net income (loss)	(5,852)	(15,499)	(5,699)	13,261
Net loss attributable to noncontrolling interest	(254)	0	(182)	0
Net income (loss) attributable to Kraton	\$ (5,598)	\$ (15,499)	\$ (5,517)	\$ 13,261
Earnings (loss) per common share:				
Basic	\$ (0.17)	\$ (0.48)	\$ (0.17)	\$ 0.41
Diluted	\$ (0.17)	\$ (0.48)	\$ (0.17)	\$ 0.41
Weighted average common shares outstanding:				
Basic	32,073	31,943	32,069	31,927
Diluted	32,073	31,943	32,069	32,202

See Notes to Condensed Consolidated Financial Statements.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

(In thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income (loss) attributable to Kraton	\$ (5,598)	\$ (15,499)	\$ (5,517)	\$ 13,261
Other comprehensive income (loss):				
Foreign currency translation adjustments, net of tax of \$0	9,511	7,020	(3,735)	(6,025)
Unrealized gain (loss) of interest rate swaps, net of tax of \$0	0	(9)	837	(143)
Unrealized gain (loss) of net investment hedge, net of tax of \$0	(265)	(1,155)	(490)	648
Other comprehensive income (loss), net of tax	9,246	5,856	(3,388)	(5,520)
Comprehensive income (loss) attributable to Kraton	3,648	(9,643)	(8,905)	7,741
Comprehensive income attributable to noncontrolling interest	178	0	111	0
Consolidated comprehensive income (loss)	\$ 3,826	\$ (9,643)	\$ (8,794)	\$ 7,741

See Notes to Condensed Consolidated Financial Statements

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

(In thousands)

	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Kraton Stockholders Equity	Noncontrolling Interest	Total Equity
Balance at December 31, 2011	\$ 321	\$ 347,455	\$ 187,636	\$ (17,618)	\$ 517,794	\$ 0	\$ 517,794
Net income	0	0	13,261	0	13,261	0	13,261
Other comprehensive loss	0	0	0	(5,520)	(5,520)	0	(5,520)
Exercise of stock options	2	818	0	0	820	0	820
Non-cash compensation related to equity awards	0	5,245	0	0	5,245	0	5,245
Balance at September 30, 2012	\$ 323	\$ 353,518	\$ 200,897	\$ (23,138)	\$ 531,600	\$ 0	\$ 531,600
Balance at December 31, 2012	\$ 323	\$ 354,957	\$ 171,445	\$ (34,510)	\$ 492,215	\$ 0	\$ 492,215
Net loss	0	0	(5,517)	0	(5,517)	(182)	(5,699)
Other comprehensive income (loss)	0	0	0	(3,388)	(3,388)	293	(3,095)
Consolidation of variable interest entity	0	0	0	0	0	30,216	30,216
Exercise of stock options	2	308	0	0	310	0	310
Non-cash compensation related to equity awards	0	6,362	0	0	6,362	0	6,362

Balance at September 30, 2013	\$ 325	\$ 361,627	\$ 165,928	\$ (37,898)	\$ 489,982	\$ 30,327	\$ 520,309
-------------------------------------	--------	------------	------------	-------------	------------	-----------	------------

See Notes to Condensed Consolidated Financial Statements

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Nine months ended September 30,	
	2013	2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Consolidated net income (loss)	\$ (5,699)	\$ 13,261
Adjustments to reconcile consolidated net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	46,653	47,843
Amortization of debt premium	(114)	(72)
Amortization of debt issuance costs	6,841	2,235
(Gain) loss on property, plant and equipment	(37)	415
Impairment of long-lived assets	0	5,434
Earnings from unconsolidated joint venture, net of dividends received	51	(33)
Deferred income tax benefit	(2,737)	(6,172)
Share-based compensation	6,362	5,245
Decrease (increase) in:		
Accounts receivable	(18,737)	(23,059)
Inventories of products, materials and supplies	25,538	53,056
Other assets	5,772	(721)
Increase (decrease) in:		
Accounts payable-trade	(8,081)	7,909
Other payables and accruals	(12,334)	(8,768)
Other long-term liabilities	3,304	(1,554)
Due to related party	11,305	7,169
Net cash provided by operating activities	58,087	102,188
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(57,922)	(42,436)
Purchase of software and other intangibles	(3,106)	(1,789)
Settlement of net investment hedge	(2,490)	1,648
Net cash used in investing activities	(63,518)	(42,577)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from debt	40,000	101,250
Repayments of debt	(136,875)	(45,626)
Capital lease payments	(950)	0
Contribution from noncontrolling interest	30,216	0
Proceeds from the exercise of stock options	310	820
Debt issuance costs	(4,794)	(3,156)

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Net cash provided by (used in) financing activities	(72,093)	53,288
Effect of exchange rate differences on cash	(1,012)	793
Net increase (decrease) in cash and cash equivalents	(78,536)	113,692
Cash and cash equivalents, beginning of period	223,166	88,579
Cash and cash equivalents, end of period	\$ 144,630	\$ 202,271
Supplemental disclosures:		
Cash paid during the period for income taxes, net of refunds received	\$ 7,397	\$ 12,695
Cash paid during the period for interest, net of capitalized interest	\$ 24,207	\$ 23,854
Capitalized interest	\$ 2,951	\$ 1,877
Supplemental non-cash disclosures:		
Capital accruals	\$ 7,170	\$ 2,715
Capital lease liability included in accounts payable	\$ 1,950	\$ 0

See Notes to Condensed Consolidated Financial Statements

KRATON PERFORMANCE POLYMERS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. General

Description of our Business. We are a leading global producer of styrenic block copolymers ( SBCs ) and other engineered polymers. We market our products under the Kraton<sup>®</sup>, Cariflex<sup>™</sup> and NEXAR<sup>™</sup> brands. SBCs are highly-engineered synthetic elastomers, which we invented and commercialized almost 50 years ago, that enhance the performance of numerous end use products by imparting greater flexibility, resilience, strength, durability and processability.

Our polymers are typically formulated or compounded with other products to achieve improved, customer-specific performance characteristics in a variety of applications. We seek to maximize the value of our product portfolio by emphasizing complex or specialized polymers and innovations that yield higher margins. We sometimes refer to these complex or specialized polymers or innovations as being more differentiated.

Our products are found in many everyday applications, including personal care products such as disposable diapers and the rubberized grips of toothbrushes, razor blades and power tools. Our products are also used to impart tack and shear properties in a wide variety of adhesive products and to impart characteristics such as flexibility and durability in sealants and corrosion resistance in coatings. Our paving and roofing applications provide durability, extending road and roof life.

We also produce Cariflex isoprene rubber and isoprene rubber latex. Our Cariflex products are highly-engineered, non-SBC synthetic substitutes for natural rubber and natural rubber latex. Our Cariflex products, which have not been found to contain the proteins present in natural rubber latex and are, therefore, not known to cause allergies, are used in applications such as surgical gloves and condoms. We believe the versatility of Cariflex provides opportunities for new, high-margin applications.

We have a portfolio of innovations at various stages of development and commercialization, including

- polyvinyl chloride alternatives for wire and cable, and medical applications;
- polymers and compounds for soft skin and coated fabric applications for transportation and consumer markets;
- our NEXAR family of membrane polymers for water filtration, heating, ventilation, air conditioning and breathable fabrics; and
- synthetic cement formulations and other oilfield applications.

We manufacture our polymers at five manufacturing facilities globally, including our flagship facility in Belpre, Ohio, as well as facilities in Germany, France, Brazil and Japan. The facility in Japan is operated by an unconsolidated manufacturing joint venture. The terms Kraton, our company, we, our, ours and us as used in this report refer

collectively to Kraton Performance Polymers, Inc. and its consolidated subsidiaries.

**Basis of Presentation.** The accompanying unaudited condensed consolidated financial statements presented herein are for us and our consolidated subsidiaries, each of which is a wholly-owned subsidiary, except our 50% investment in our joint venture, Kraton Formosa Polymers Corporation ( KFPC ), located in Mailiao, Taiwan. KFPC is a variable interest entity for which we have determined that we are the primary beneficiary and, therefore, have consolidated into our financial statements. Our 50% investment in our joint venture located in Kashima, Japan is accounted for under the equity method of accounting. All significant intercompany transactions have been eliminated. These interim financial statements should be read in conjunction with the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 and reflect all normal recurring adjustments that are, in the opinion of management, necessary to present fairly our results of operations and financial position. Amounts reported in our Condensed Consolidated Statements of Operations are not necessarily indicative of amounts expected for the respective annual periods or any other interim period, in particular due to the effect of seasonal changes and weather conditions that typically affect our sales into our Paving and Roofing end use market.

Our significant accounting policies have been disclosed in Note 1 Description of Business, Basis of Presentation and Significant Accounting Policies in our most recent Annual Report on Form 10-K. There have been no changes to the policies disclosed therein. The accompanying unaudited condensed consolidated financial statements we present in this report have been prepared in accordance with those policies.

**Use of Estimates.** The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant items subject to such estimates and assumptions include

- the useful lives of fixed assets;
- allowances for doubtful accounts and sales returns;
- the valuation of derivatives, deferred tax assets, property, plant and equipment, inventory, investments and share-based compensation; and
- liabilities for employee benefit obligations, asset retirement obligations ( ARO ), income tax uncertainties and other contingencies.

**Income Tax in Interim Periods.** We conduct operations in separate legal entities in different jurisdictions. As a result, income tax amounts are reflected in these condensed consolidated financial statements for each of those jurisdictions. Tax laws and tax rates vary substantially in these jurisdictions and are subject to change based on the political and economic climate in those countries. We file our tax returns in accordance with our interpretations of each jurisdiction's tax laws. We record our tax provision or benefit on an interim basis using the estimated annual effective tax rate. This rate is applied to the current period ordinary income or loss to determine the income tax provision or benefit allocated to the interim period.

Losses from jurisdictions for which no benefit can be realized and the income tax effects of unusual and infrequent items are excluded from the estimated annual effective tax rate. Valuation allowances are provided against the future tax benefits that arise from the losses in jurisdictions for which no benefit can be realized. The effects of unusual and infrequent items are recognized in the impacted interim period as discrete items.

The estimated annual effective tax rate may be significantly affected by nondeductible expenses and by our projected earnings mix by tax jurisdiction. Adjustments to the estimated annual effective income tax rate are recognized in the period during which such estimates are revised.

We have established valuation allowances against a variety of deferred tax assets, including net operating loss carryforwards, foreign tax credits and other income tax credits. Valuation allowances take into consideration our ability to realize these deferred tax assets and reduce the value of such assets to the amount that is deemed more likely than not to be recoverable. Our ability to realize these deferred tax assets is dependent on achieving our forecast of future taxable operating income over an extended period of time. We review our forecast in relation to actual results

and expected trends on a quarterly basis. If we fail to achieve our operating income targets, we may change our assessment regarding the recoverability of our net deferred tax assets and such change could result in a valuation allowance being recorded against some or all of our net deferred tax assets. A change in our valuation allowance would impact our income tax expense/benefit and our stockholders' equity and could have a significant impact on our results of operations or financial condition in future periods.

## 2. New Accounting Pronouncements

### Adoption of Accounting Standards

We have implemented all new accounting pronouncements that are in effect and that management believes would materially affect our financial statements. Management does not believe that there are any other new accounting pronouncements that have been issued that may have a material impact on our financial position or results of operations.

## 3. Share-Based Compensation

We account for share-based awards under the provisions of ASC 718, Compensation Stock Compensation. Accordingly, share-based compensation cost is measured at the grant date based on the fair value of the award and we expense these costs using the straight-line method over the requisite service period. Share-based compensation expense was \$1.8 million and \$1.5 million for the three months ended September 30, 2013 and 2012, respectively, and \$6.4 million and \$5.2 million for the nine months ended September 30, 2013 and 2012, respectively. We have historically recorded these costs in selling, general and administrative expenses; however, beginning in the second quarter of 2013, a portion of these costs were recorded in cost of goods sold and research and development expenses.

## 4. Detail of Certain Balance Sheet Accounts

	September 30, 2013	December 31, 2012
	(In thousands)	
<b>Inventories of products:</b>		
Finished products	\$ 229,651	\$ 260,510
Work in progress	2,367	6,759
Raw materials	81,757	73,054
<b>Total inventories of products</b>	<b>\$ 313,775</b>	<b>\$ 340,323</b>
<b>Other payables and accruals:</b>		
Employee related	\$ 12,704	\$ 13,423
Income taxes payable	2,343	3,638
Other	24,640	33,917
<b>Total other payables and accruals</b>	<b>\$ 39,687</b>	<b>\$ 50,978</b>
<b>Other long-term liabilities:</b>		
Pension and other postretirement benefits	\$ 84,889	\$ 84,005
Other	18,162	15,941
<b>Total other long-term liabilities</b>	<b>\$ 103,051</b>	<b>\$ 99,946</b>
<b>Accumulated other comprehensive loss:</b>		

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Foreign currency translation adjustments	\$ 23,221	\$ 26,956
Net unrealized loss on interest rate swaps	0	(837)
Net unrealized loss on net investment hedge	(1,926)	(1,436)
Pension liability	(59,193)	(59,193)
Total accumulated other comprehensive loss	\$ (37,898)	\$ (34,510)

5. Earnings Per Share ( EPS )

Basic EPS is computed by dividing net income attributable to Kraton by the weighted-average number of shares outstanding during the period.

Diluted EPS is computed by dividing net income attributable to Kraton by the diluted weighted-average number of shares outstanding during the period and, accordingly, reflects the potential dilution that could occur if securities or other agreements to issue common stock, such as stock options, were exercised, settled or converted into common stock and were dilutive. The diluted weighted-average number of shares used in our diluted EPS calculation is determined using the treasury stock method.

Unvested awards of share-based payments with rights to receive dividends or dividend equivalents, such as our restricted stock awards, are considered to be participating securities, and therefore, the two-class method is used for purposes of calculating EPS. Under the two-class method, a portion of net income is allocated to these participating securities and is excluded from the calculation of EPS allocated to common stock. Our restricted stock awards are subject to forfeiture and restrictions on transfer until vested and have identical voting, income and distribution rights to the unrestricted common shares outstanding.

The computation of diluted EPS excludes the effect of the potential exercise of stock options that are anti-dilutive. The number of stock options excluded from the computation was 1,643,950 and 757,687 for the three months ended September 30, 2013 and 2012, and 1,643,950 and 737,033 for the nine months ended September 30, 2013 and 2012, respectively. For the three months ended September 30, 2013, the weighted average restricted share units and performance share units of 57,591 and 67,585, respectively, and 51,106 and 51,988 for the nine months ended September 30, 2013, respectively, are not included as a component of diluted EPS as they are anti-dilutive.

The effects of share-based compensation awards on the diluted weighted-average number of shares outstanding used in calculating diluted EPS are as follows:

	Three months ended September 30, 2013			Three months ended September 30, 2012		
	Net Loss Attributable to Kraton (In thousands, except per share data)	Weighted Average Shares Outstanding	Loss Per Share	Net Loss Attributable to Kraton (In thousands, except per share data)	Weighted Average Shares Outstanding	Loss Per Share
<b>Basic:</b>						
As reported	\$ (5,598)	32,528		\$ (15,499)	32,251	
Amounts allocated to unvested restricted shares	78	(455)		148	(308)	
Amounts available to common stockholders	(5,520)	32,073	\$ (0.17)	(15,351)	31,943	\$ (0.48)
<b>Diluted:</b>						
Amounts allocated to unvested restricted shares	(78)	455		(148)	308	

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Non participating share units	0	0	0	0		
Stock options added under the treasury stock method	0	0	0	0		
Amounts reallocated to unvested restricted shares	78	(455)	148	(308)		
Amounts available to stockholders and assumed conversions	\$ (5,520)	32,073	\$ (0.17)	\$ (15,351)	31,943	\$ (0.48)

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

	Nine months ended September 30, 2013			Nine months ended September 30, 2012		
	Net Loss Attributable to Kraton (In thousands, except per share data)	Weighted Average Shares Outstanding	Loss Per Share	Net Income Attributable to Kraton (In thousands, except per share data)	Weighted Average Shares Outstanding	Earnings Per Share
<b>Basic:</b>						
As reported	\$ (5,517)	32,471		\$ 13,261	32,210	
Amounts allocated to unvested restricted shares	68	(402)		(117)	(283)	
Amounts available to common stockholders	(5,449)	32,069	\$ (0.17)	13,144	31,927	\$ 0.41
<b>Diluted:</b>						
Amounts allocated to unvested restricted shares	(68)	402		117	283	
Non participating share units	0	0		0	29	
Stock options added under the treasury stock method	0	0		0	246	
Amounts reallocated to unvested restricted shares	68	(402)		(116)	(283)	
Amounts available to stockholders and assumed conversions	\$ (5,449)	32,069	\$ (0.17)	\$ 13,145	32,202	\$ 0.41

## 6. Long-Term Debt

Long-term debt consists of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Term loans	\$ 0	\$ 96,875
6.75% unsecured notes	351,028	351,142
Total long-term debt	351,028	448,017
Less current portion of long-term debt	0	15,074
Long-term debt, less current portion	\$ 351,028	\$ 432,943

Senior Secured Credit Facilities. In March 2013, we entered into an asset-based revolving credit facility consisting of a \$150.0 million U.S. senior secured revolving credit facility and a \$100.0 million Dutch senior secured revolving credit facility (the Senior Secured Credit Facilities ). The Senior Secured Credit Facilities replaced our then existing senior secured credit facility, and we repaid in full all outstanding amounts payable under the previously existing indebtedness. Borrowing under the Senior Secured Credit Facilities is subject to borrowing base limitations based on the level of receivables and inventory available for security.

We may request up to an aggregate of \$100.0 million of additional revolving facility commitments of which up to an aggregate of \$40.0 million may be additional Dutch revolving facility commitments, provided that we satisfy additional conditions described in the Senior Secured Credit Facilities, and provided further that the U.S. revolver commitment is at least 60% of the commitments after giving effect to such increase.

Kraton Polymers U.S. LLC and Kraton Polymers Nederland B.V. are the borrowers under the Senior Secured Credit Facilities, and Kraton Performance Polymers, Inc., Kraton Polymers LLC, Elastomers Holdings LLC and Kraton Polymers Capital Corporation are guarantors. The Senior Secured Credit Facilities are secured by receivables and inventory. The Senior Secured Credit Facilities terminate on March 27, 2018; however, we may from time to time request that the lenders extend the maturity of their commitments. Availability under the Senior Secured Credit Facilities is limited to the lesser of the borrowing base and total commitments (less certain reserves).

U.S. borrowings under the Senior Secured Credit Facilities (other than swingline loans) bear interest at a rate equal to, at the applicable borrower's option, either (a) a base rate determined by reference to the greater of (1) the prime rate of Bank of America, N.A., (2) the federal funds rate plus 0.50% and (3) LIBOR plus 1.0%, or (b) a rate based on LIBOR, in each case plus an applicable margin. U.S. swingline loans shall bear interest at a base rate determined by reference to the greater of (1) the prime rate of Bank of America, N.A., (2) the federal funds rate plus 0.50% or (3) LIBOR plus 1.0%, in each case plus an applicable margin.

Dutch borrowings under the Senior Secured Credit Facilities bear interest at a rate equal to, at the applicable borrower's option, either (a) a fluctuating rate, with respect to Euros, Pounds Sterling and Dollars outside of the U.S. and Canada, equal to the rate announced by the European Central Bank and used as a base rate by the local branch of Bank of America in the jurisdiction in which such currency is funded, or (b) a rate based on LIBOR, in each case plus an applicable margin.

The applicable margin is subject to a minimum of 0.5% and a maximum of 1.0% with respect to U.S. base rate loans, and a minimum of 1.5% and maximum of 2.0% for foreign base rate borrowings and LIBOR loans and is subject to adjustment based on the borrower's excess availability of the applicable facility for the most recent fiscal quarter.

In addition to paying interest on outstanding principal amounts under the Senior Secured Credit Facilities, the borrowers will be required to pay a commitment fee in respect of the unutilized commitments at an annual rate of 0.375%.

The Senior Secured Credit Facilities contain a financial covenant that if either (a) excess availability is less than the greater of (i) 12.5% of the lesser of the commitments and the borrowing base and (ii) \$31,250,000 or (b) U.S. availability is less than the greater of (i) 12.5% of the lesser of the U.S. commitments and U.S. borrowing base and (ii) \$18,750,000, then following such event, Kraton and its restricted subsidiaries must maintain a fixed charge coverage ratio of at least 1.0 to 1.0. The Senior Secured Credit Facilities contain certain customary events of default, including, without limitation, a failure to make payments under the facility, cross-default and cross-judgment default, certain bankruptcy events and certain change of control events.

As of September 30, 2013, our available borrowing capacity was \$187.3 million of which \$0.0 million was drawn. As of the date of this filing, our available borrowing capacity was \$196.4 million, of which \$0.0 million was drawn.

6.75% Senior Notes due 2019. Kraton Polymers LLC and its wholly-owned financing subsidiary Kraton Polymers Capital Corporation issued \$350.0 million aggregate principal amount of 6.75% senior notes that mature on March 1, 2019 pursuant to an indenture, dated February 11, 2011 (\$250.0 million senior notes) and supplemental indenture thereto dated March 20, 2012 (\$100.0 million senior notes). The indenture provides that the notes are general unsecured, senior obligations and will be unconditionally guaranteed on a senior unsecured basis. We pay interest on the notes at 6.75% per annum, semi-annually in arrears on March 1 and September 1 of each year.

Debt Maturities. The remaining principal payments on our outstanding total debt as of September 30, 2013, are as follows:

Principal  
Payments  
(In thousands)

December 31:	
2019	350,000
Total debt	\$ 350,000

See Note 8 Fair Value Measurements, Financial Instruments and Credit Risk for fair value information related to our long-term debt.

## 7. Debt Issuance Costs

We capitalize the debt issuance costs related to issuing long-term debt and amortize these costs using the effective interest method, except for costs related to revolving debt, which are amortized using the straight-line method. We had net debt issuance costs of \$11.9 million and \$13.9 million (of which \$2.2 million and \$3.1 million were included in other current assets) as of September 30, 2013 and December 31, 2012, respectively. In connection with the March 2013 refinancing of our indebtedness, we charged to interest expense \$5.0 million of unamortized debt issuance costs related to our previously existing indebtedness and we capitalized \$4.8 million of debt issuance costs related to our new indebtedness. We amortized \$0.5 million and \$0.7 million of debt issuance costs for the three months ended September 30, 2013 and 2012, respectively, and \$1.8 million (which excludes the \$5.0 million of accelerated amortization) and \$2.2 million of debt issuance costs for the nine months ended September 30, 2013 and 2012, respectively.

## 8. Fair Value Measurements, Financial Instruments and Credit Risk

ASC 820, *Fair Value Measurements and Disclosures* defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. ASC 820 requires entities to, among other things, maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions.

In accordance with ASC 820, these two types of inputs have created the following fair value hierarchy:

- Level 1 Inputs that are quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability, including:
  - Quoted prices for similar assets or liabilities in active markets
  - Quoted prices for identical or similar assets or liabilities in markets that are not active

- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means; and
- Level 3 Inputs that are unobservable and reflect our assumptions used in pricing the asset or liability based on the best information available under the circumstances (e.g., internally derived assumptions surrounding the timing and amount of expected cash flows).

Recurring Fair Value Measurements. The following tables set forth by level within the fair value hierarchy our financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2013 and December 31, 2012. These financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Our assessment of the significance of a particular input to the fair value measurement requires judgment, which judgment may affect the valuation of their fair value and their placement within the fair value hierarchy levels.

Balance Sheet Location		Fair Value Measurements at Reporting Date Using			
		September 30, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)			
Retirement plan asset noncurrent	Other long-term assets	1,672	1,672	0	0
Derivative liability current	Other payables and accruals	(22)	0	(22)	0
Total		\$ 1,650	\$ 1,672	\$ (22)	\$ 0

Balance Sheet Location		Fair Value Measurements at Reporting Date Using			
		December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(In thousands)			
Derivative asset current	Other current assets	\$ 34	\$ 0	\$ 34	\$ 0
Retirement plan asset noncurrent	Other long-term assets	860	860	0	0
Derivative liability current	Other payables and accruals	(578)	0	(578)	0
Derivative liability noncurrent	Other long-term liabilities	(258)	0	(258)	0
Total		\$ 58	\$ 860	\$ (802)	\$ 0

The use of derivatives creates exposure to credit risk relating to potential losses that could be recognized in the event that the counterparties to these instruments fail to perform their obligations under the contracts. We seek to minimize this risk by limiting our counterparties to major financial institutions with acceptable credit ratings and by monitoring the total value of positions with individual counterparties. In the event of a default by one of our counterparties, we may not receive payments provided for under the terms of our derivatives.

The following table presents the carrying values and approximate fair values of our long-term debt.

September 30, 2013

December 31, 2012

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Term loans	\$ 0	\$ 0	\$ 96,875	\$ 96,875
6.75% unsecured notes	\$ 351,028	\$ 358,810	\$ 351,142	\$ 364,000

The term loans are variable interest rate instruments, and as such, the fair value approximates their carrying value.

#### Financial Instruments

**Interest Rate Swap Agreements.** Periodically, we enter into interest rate swap agreements to hedge or otherwise protect against interest rate fluctuations on a portion of our variable rate debt. These interest rate swap agreements are designated as cash flow hedges on our exposure to the variability of future cash flows.

In June 2011, we entered into a \$75.0 million notional amount interest rate swap agreement with respect to a portion of our outstanding term loans. This agreement was effective on July 15, 2011 and was set to expire on June 15, 2014. However, on March 27, 2013, in connection with the refinancing of our credit facility, we terminated and settled the interest rate swap agreement, and as a result, recognized \$0.7 million of interest expense for the three months ended March 31, 2013. We recorded an unrealized loss of \$0.1 million in accumulated other comprehensive loss related to the effective portion of this interest rate swap agreement for the three months ended March 31, 2012.

**Fair Value Hedges.** In April 2012, we entered into a series of non-deliverable forward contracts to reduce our exposure to fluctuations in the Canadian dollar ( CAD ) against the U.S. dollar in connection with the funding of certain capital expenditures. These non-deliverable forward contracts qualified for hedge accounting and were designated as fair value hedges in accordance with ASC 815-25 Fair Value Hedges. The only non-deliverable forward contract outstanding as of September 30, 2013 had a notional amount of CAD \$1.6 million with a settlement date of October 8, 2013. This hedge was effective in offsetting our exposure to the CAD, and therefore the \$0.1 million gain on the hedge was offset by the \$0.1 million loss on the exposure associated with the funding of our semi-works facility for the three months ended September 30, 2013. There was no net impact for the nine months ended September 30, 2013. Similarly, for the three months ended September 30, 2012, the \$0.1 million gain on the hedge was offset by the \$0.1 million loss on the exposure to the CAD and for the nine months ended September 30, 2012 the \$0.1 million loss on the hedge was offset by the \$0.1 million gain on the exposure to the CAD.

**Net Investment Hedges.** During 2012, we entered into a series of non-deliverable forward and foreign currency option contracts to protect our net investment in our European subsidiaries against adverse changes in exchange rates by fixing the U.S. dollar/Euro exchange rate. The notional amounts of these contracts ranged from 50.0 million to 100.0 million with all contracts expiring after thirty days. In June 2013, we entered into a 11.6 million notional amount non-deliverable forward contract to protect our net investment in our subsidiary in Taiwan against adverse changes in exchange rates by fixing the New Taiwan Dollar/Euro exchange rate. These contracts qualify for hedge accounting and were designated as net investment hedges in accordance with ASC 815-35 Net Investment Hedges. We recorded in accumulated other comprehensive loss an aggregate \$0.5 million loss related to the settlement of the effective portion of these contracts during the nine months ended September 30, 2013. We recorded in accumulated other comprehensive loss an aggregate \$0.6 million gain related to the settlement of the effective portion of these contracts during the nine months ended September 30, 2012.

**Foreign Currency Hedges.** Periodically, we enter into foreign currency agreements to hedge or otherwise protect against fluctuations in foreign currency exchange rates. These agreements typically do not qualify for hedge accounting and gains/losses resulting from both the up-front premiums and/or settlement of the hedges at expiration of the agreements are recognized in the period in which they are incurred. During the nine months ended September 30, 2013 and 2012, we entered into a series of foreign currency option and forward contracts to reduce our exposure to exchange rate volatility. The contracts were structured such that the underlying foreign currency exchange gains/losses would be offset by the mark-to-market impact of the hedging instruments and reduce the impact of foreign currency exchange movements throughout the period. These contracts did not qualify for hedge accounting. For the three months ended September 30, 2013 and 2012, we settled these hedges and recorded an aggregate gain of \$0.3 million and a gain of \$0.1 million, respectively. For the nine months ended September 30, 2013 and 2012, we recorded an aggregate loss of \$1.5 million and a gain of \$1.2 million, respectively. In all periods, the gains or losses on settlement of these hedges offset the underlying foreign currency exchange gains and losses recorded in cost of goods sold.

#### Credit Risk

We analyze the counterparties' financial condition prior to extending credit and we establish credit limits and monitor the appropriateness of those limits on an ongoing basis. We also obtain cash, letters of credit or other acceptable forms of security from customers to provide credit support, where appropriate, based on our financial analysis of the customer and the contractual terms and conditions applicable to each transaction.

#### 9. Income Taxes

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Our income tax provision was \$2.0 million expense and \$1.6 million benefit for the three months ended September 30, 2013 and 2012, and \$4.4 million expense for both the nine months ended September 30, 2013 and 2012, respectively. Our effective tax rate was 52.8% expense and 9.6% benefit for the three months ended September 30, 2013 and 2012, and 329.5% and 24.7% expense for the nine months ended September 30, 2013 and 2012, respectively. Our effective tax rates differed from the U.S. corporate statutory tax rate of 35.0%, primarily due to the mix of pre-tax income or loss earned in certain jurisdictions and the change in our valuation allowance.

As of September 30, 2013 and December 31, 2012, a valuation allowance of \$98.3 million and \$90.4 million, respectively, has been provided for net operating loss carryforwards and other deferred tax assets. We record a valuation allowance when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized. We increased our valuation allowance by \$3.6 million for the three months ended September 30, 2013, of which \$3.5 million represents current period net operating losses and \$0.1 million represents changes in other comprehensive income (loss). We increased our valuation allowance by \$9.8 million for the three months ended September 30, 2012, due to net operating losses. We increased our valuation allowance by \$7.9 million for the nine months ended September 30, 2013, of which \$8.0 million represents current period net operating losses, partially offset by \$0.1 million, which represents changes in other comprehensive income (loss). We increased our valuation allowance by \$9.6 million for the nine months ended September 30, 2012, due to net operating losses. Excluding the change in our valuation allowance, our effective tax rate would have been 38.3% and 66.4% benefit for the three months ended September 30, 2013 and 2012, respectively, and a 276.9% and 29.1% benefit for the nine months ended September 30, 2013 and 2012, respectively, primarily due to the mix of pre-tax income or loss earned in certain tax jurisdictions.

As of September 30, 2013 and December 31, 2012, we had total unrecognized tax benefits of \$6.9 million and \$5.1 million, respectively, related to uncertain foreign tax positions, all of which, if recognized, would impact our effective tax rate. During the three months ended September 30, 2013 and 2012, we had an increase in uncertain tax positions of \$0.7 million and \$0.4 million, respectively, and \$1.8 million and \$1.5 million during the nine months ended September 30, 2013 and 2012, respectively, primarily related to uncertain tax positions in Europe. We recorded interest and penalties related to unrecognized tax benefits within our provision for income taxes. We believe that no current tax positions that have resulted in unrecognized tax benefits will significantly increase or decrease within one year.

We file income tax returns in the U.S. federal jurisdiction and in various state and foreign jurisdictions. For our U.S. federal income tax returns, the statute of limitations has expired through the tax year ended December 31, 2003. As a result of net operating loss carryforwards from 2004, the statute of limitations remains open for all years subsequent to 2003. In addition, open tax years for state and foreign jurisdictions remain subject to examination.

## 10. Commitments and Contingencies

**Legal Proceedings.** We received notice from the tax authorities in Brazil assessing R\$5.9 million in connection with tax credits that were generated from the purchase of certain goods. The credits were subsequently applied against taxes owed. The tax authorities assert that the goods purchased were not eligible to earn a credit. We have appealed this assessment and contend that the tax credits were earned. While the outcome of this proceeding cannot be predicted with certainty, we do not expect this matter to have a material adverse effect upon our financial position, results of operations or cash flows.

We and certain of our subsidiaries, from time to time, are parties to various other legal proceedings, claims and disputes that have arisen in the ordinary course of business. These claims may involve significant amounts, some of which would not be covered by insurance. A substantial settlement payment or judgment in excess of our accruals could have a material adverse effect on our financial position, results of operations or cash flows. While the outcome of these proceedings cannot be predicted with certainty, our management does not expect any of these existing matters, individually or in the aggregate, to have a material adverse effect upon our financial position, results of operations or cash flows.

**Asset Retirement Obligations.**

The changes in the aggregate carrying amount of our ARO liability are as follows:

	ARO Liability (In thousands)
Balance at December 31, 2012 \$	9,837
Accretion expense	377
Foreign currency translation	93
Balance at September 30, 2013 \$	10,307

There have been no other material changes to our Commitments and Contingencies disclosed in our most recently filed Annual Report on Form 10-K.

## 11. Employee Benefits

### Retirement Plans.

The components of net periodic benefit cost related to U.S. pension benefits are as follows:

	Three months ended September 30, 2013		2012		Nine months ended September 30, 2013		2012	
	(in thousands)		(in thousands)		(in thousands)		(in thousands)	
Service cost	\$	828	\$	795	\$	2,528	\$	2,385
Interest cost		1,384		1,394		4,179		4,185
Expected return on plan assets		(1,654)		(1,464)		(4,959)		(4,455)
Amortization of prior service cost		880		683		2,745		2,048
Net periodic benefit cost	\$	1,438	\$	1,408	\$	4,493	\$	4,163

We made contributions of \$4.8 million and \$6.8 million to our pension plan in the nine months ended September 30, 2013 and 2012, respectively.

The components of net periodic benefit cost related to other post-retirement benefits are as follows:

	Three months ended September 30, 2013		2012		Nine months ended September 30, 2013		2012	
	(in thousands)		(in thousands)		(in thousands)		(in thousands)	
Service cost	\$	130	\$	127	\$	420	\$	383
Interest cost		285		305		870		915
Amortization of prior service cost		161		150		525		450
Net periodic benefit cost	\$	576	\$	582	\$	1,815	\$	1,748

## 12. Industry Segment and Foreign Operations

We operate in one segment for the manufacturing and marketing of engineered polymers. In accordance with the provisions of ASC 280, Segment Reporting, our chief operating decision-maker has been identified as the President and Chief Executive Officer, who reviews operating results to make decisions about allocating resources and assessing performance for the entire company. Since we operate in one segment and in one group of similar products, all financial segment and product line information required by ASC 280 can be found in the condensed consolidated financial statements.

We manufacture our products along the following primary product lines based upon polymer chemistry and process technologies:

·un-hydrogenated SBCs ( USBCs );

·hydrogenated SBCs ( HSBCs );

·Cariflex isoprene rubber and isoprene rubber latex; and

·compounds.

Sales revenue for our four primary product lines is as follows:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
USBCs	\$ 192,714	\$ 208,119	\$ 582,030	\$ 670,219
HSBCs	98,572	103,400	311,603	353,921
Cariflex	28,231	24,193	84,504	76,643
Compounds	7,187	6,685	22,635	23,799
Other	405	238	987	2,122
	\$ 327,109	\$ 342,635	\$ 1,001,759	\$ 1,126,704

For geographic reporting, sales revenue is attributed to the geographic location in which the customers' facilities are located. Long-lived assets consist primarily of property, plant and equipment, which are attributed to the geographic location in which they are located and are presented at historical cost.

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Sales revenue and long-lived assets by geographic region are as follows:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
<b>Sales revenue:</b>				
United States	\$ 99,726	\$ 103,114	\$ 313,963	\$ 375,453
Germany	49,263	52,078	134,948	152,277
Japan	20,341	23,561	57,472	64,757
China	17,872	19,324	54,065	59,241
Brazil	14,701	11,807	41,582	37,627
France	12,534	12,361	35,729	39,188
Belgium	9,751	10,745	32,865	36,340
Italy	9,424	10,445	32,822	34,945
Thailand	10,457	10,750	30,621	32,382
United Kingdom	8,011	7,411	28,770	30,499
Netherlands	6,118	6,076	22,332	26,867
Malaysia	6,664	2,673	19,802	12,789
Turkey	7,743	5,293	19,333	24,071
Mexico	4,460	3,443	14,143	9,891
Sweden	4,333	5,361	13,905	14,067
Taiwan	3,649	4,744	13,588	14,784
Canada	3,585	4,170	13,264	14,769
Argentina	3,798	3,371	12,709	11,144
Austria	3,699	4,467	9,769	14,622
South Korea	2,532	4,068	9,691	12,457
Poland	5,589	6,758	9,400	16,879
Australia	507	4,348	7,492	13,128
All other countries	22,352	26,267	73,494	78,527
	\$ 327,109	\$ 342,635	\$ 1,001,759	\$ 1,126,704

	September 30,	December 31,
	2013	2012
	(In thousands)	
<b>Long-lived assets, at cost:</b>		
United States	\$ 438,137	\$ 411,969
France	122,061	118,275
Brazil	77,612	79,585
Germany	61,475	55,581

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Netherlands	25,874	15,255
Taiwan	10,755	0
China	6,997	5,906
Japan	1,808	1,978
All other countries	4,477	4,435
	\$ 749,196	\$ 692,984

## 13. Related Party Transactions

We own a 50% equity investment in a SBC manufacturing joint venture with JSR Corporation ( JSR ) under the name of Kraton JSR Elastomers K.K. ( KJE ) located in Kashima, Japan. We and JSR separately, but with equal rights, participate in distributions in the sales of the thermoplastic rubber produced by KJE.

The aggregate amounts of related-party transactions were as follows:

	Three months ended September 30, 2013		Nine months ended September 30, 2013	
	2012	2012	2012	2012
	(in thousands)		(in thousands)	
Purchases from related party	\$ 15,215	\$ 8,518	\$ 37,940	\$ 39,188

Our due to related party is solely related to our commercial arrangement associated with KJE, which requires payment by each party within 150 days of invoice.

## 14. Variable Interest Entity

In February 2013, we executed definitive agreements providing for a 50/50 joint venture with Formosa Petrochemical Corporation ( FPCC ) to build, own and operate a 30 kiloton HSBC plant at FPCC's petrochemical site in Mailiao, Taiwan. The joint venture company, Kraton Formosa Polymers Corporation ( KFPC ), is a Taiwan entity with each of Kraton and FPCC having equal representation on the board. Both Kraton and FPCC made an initial investment of approximately \$15.2 million at inception, with an additional Kraton contribution of \$15.0 million in August 2013. We have exclusive rights to purchase all production from KFPC. Additionally, we will be obligated to purchase a minimum volume each year, with the minimum obligation increasing over the first three years the plant is operational. As such, we have determined that we are the primary beneficiary of this variable interest entity and, therefore, have consolidated KFPC in our financial statements as of and for the nine months ended September 30, 2013 and have reflected FPCC's ownership as a noncontrolling interest.

The following table summarizes the fair value of KFPC assets and liabilities as of February 27, 2013 recorded upon initial consolidation in our condensed consolidated balance sheet and the carrying amounts of such assets and liabilities as of September 30, 2013, before intercompany eliminations.

	September 30, 2013	February 27, 2013
	(In thousands)	
Cash and cash equivalents	\$ 48,900	\$ 30,348

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Other current assets	455	0
Property, plant and equipment	10,742	0
Intangible assets	10,257	0
Other long-term assets	320	0
Total assets	\$ 70,674	\$ 30,348
Current liabilities	2,882	0
Other long-term liabilities	7,138	0
Total liabilities	\$ 10,020	\$ 0

15. Supplemental Guarantor Information

Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, ( the Issuers ), are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Performance Polymers, Inc. and Elastomers Holdings LLC, a U.S. holding company and wholly-owned subsidiary of Kraton Polymers LLC, collectively, ( the Guarantors ), fully and unconditionally guarantee on a joint and several basis, the Issuers' obligations under the 6.75% senior notes. Our remaining subsidiaries are not guarantors of the 6.75% senior notes. We do not believe that separate financial statements and other disclosures concerning the guarantor subsidiaries would provide any additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING BALANCE SHEET

September 30, 2013

(Unaudited)

(In thousands, except par value)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>						
Cash equivalents	\$ 0	\$ 0	\$ 10,454	\$ 134,176	\$ 0	\$ 144,630
Accounts receivable, net of allowances of \$414	0	10	45,923	96,953	0	142,986
Inventory of products	0	0	179,869	133,906	0	313,775
Prepaid materials and supplies	0	0	8,485	2,209	0	10,694
Income taxes	0	0	5,768	3,264	0	9,032
Intangible assets	0	3,186	1,482	14,933	0	19,601
Other intangible assets	0	3,196	251,981	385,441	0	640,718
Plant and equipment, less accumulated depreciation of \$346,587	0	49,525	231,383	121,701	0	402,609
Other assets, less accumulated amortization	0	35,920	22,713	(186)	0	58,547
Total assets in consolidated subsidiaries	527,880	1,306,496	0	0	(1,834,376)	0
Total assets in unconsolidated joint venture	0	813	0	12,941	0	13,754
Deferred income costs	0	6,319	2,018	1,419	0	9,756
Income taxes	0	0	0	617	0	617
Long-term assets	0	1,619	552,087	117,763	(645,422)	1,013
Total assets	\$ 527,880	\$ 1,403,888	\$ 1,060,182	\$ 639,696	\$ (2,479,798)	\$ 1,151,758
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>Liabilities:</b>						
Accounts payable-trade	0	99	35,354	57,740	0	93,293
Accruals and accruals	0	1,969	21,259	16,459	0	39,727
Income taxes	0	0	0	412	0	412
Related party	0	0	0	22,813	0	22,813
Intangible liabilities	0	2,068	56,613	97,424	0	156,105
Long-term debt, net of current portion	0	351,028	0	0	0	351,028
Income taxes	0	10,642	5,768	4,945	0	21,355
Long-term liabilities	0	513,004	91,096	144,373	(645,422)	63,051
Other liabilities	0	876,742	153,477	246,742	(645,422)	631,539
Contingent liabilities and contingencies (note 10)						

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Issuers and member's equity:

Common stock, \$0.01 par value; 100,000 shares none issued	0	0	0	0	0	
Common stock, \$0.01 par value; 500,000 shares 32,528 shares issued and outstanding	325	0	0	0	0	
Additional paid in capital	361,627	0	0	0	0	361,627
Retained equity	0	527,880	959,792	346,704	(1,834,376)	753,990
Earnings	165,928	0	0	0	0	165,928
Accumulated other comprehensive income	0	(734)	(53,087)	15,923	0	(41,898)
Stockholders' and member's equity	527,880	527,146	906,705	362,627	(1,834,376)	427,282
Convertible preferred stock interest	0	0	0	30,327	0	30,327
Stockholders' and member's equity	527,880	527,146	906,705	392,954	(1,834,376)	457,609
Liabilities and stockholders' and member's equity	\$ 527,880	\$ 1,403,888	\$ 1,060,182	\$ 639,696	\$ (2,479,798)	\$ 1,151,768

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING BALANCE SHEET

December 31, 2012

(In thousands, except par value)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets:</b>						
Cash equivalents	\$ 0	\$ 0	\$ 80,903	\$ 142,263	\$ 0	\$ 223,166
Accounts receivable, net of allowances of \$401	0	426	44,728	79,481	0	124,635
Inventory of products	0	0	180,776	159,547	0	340,323
Prepaid materials and supplies	0	0	8,013	2,318	0	10,331
Income taxes	0	0	5,768	2,101	0	7,869
Intangible assets	0	3,787	691	23,885	0	28,363
Plant and equipment, less accumulated depreciation of \$311,779	0	56,626	222,956	101,623	0	381,205
Goodwill, less accumulated amortization	0	41,056	22,337	0	0	63,393
Investment in consolidated subsidiaries	526,725	1,258,814	0	0	(1,785,539)	0
Investment in unconsolidated joint venture	0	813	0	12,769	0	13,582
Deferred income costs	0	10,846	0	0	0	10,846
Income taxes	0	0	0	79	0	79
Long-term assets	0	1,500	480,756	193,141	(650,000)	225,397
<b>Total assets</b>	<b>\$ 526,725</b>	<b>\$ 1,373,868</b>	<b>\$ 1,046,928</b>	<b>\$ 717,207</b>	<b>\$ (2,435,539)</b>	<b>\$ 1,267,289</b>
<b>LIABILITIES AND STOCKHOLDERS' AND MEMBER'S EQUITY</b>						
<b>Liabilities:</b>						
Portion of long-term debt	\$ 0	\$ 15,074	\$ 0	\$ 0	\$ 0	\$ 15,074
Accounts payable-trade	0	2,072	44,304	52,791	0	99,167
Accrued liabilities and accruals	0	8,995	21,744	20,239	0	51,978
Related party	0	0	0	16,080	0	16,080
Income taxes	0	0	0	513	0	513
Intangible liabilities	0	26,141	66,048	89,623	0	181,812
Long-term debt, net of current portion	0	432,943	0	0	0	432,943
Income taxes	0	12,206	5,768	4,299	0	22,273
Long-term liabilities	0	377,032	89,825	283,089	(650,000)	499,936
Contingent liabilities	0	848,322	161,641	377,011	(650,000)	636,974
Commitments and contingencies (note 10)						
<b>Members' and member's equity:</b>						

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Common stock, \$0.01 par value; 100,000 shares none issued	0	0	0	0	0	
Common stock, \$0.01 par value; 500,000 shares 32,277 shares issued and outstanding	323	0	0	0	0	
Additional paid in capital	354,957	0	0	0	0	3
Retained earnings	0	526,725	938,374	320,440	(1,785,539)	
Accumulated other comprehensive income	171,445	0	0	0	0	1
Stockholders' and members' equity	0	(1,179)	(53,087)	19,756	0	(
Liabilities and stockholders' and members' equity	526,725	525,546	885,287	340,196	(1,785,539)	4
	\$ 526,725	\$ 1,373,868	\$ 1,046,928	\$ 717,207	\$ (2,435,539)	\$ 1,2

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

Three months ended September 30, 2013

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Sales revenue	\$ 0	\$ 0	\$ 156,550	\$ 210,570	\$ (40,011)	\$ 327,109
Cost of goods sold	0	(244)	134,863	185,051	(40,011)	279,659
Gross profit	0	244	21,687	25,519	0	47,450
Operating expenses:						
Research and development	0	0	4,307	3,106	0	7,413
Selling, general and administrative	0	6	15,268	7,156	0	22,430
Depreciation and amortization	0	4,080	7,902	3,832	0	15,814
Total operating expenses	0	4,086	27,477	14,094	0	45,657
Earnings (loss) in consolidated subsidiaries	(5,852)	6,621	0	0	(769)	0
Earnings of unconsolidated joint venture	0	0	0	117	0	117
Interest expense (income), net	0	9,381	(3,766)	126	0	5,741
Income (loss) before income taxes	(5,852)	(6,602)	(2,024)	11,416	(769)	(3,831)
Income tax expense (benefit)	0	(750)	11	2,760	0	2,021
Consolidated net income (loss)	(5,852)	(5,852)	(2,035)	8,656	(769)	(5,852)
Net loss attributable to	0	0	0	(254)	0	(254)

noncontrolling  
interest

Net income

(loss) attributable

to Kraton	\$ (5,852)	\$ (5,852)	\$ (2,035)	\$ 8,910	\$ (769)	\$ (5,598)
-----------	------------	------------	------------	----------	----------	------------

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

Three months ended September 30, 2012

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Sales revenue	\$ 0	\$ 0	\$ 163,070	\$ 218,801	\$ (39,236)	\$ 342,635
Cost of goods sold	0	(210)	147,891	191,437	(39,326)	299,882
Gross profit	0	210	15,179	27,364	0	42,753
Operating expenses:						
Research and development	0	0	4,770	2,631	0	7,401
Selling, general and administrative	0	11	16,151	7,285	0	23,447
Depreciation and amortization	0	4,079	8,715	3,315	0	16,109
Impairment of long-lived assets	0	0	5,434	0	0	5,434
Total operating expenses	0	4,090	35,070	13,231	0	52,391
Loss in consolidated subsidiaries	(15,499)	(3,041)	0	0	18,540	0
Earnings of unconsolidated joint venture	0	0	0	133	0	133
Interest expense (income), net	0	9,696	(3,632)	1,570	0	7,634
Income (loss) before income taxes	(15,499)	(16,617)	(16,259)	12,696	18,540	(17,139)
Income tax expense (benefit)	0	(1,118)	(661)	139	0	(1,640)
Net income (loss)	\$ (15,499)	\$ (15,499)	\$ (15,598)	\$ 12,557	\$ 18,540	\$ (15,499)

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

Nine months ended September 30, 2013

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Sales revenue	\$ 0	\$ 0	\$ 498,775	\$ 624,015	\$ (121,031)	\$ 1,001,759
Cost of goods sold	0	1,720	407,224	546,624	(121,031)	834,537
Gross profit (loss)	0	(1,720)	91,551	77,391	0	167,222
Operating expenses:						
Research and development	0	0	13,087	10,685	0	23,772
Selling, general and administrative	0	154	50,840	22,554	0	73,548
Depreciation and amortization	0	12,239	23,521	10,893	0	46,653
Total operating expenses	0	12,393	87,448	44,132	0	143,973
Earnings (loss) in consolidated subsidiaries	(5,699)	41,165	0	0	(35,466)	0
Earnings of unconsolidated joint venture	0	0	0	372	0	372
Interest expense (income), net	0	34,315	(10,886)	1,519	0	24,948
Income (loss) before income taxes	(5,699)	(7,263)	14,989	32,112	(35,466)	(1,327)
Income tax expense (benefit)	0	(1,564)	32	5,904	0	4,372
	(5,699)	(5,699)	14,957	26,208	(35,466)	(5,699)

Consolidated net income (loss)						
Net loss attributable to noncontrolling interest	0	0	0	(182)	0	(182)
Net income (loss) attributable to Kraton	\$ (5,699)	\$ (5,699)	\$ 14,957	\$ 26,390	\$ (35,466)	\$ (5,517)

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS

Nine months ended September 30, 2012

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Sales revenue	\$ 0	\$ 0	\$ 558,547	\$ 685,969	\$ (117,812)	\$ 1,126,704
Cost of goods sold	0	(1,295)	473,510	580,549	(117,812)	934,952
Gross profit	0	1,295	85,037	105,420	0	191,752
Operating expenses:						
Research and development	0	0	14,483	8,474	0	22,957
Selling, general and administrative	0	11	52,124	24,088	0	76,223
Depreciation and amortization	0	12,238	25,874	9,731	0	47,843
Impairment of long-lived assets	0	0	5,434	0	0	5,434
Total operating expenses	0	12,249	97,915	42,293	0	152,457
Earnings in consolidated subsidiaries	13,261	51,692	0	0	(64,953)	0
Earnings of unconsolidated joint venture	0	0	0	433	0	433
Interest expense (income), net	0	29,028	(11,145)	4,223	0	22,106
Income (loss) before income taxes	13,261	11,710	(1,733)	59,337	(64,953)	17,622
Income tax expense	0	(1,551)	(1,778)	7,690	0	4,361

(benefit)

Net income	\$ 13,261	\$ 13,261	\$ 45	\$ 51,647	\$ (64,953)	\$ 13,261
------------	-----------	-----------	-------	-----------	-------------	-----------

(1)Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)

Three months ended September 30, 2013

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss) \$ attributable to Kraton	(5,852)	\$ (5,852)	\$ (2,035)	\$ 8,910	\$ (769)	\$ (5,598)
Other comprehensive income (loss):						
Foreign currency translation adjustments, net of tax of \$0	0	(201)	0	9,712	0	9,511
Unrealized gain (loss) of net investment hedge, net of tax of \$0	0	36	0	(301)	0	(265)
Other comprehensive income (loss), net of tax	0	(165)	0	9,411	0	9,246
Comprehensive income (loss) attributable to Kraton	(5,852)	(6,017)	(2,035)	18,321	(769)	3,648
Comprehensive income attributable to noncontrolling interest	0	0	0	178	0	178
Consolidated comprehensive income (loss) \$	(5,852)	\$ (6,017)	\$ (2,035)	\$ 18,499	\$ (769)	\$ 3,826

(1)Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)

Three months ended September 30, 2012

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss) attributable to Kraton	\$ (15,499)	\$ (15,499)	\$ (15,598)	\$ 12,557	\$ 18,540	\$ (15,499)
Other comprehensive income (loss):						
Foreign currency translation adjustments, net of tax of \$0	0	(122)	1	7,141	0	7,020
Unrealized loss on interest rate swaps, net of tax of \$0	0	(9)	0	0	0	(9)
Unrealized loss of net investment hedge, net of tax of \$0	0	(1,155)	0	0	0	(1,155)
Other comprehensive income (loss), net of tax	0	(1,286)	1	7,141	0	5,856
Consolidated comprehensive income (loss)	\$ (15,499)	\$ (16,785)	\$ (15,597)	\$ 19,698	\$ 18,540	\$ (9,643)

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)

Nine months ended September 30, 2013

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss) attributable to Kraton	\$ (5,699)	\$ (5,699)	\$ 14,957	\$ 26,390	\$ (35,466)	\$ (5,517)
Other comprehensive income (loss):						
Foreign currency translation adjustments, net of tax of \$0	0	(203)	0	(3,532)	0	(3,735)
Unrealized gain on interest rate swaps, net of tax of \$0	0	837	0	0	0	837
Unrealized loss of net investment hedge, net of tax of \$0	0	(189)	0	(301)	0	(490)
Other comprehensive income (loss), net of tax	0	445	0	(3,833)	0	(3,388)
Comprehensive income (loss) attributable to Kraton	(5,699)	(5,254)	14,957	22,557	(35,466)	(8,905)
Comprehensive income attributable to noncontrolling interest	0	0	0	111	0	111
Consolidated comprehensive	\$ (5,699)	\$ (5,254)	\$ 14,957	\$ 22,668	\$ (35,466)	\$ (8,794)

income (loss)

- (1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME

Nine months ended September 30, 2012

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income attributable to Kraton	\$ 13,261	\$ 13,261	\$ 45	\$ 51,647	\$ (64,953)	\$ 13,261
Other comprehensive income (loss):						
Foreign currency translation adjustments, net of tax of \$0	0	(190)	0	(5,835)	0	(6,025)
Unrealized loss on interest rate swaps, net of tax of \$0	0	(143)	0	0	0	(143)
Unrealized gain of net investment hedge, net of tax of \$0	0	648	0	0	0	648
Other comprehensive income (loss), net of tax	0	315	0	(5,835)	0	(5,520)
Consolidated comprehensive income	\$ 13,261	\$ 13,576	\$ 45	\$ 45,812	\$ (64,953)	\$ 7,741

(1)

Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

Nine months ended September 30, 2013

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows provided by (used in) operating activities	\$ 0	\$ 14,859	\$ (65,805)	\$ 109,033	\$ 0	\$ 58,087
Cash flows provided by (used in) investing activities:						
Repayments of intercompany loans	0	68,962	0	0	(68,962)	0
Purchase of property, plant and equipment	0	0	(26,414)	(31,508)	0	(57,922)
Purchase of software and other intangibles	0	0	(2,861)	(245)	0	(3,106)
Settlement of net investment hedge	0	(2,490)	0	0	0	(2,490)
Net cash provided by (used in) investing activities	0	66,472	(29,275)	(31,753)	(68,962)	(63,518)
Cash flows provided by (used in) financing activities:						
Proceeds from debt	0	0	40,000	0	0	40,000
Repayments of debt	0	(96,875)	(40,000)	0	0	(136,875)
Capital lease payments	0	0	(950)	0	0	(950)
Cash contributions from member	0	15,544	0	(15,544)	0	0

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Cash distributions to member	(310)	0	0	310	0	0
Contribution from noncontrolling interest	0	0	0	30,216	0	30,216
Proceeds from the exercise of stock options	310	0	0	0	0	310
Debt issuance costs	0	0	(3,310)	(1,484)	0	(4,794)
Proceeds from (repayments of) intercompany loans	0	0	28,891	(97,853)	68,962	0
Net cash provided by (used in) financing activities	0	(81,331)	24,631	(84,355)	68,962	(72,093)
Effect of exchange rate differences on cash	0	0	0	(1,012)	0	(1,012)
Net decrease in cash and cash equivalents	0	0	(70,449)	(8,087)	0	(78,536)
Cash and cash equivalents, beginning of period	0	0	80,903	142,263	0	223,166
Cash and cash equivalents, end of period	\$ 0	\$ 0	\$ 10,454	\$ 134,176	\$ 0	\$ 144,630

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

## KRATON PERFORMANCE POLYMERS, INC.

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

Nine months ended September 30, 2012

(Unaudited)

(In thousands)

	Kraton	Kraton Polymers LLC (1)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows provided by (used in) operating activities	\$ 0	\$ (69,068)	\$ 136,814	\$ 34,442	\$ 0	\$ 102,188
Cash flows provided by (used in) investing activities:						
Repayments of intercompany loans	0	14,132	0	0	(14,132)	0
Purchase of property, plant and equipment	0	0	(33,094)	(9,342)	0	(42,436)
Purchase of software and other intangibles	0	0	(1,842)	53	0	(1,789)
Settlement of net investment hedge	0	1,648	0	0	0	1,648
Net cash provided by (used in) investing activities	0	15,780	(34,936)	(9,289)	(14,132)	(42,577)
Cash flows provided by (used in) financing activities:						
Proceeds from debt	0	101,250	0	0	0	101,250
Repayments of debt	0	(45,626)	0	0	0	(45,626)
Cash contributions from member	0	820	0	0	(820)	0
	(820)	0	0	0	820	0

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Cash distributions to member						
Proceeds from the exercise of stock options	820	0	0	0	0	820
Debt issuance costs	0	(3,156)	0	0	0	(3,156)
Proceeds from (repayments of) intercompany loans	0	0	(33,722)	19,590	14,132	0
Net cash provided by (used in) financing activities	0	53,288	(33,722)	19,590	14,132	53,288
Effect of exchange rate differences on cash	0	0	0	793	0	793
Net increase in cash and cash equivalents	0	0	68,156	45,536	0	113,692
Cash and cash equivalents, beginning of period	0	0	6,030	82,549	0	88,579
Cash and cash equivalents, end of period	\$ 0	\$ 0	\$ 74,186	\$ 128,085	\$ 0	\$ 202,271

(1) Kraton Polymers LLC and Kraton Polymers Capital Corporation, a financing subsidiary, collectively, the Issuers, are co-issuers of the 6.75% senior notes due March 1, 2019. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be material to investors in making an investment decision.

#### 16. Subsequent Events

We have evaluated significant events and transactions that occurred after the balance sheet date and determined that there were no events or transactions other than those disclosed above that would require recognition or disclosure in our condensed consolidated financial statements for the period ended September 30, 2013.



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

INTRODUCTION

You should read the following discussion of our financial condition and results of operations with our audited consolidated financial statements and related notes thereto included in our Annual Report on Form 10-K as of and for the year ended December 31, 2012. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, the risk factors discussed in the Risk Factors section of our most recent Form 10-K, as well as in Factors Affecting Our Results of Operations and elsewhere in this Form 10-Q. Actual results may differ materially from those contained in any forward-looking statements.

OVERVIEW

We are a leading global producer of styrenic block copolymers ( SBCs ) and other engineered polymers. We market our products under the Kraton®, Cariflex™ and NEXAR™ brands. SBCs are highly-engineered synthetic elastomers, which we invented and commercialized almost 50 years ago, that enhance the performance of numerous end use products by imparting greater flexibility, resilience, strength, durability and processability.

Our polymers are typically formulated or compounded with other products to achieve improved, customer-specific performance characteristics in a variety of applications. We seek to maximize the value of our product portfolio by emphasizing complex or specialized polymers and innovations that yield higher margins. We sometimes refer to these complex or specialized polymers or innovations as being more differentiated.

Our products are found in many everyday applications, including personal care products such as disposable diapers and the rubberized grips of toothbrushes, razor blades and power tools. Our products are also used to impart tack and shear properties in a wide variety of adhesive products and to impart characteristics such as, flexibility and durability in sealants and corrosion resistance in coatings. Our paving and roofing applications provide durability, extending road and roof life.

We also produce Cariflex isoprene rubber and isoprene rubber latex. Our Cariflex products are highly-engineered, non-SBC synthetic substitutes for natural rubber and natural rubber latex. Our Cariflex products, which have not been found to contain the proteins present in natural rubber latex and are, therefore, not known to cause allergies, are used in applications such as surgical gloves and condoms. We believe the versatility of Cariflex provides opportunities for new, high margin applications.

We have a portfolio of innovations at various stages of development and commercialization, including

- polyvinyl chloride alternatives for wire and cable, and medical applications;
- polymers and compounds for soft skin and coated fabric applications for transportation and consumer markets;
- our NEXAR family of membrane polymers for water filtration and breathable fabrics; and
- synthetic cement formulations and other oilfield applications.

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Our products are manufactured along the following primary product lines based upon polymer chemistry and process technologies:

·un-hydrogenated SBCs ( USBCs );

·hydrogenated SBCs ( HSBCs );

·Cariflex isoprene rubber ( IR ) and isoprene rubber latex ( IRL ); and

·compounds.

The majority of worldwide SBC production is dedicated to USBCs, which are primarily used in paving and roofing, in adhesives, sealants and coatings and in footwear applications. HSBCs, which are significantly more complex and capital-intensive to manufacture than USBCs, are primarily used in more differentiated applications, such as soft-touch and flexible materials, personal hygiene products, medical products, automotive components and certain adhesives and sealant applications.

Product Line Sales Revenue:	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
USBCs	58.9%	60.7%	58.1%	59.5%
HSBCs	30.2%	30.2%	31.1%	31.4%
Cariflex	8.6%	7.1%	8.4%	6.8%
Compounds	2.2%	1.9%	2.3%	2.1%
Other	0.1%	0.1%	0.1%	0.2%

End Use Markets	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Advanced Materials	24.8%	27.3%	26.8%	26.8%
Adhesives, Sealants and Coatings	36.0%	34.0%	37.5%	35.6%
Paving and Roofing	30.5%	31.5%	27.2%	30.6%
Cariflex	8.6%	7.1%	8.4%	6.8%
Other	0.1%	0.1%	0.1%	0.2%

#### 2013 Third Quarter Financial Overview

- Sales volume was 83.5 kilotons in the third quarter of 2013, an increase of 5.3% compared to 79.3 kilotons in the third quarter of 2012.
- Sales revenue was \$327.1 million in the third quarter of 2013 compared to \$342.6 million in the third quarter 2012.
- Gross profit was \$47.5 million in the third quarter of 2013 compared to \$42.8 million in the third quarter of 2012. Gross profit at estimated current replacement cost ( ECRC ) was \$68.1 million in the third quarter of 2013 compared to \$80.4 million in the third quarter of 2012. Included in gross profit and gross profit at ECRC in the third quarter of 2013 were turnaround and related costs aggregating \$6.1 million. These costs consisted of \$3.5 million associated with activities related to MACT legislation and \$2.6 million of costs related to scheduled turnaround activity. On a comparable basis, scheduled turnaround activities in the third quarter of 2012 amounted to \$1.2 million.

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

- Adjusted EBITDA was \$24.1 million in the third quarter of 2013 compared to \$13.2 million in the third quarter 2012. Adjusted EBITDA at ECRC was \$44.8 million in the third quarter of 2013 compared to \$50.8 million in the third quarter 2012.
- Net loss attributable to Kraton was \$(5.6) million or \$(0.17) per diluted share, compared to net loss of \$(15.5) million or \$(0.48) per diluted share in the third quarter 2012. Diluted earnings per share were impacted by items that are discussed further in Net loss attributable to Kraton.
- Cash provided by operating activities was \$62.5 million in the third quarter of 2013 compared to \$33.5 million in the third quarter of 2012.

## RESULTS OF OPERATIONS

### Factors Affecting Our Results of Operations

**Raw Materials and Product Mix.** Our results of operations are directly affected by the cost of raw materials. We use butadiene, styrene and isoprene as our primary raw materials in manufacturing our products. On a FIFO basis, these monomers together represented approximately \$158.4 million and \$191.8 million or 56.6% and 64.0% of our total cost of goods sold for the three months ended September 30, 2013 and 2012, respectively, and \$477.4 million and \$585.7 million or 57.2% and 62.6% of our total cost of goods sold for the nine months ended September 30, 2013 and 2012, respectively. Since the cost of our three primary raw materials comprise a significant amount of our total cost of goods sold, our selling prices for our products and therefore our total sales revenue are impacted by movements in our raw material costs, as well as the cost of other inputs. In addition, product mix can have an impact on our overall unit selling prices because we provide an extensive product offering and therefore experience a wide range of unit selling prices.

The cost of these monomers has generally correlated with changes in energy prices, supply and demand factors, and prices for natural and synthetic rubber. In aggregate, average purchase prices for these monomers decreased during the three months ended September 30, 2013 compared to the three months ended June 30, 2013. Average purchase prices decreased for butadiene and isoprene during the three months ended September 30, 2013 compared to the same periods in 2012, with an increase in average purchase prices for styrene. Average purchase prices decreased for butadiene and isoprene during the nine months ended September 30, 2013 compared to the same periods in 2012, with an increase in average purchase prices for styrene.

We use the FIFO basis of accounting for inventory and cost of goods sold and therefore gross profit. In periods of raw material price volatility, reported results under FIFO will differ from what the results would have been if cost of goods sold were based on ECRC. Specifically, in periods of rising raw material costs, reported gross profit will be higher under FIFO than under ECRC. Conversely, in periods of declining raw material costs, reported gross profit will be lower under FIFO than under ECRC. In recognition of the fact that the cost of raw materials affects our results of operations and the comparability of our results of operations we provide the spread between FIFO and ECRC.

· In the three and nine months ended September 30, 2013, reported results under FIFO were lower than results would have been on an ECRC basis by \$20.7 million and \$23.5 million, respectively; and

· In the three and nine months ended September 30, 2012, reported results under FIFO were lower than results would have been on an ECRC basis by \$37.6 million and \$20.3 million, respectively.

· We currently anticipate that our results will reflect a negative spread between FIFO and ECRC of approximately \$8.0 million in the fourth quarter of 2013. This expectation is based on numerous complex and interrelated assumptions with respect to monomer costs and ending inventory levels in the fourth quarter and the actual results may be significantly different based on fourth quarter results.

**International Operations and Currency Fluctuations.** We operate a geographically diverse business, serving customers in over 60 countries from five manufacturing facilities on four continents. Although we sell and manufacture our products in many countries, our sales and production costs are mainly denominated in U.S. dollars, Euro, Japanese Yen and Brazilian Reais. From time to time, we use hedging strategies to reduce our exposure to currency fluctuations.

We generated our sales revenue from customers located in the following regions.

Revenue by Geography:	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Americas	38.9%	36.9%	39.8%	40.3%
Europe, Middle East and Africa	41.0%	41.5%	39.2%	39.9%
Asia Pacific	20.1%	21.6%	21.0%	19.8%

Our financial results are subject to gains and losses on currency translations, which occur when the financial statements of our foreign operations are translated into U.S. dollars. The financial statements of operations outside the United States where the local currency is considered to be the functional currency are translated into U.S. dollars using the exchange rate at each balance sheet date for assets and liabilities and the average exchange rate for each period for revenues, expenses, gains and losses and cash flows. The effect of translating the balance sheet into U.S. dollars is included as a component of accumulated other comprehensive income (loss). Any appreciation of the functional currencies against the U.S. dollar will increase the U.S. dollar equivalent of amounts of revenues, expenses, gains and losses and cash flows, and any depreciation of the functional currencies will decrease the U.S. dollar amounts reported. Our results of operations are also subject to currency transaction risk. We incur currency transaction risk when we enter into either a purchase or sale transaction using a currency other than the local currency of the transacting entity. The estimated impact from currency fluctuations amounted to pre-tax losses of \$3.1 million and \$2.1 million for the three months ended September 30, 2013 and 2012, respectively, and pre-tax losses of \$5.0 million and \$4.9 million for the nine months ended September 30, 2013 and 2012, respectively. The primary driver for the increase in our pre-tax losses for the periods presented was the change in foreign currency exchange rates between the Japanese Yen and U.S. dollar.

Seasonality. Seasonal changes and weather conditions typically affect the Paving and Roofing end use market generally resulting in higher sales volumes into this end use market in the second and third quarters of the calendar year versus the first and fourth quarters of the calendar year.

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

##### Sales Revenue

Sales revenue amounted to \$327.1 million for the three months ended September 30, 2013 compared to \$342.6 million for the three months ended September 30, 2012. The \$15.5 million or 4.5% revenue decline (a decline of \$16.1 million or 4.7% excluding a \$0.6 million effect of currency fluctuations), included a \$15.7 million increase from a 5.3% increase in sales volume from 79.3 kilotons in the third quarter of 2012 to 83.5 kilotons in the third quarter of 2013. The sales volume growth was in the Americas and Europe. More than offsetting the increase in revenue resulting from higher sales volume was a decline of \$31.9 million due to a reduction in global product sales prices associated with lower average raw material costs.

With respect to sales revenue in each of our end use markets:

· **Advanced Materials.** Sales revenue amounted to \$81.2 million for the three months ended September 30, 2013 compared to \$93.7 million for the three months ended September 30, 2012. The \$12.5 million or 13.3% revenue decline (a decline of \$12.6 million or 13.5% excluding a \$0.2 million effect of currency fluctuations) was largely driven by a 7.3% decline in sales volumes primarily attributable to base personal care and less differentiated applications, and to a lesser extent, lower average selling prices, reflecting lower average cost of raw materials, primarily butadiene. With respect to innovation sales volumes, we experienced growth in personal care and consumer applications, partially offset by lower sales volumes into wire and cable and medical applications.

· **Adhesives, Sealants and Coatings.** Sales revenue amounted to \$117.6 million for the three months ended September 30, 2013 compared to \$116.5 million for the three months ended September 30, 2012. The \$1.1 million or 0.9% revenue increase (an increase of \$1.8 million or 1.5% excluding a \$0.7 million effect of currency fluctuations) was attributable to a 7.4% increase in sales volumes, primarily due to the timing of sales into lubricant additive

applications, partially offset by lower sales into cable gel applications. The increase in sales revenue attributable to increased sales volumes was nearly offset by the lower average selling prices, which reflect the lower average raw material costs, primarily butadiene and isoprene.

·Paving and Roofing. Sales revenue amounted to \$99.7 million for the three months ended September 30, 2013 compared to \$108.1 million for the three months ended September 30, 2012. The \$8.3 million or 7.7% revenue decline (a decline of \$10.4 million or 9.6% excluding a \$2.1 million effect of currency fluctuations) was attributable to lower average selling prices, which reflect the lower average cost of raw materials, primarily butadiene. The impact of lower average selling prices more than offset the 9.1% increase in sales volumes, primarily driven by higher volume for roofing products in Europe. Global paving sales volumes were essentially flat in the third quarter of 2013 compared to the third quarter of 2012. Innovation sales volumes increased on higher sales of roofing innovation grades in North America and Europe.

·Cariflex™. Sales revenue amounted to \$28.2 million for the three months ended September 30, 2013 compared to \$24.2 million for the three months ended September 30, 2012. The \$4.0 million or 16.7% revenue increase (an increase of \$5.0 million or 20.8% excluding a \$1.0 million effect of currency fluctuations) was attributable to increased sales volumes in surgical glove and other medical applications, including innovation grades, partially offset by lower average selling prices.

#### Cost of Goods Sold

Cost of goods sold amounted to \$279.7 million for the three months ended September 30, 2013 compared to \$299.9 million for the three months ended September 30, 2012. The \$20.2 million or 6.7% decrease was driven largely by a \$42.3 million reduction in raw material costs, of which \$17.0 million relates to the change in the spread between FIFO and ECRC.

Partially offsetting the decrease in cost of goods sold associated with lower raw material costs was the effect of higher sales volume, which resulted in an increase in cost of goods sold of \$11.1 million. During the third quarter of 2013, we undertook turnaround activities conducted primarily at our Belpre, Ohio facility that included a non-recurring plant-wide utility outage in addition to the scheduled turnaround activity. The utility outage was a precursor to the previously disclosed, multi-year capital project associated with MACT legislation that entails replacement of our coal-burning boilers with natural gas boilers. The aggregate cost of the scheduled turnaround and the MACT related production downtime in the third quarter was \$6.1 million, of which \$3.5 million was attributable to the non-recurring MACT related production downtime and \$2.6 million which was related to the scheduled turnarounds. Costs associated with scheduled turnaround activities in the third quarter of 2012 were \$1.2 million. As a result, \$4.9 million of the increase in cost of goods sold was associated with these turnaround costs. In addition, currency fluctuations resulted in an increase in cost of goods sold of \$3.2 million.

#### Gross Profit

Gross profit amounted to \$47.5 million for the three months ended September 30, 2013 compared to \$42.8 million for the three months ended September 30, 2012. The \$4.7 million or 11.0% increase includes a period over period benefit of \$17.0 million due to the spread between FIFO and ECRC. Gross profit at ECRC was \$68.1 million in the third quarter of 2013 compared to \$80.4 million in the third quarter of 2012, a decrease of \$12.3 million or 15.3%, largely due to the factors discussed in Cost of Goods Sold. Gross profit as a percentage of sales revenue was 14.5% and 12.5% for the three months ended September 30, 2013 and 2012, respectively.

#### Operating Expenses

·Research and Development. Research and development expenses were \$7.4 million in each of the third quarters of 2013 and 2012 and amounted to 2.3% and 2.2% of sales revenue for the three months ended September 30, 2013 and 2012, respectively.

·Selling, General and Administrative. Selling, general and administrative expenses decreased \$1.0 million or 4.3%. The decrease was primarily due to a \$1.5 million decrease in employee related costs, \$0.4 million in lower legal expenses, a \$0.3 million decrease in information technology costs, partially offset by a \$1.0 million increase in

restructuring and other costs, and a \$1.0 million increase in other professional fees. Selling, general and administrative expenses were 6.9% and 6.8% of sales revenue for the three months ended September 30, 2013 and 2012, respectively.

· Depreciation and Amortization. Depreciation and amortization decreased \$0.3 million or 1.8%, primarily due to the extended compliance deadline for our coal-burning boilers at our Belpre, Ohio, facility, pursuant to the revised MACT rule.

· Impairment of long-lived assets. During the three months ended September 30, 2012, we recorded a pre-tax charge of \$5.4 million in the aggregate for the impairment of long-lived assets, of which \$3.4 million was related to the HSBC facility in Mailiao, Taiwan and \$2.0 million related to other long-lived assets.

Interest expense, net

Interest expense, net decreased \$1.9 million or 24.8% to \$5.7 million for the three months ended September 30, 2013 from \$7.6 million for the three months ended September 30, 2012. The decrease was primarily due to a lower average debt balance.

#### Income tax expense

Our income tax provision was \$2.0 million expense and \$1.6 million benefit for the three months ended September 30, 2013 and 2012, respectively. Our effective tax rate was 52.8% expense and 9.6% benefit for the three months ended September 30, 2013 and 2012, respectively. Our effective tax rates differed from the U.S. corporate statutory tax rate of 35.0%, primarily due to the mix of pre-tax income or loss earned in certain jurisdictions and the change in our valuation allowance.

We record a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of September 30, 2013, a valuation allowance of \$98.3 million has been provided for net operating loss carryforwards and other deferred tax assets. We increased our valuation allowance by \$3.6 million for the three months ended September 30, 2013, of which \$3.5 million represents current period net operating losses and \$0.1 million represents changes in other comprehensive income (loss). We increased our valuation allowance by \$9.8 million for the three months ended September 30, 2012, due to net operating losses. Excluding the change in our valuation allowance, our effective tax rate would have been 38.3% and 66.4% benefit for the three months ended September 30, 2013 and 2012, respectively, primarily due to the mix of pre-tax income or loss earned in certain tax jurisdictions.

Our pre-tax income is generated in a number of jurisdictions and is subject to a number of different effective tax rates that are significantly lower than the U.S. corporate statutory tax rate of 35.0%. For the three months ended September 30, 2013, we earned \$1.1 million of pre-tax income in jurisdictions with an expected full year effective tax rate of 9.6%. For the three months ended September 30, 2012, we earned \$13.2 million of pre-tax income in jurisdictions with an expected full year effective tax rate of 10.2%.

#### Net loss attributable to Kraton

Net loss attributable to Kraton was \$(5.6) million or \$(0.17) per diluted share for the three months ended September 30, 2013, an improvement of \$9.9 million compared to net loss of \$(15.5) million or \$(0.48) per diluted share for the three months ended September 30, 2012.

Net loss for the three months ended September 30, 2013 included the following:

- Restructuring and other charges of \$1.0 million or \$0.03 per diluted share
- Production downtime related to MACT legislation of \$3.5 million or \$0.11 per diluted share
- Negative spread between FIFO and ECRC of \$20.7 million or \$0.63 per diluted share

Net loss for the three months ended September 30, 2012 included the following:

- Storm related benefit of \$0.2 million or \$0.01 benefit per diluted share
- Impairment of long-lived assets of \$3.5 million or \$0.11 per diluted share

· Negative spread between FIFO and ECRC of \$36.7 million or \$1.13 per diluted share

In addition, the impact of the change in our deferred tax asset valuation allowance decreased our diluted earnings per share by \$0.11 during the three months ended September 30, 2013 and \$0.30 per diluted share during the three months ended September 30, 2012.

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

#### Sales Revenue

Sales revenue amounted to \$1,001.8 million for the nine months ended September 30, 2013 compared to \$1,126.7 million for the nine months ended September 30, 2012. The \$124.9 million or 11.1% revenue decline (a decline of \$117.2 million or 10.4% excluding a \$7.7 million effect of currency fluctuations) was largely due to a reduction in global product sales prices associated with lower average raw material costs of \$78.8 million and \$37.3 million related to lower sales volumes. Sales volumes were 239.2 kilotons for the nine months ended September 30, 2013 compared to 246.1 kilotons for the nine months ended September 30, 2012, a decrease of 6.9 kilotons or 2.8%, significantly all of which was driven by lower paving demand in North America and Europe.

With respect to sales revenue in each of our end use markets:

- **Advanced Materials.** Sales revenue amounted to \$268.9 million for the nine months ended September 30, 2013 compared to \$301.4 million for the nine months ended September 30, 2012. The \$32.5 million or 10.8% revenue decline (a decline of \$30.6 million or 10.2% excluding a \$1.9 million effect of currency fluctuations) was primarily due to lower average selling prices, reflective of lower average raw materials costs, primarily butadiene and to a lesser extent a 1.4% decline in sales volumes. With respect to innovation sales volumes, we experienced growth in personal care applications, partially offset by lower sales volumes in wire and cable applications.
- **Adhesives, Sealants and Coatings.** Sales revenue amounted to \$375.1 million for the nine months ended September 30, 2013 compared to \$401.3 million for the nine months ended September 30, 2012. The \$26.3 million or 6.5% revenue decline (a decline of \$22.0 million or 5.5% excluding a \$4.2 million effect of currency fluctuations) was primarily due to lower average selling prices indicative of lower raw material costs, primarily butadiene and isoprene, as sales volumes were essentially flat.
- **Paving and Roofing.** Sales revenue amounted to \$272.3 million for the nine months ended September 30, 2013 compared to \$345.2 million for the nine months ended September 30, 2012. The \$72.9 million or 21.1% revenue decline (a decline of \$74.7 million or 21.6% excluding a \$1.8 million effect of currency fluctuations) was primarily due to lower average selling prices indicative of lower raw material costs, primarily butadiene and a 6.7% decline in sales volumes driven by lower paving demand principally in North America and Europe. Innovation sales volumes grew on strong performance for roofing applications.
- **Cariflex™.** Sales revenue amounted to \$84.5 million for the nine months ended September 30, 2013 compared to \$76.6 million for the nine months ended September 30, 2012. The \$7.9 million or 10.3% revenue increase (an increase of \$11.2 million or 14.7% excluding a \$3.4 million effect of currency fluctuations) reflects higher sales volumes, mainly for the surgical glove market and other medical and innovation applications, as well as increased average selling prices across the majority of the Cariflex portfolio.

#### Cost of Goods Sold

Cost of goods sold amounted to \$834.5 million for the nine months ended September 30, 2013 compared to \$935.0 million for the nine months ended September 30, 2012. The \$100.4 million or 10.7% decrease was driven largely by an \$88.7 million reduction in raw material costs, which included a \$3.2 million increase associated with the change in the spread from FIFO to ECRC, a \$25.3 million reduction due to lower sales volumes, a \$2.5 million reduction due to changes in foreign currency exchange rates, and the absence of net charges amounting to \$2.3 million recorded in 2012, which related to the property tax dispute in France, storm-related charges, restructuring and other charges and the LBI settlement. Partially offsetting these decreases in cost of goods sold were increases from the production downtime related to the MACT legislation of \$3.5 million, increased turnaround costs of \$2.7 million, and other increases in cost of goods sold, including production inefficiencies in the first quarter of 2013.

#### Gross Profit

Gross profit amounted to \$167.2 million for the nine months ended September 30, 2013 compared to \$191.8 million for the nine months ended September 30, 2012. The \$24.5 million or 12.8% decrease includes a \$3.2 million negative

impact associated with the spread between FIFO and ECRC. Gross profit at ECRC was \$190.7 million for the nine months ended September 30, 2013 compared to \$212.0 million for the nine months ended September 30, 2012, a decrease of \$21.4 million or 10.1%, largely due to the factors discussed in Cost of Goods Sold. Gross profit as a percentage of sales revenue was 16.7% and 17.0% for the nine months ended September 30, 2013 and 2012, respectively.

#### Operating Expenses

·Research and Development. Research and development expenses increased \$0.8 million or 3.6% primarily due to an increase in employee related and operational costs, partially offset by decreased lease expense for our research and development facilities. Research and development expenses were 2.4% and 2.0% of sales revenue for the nine months ended September 30, 2013 and 2012, respectively.

·Selling, General and Administrative. Selling, general and administrative expenses decreased \$2.7 million or 3.5%. The decrease was primarily due to a \$4.1 million decrease in employee related costs, lower legal expenses of \$0.9 million, a \$0.6 million charge associated with the resolution of a property tax dispute in France during 2012, and a \$0.2 million decrease in lease expense, partially offset by a \$2.2 million increase in restructuring and other costs, a \$1.0 million increase in other professional fees and a \$0.8 million increase in costs associated with the joint venture with FPCC. Selling, general and administrative expenses were 7.3% and 6.8% of sales revenue for the nine months ended September 30, 2013 and 2012, respectively.

·Depreciation and Amortization. Depreciation and amortization decreased \$1.2 million or 2.5%, primarily due to the extended compliance deadline for our coal-burning boilers at our Belpre, Ohio, facility, pursuant to the revised MACT rule.

·Impairment of long-lived assets. During the nine months ended September 30, 2012, we recorded a pre-tax charge of \$5.4 million in the aggregate for the impairment of long-lived assets, of which \$3.4 million was related to the HSBC facility in Mailiao, Taiwan and \$2.0 million related to other long-lived assets.

Interest expense, net

Interest expense, net increased \$2.8 million or 12.9% to \$24.9 million for the nine months ended September 30, 2013 from \$22.1 million for the nine months ended September 30, 2012. The increase was primarily due to a \$5.0 million write off of debt issuance costs and a \$0.7 million payment to exit a 2011 interest rate swap agreement associated with replacing and refinancing our previous credit facilities, partially offset by a lower average debt balance.

Income tax expense

Our income tax expense was \$4.4 million for both the nine months ended September 30, 2013 and 2012. Our effective tax rate was 329.5% and 24.7% for the nine months ended September 30, 2013 and 2012, respectively. Our effective tax rates differed from the U.S. corporate statutory tax rate of 35.0%, primarily due to the mix of pre-tax income or loss earned in certain jurisdictions and the change in our valuation allowance.

We record a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. As of September 30, 2013 and December 31, 2012, a valuation allowance of \$98.3 million and \$90.4 million, respectively, has been provided for net operating loss carryforwards and other deferred tax assets. We increased our valuation allowance by \$7.9 million for the nine months ended September 30, 2013, of which \$8.0 million represents current period net operating losses, partially offset by \$0.1 million, which represents changes in other comprehensive income (loss). We increased our valuation allowance by \$9.6 million for the nine months ended September 30, 2012, due to net operating losses. Excluding the change in our valuation allowance, our effective tax rate would have been a 276.9% and a 29.1% benefit for the nine months ended September 30, 2013 and 2012, respectively, primarily due to the mix of pre-tax income or loss earned in certain tax jurisdictions.

Our pre-tax income is generated in a number of jurisdictions and is subject to a number of different effective tax rates that are significantly lower than the U.S. corporate statutory tax rate of 35.0%. For the nine months ended September 30, 2013, we earned \$17.1 million of pre-tax income in jurisdictions with an expected full year effective tax rate of 9.6%. For the nine months ended September 30, 2012, we earned \$55.8 million of pre-tax income in

jurisdictions with an expected full year effective tax rate of 10.2%.

Net income (loss) attributable to Kraton

Net loss attributable to Kraton was \$(5.5) million or \$(0.17) per diluted share for the nine months ended September 30, 2013, a decrease of \$18.8 million compared to net income of \$13.3 million or \$0.41 per diluted share for the nine months ended September 30, 2012.

Net loss for the nine months ended September 30, 2013 included the following:

- Restructuring and other charges of \$2.3 million or \$0.07 per diluted share
- Charges associated with the credit facility refinancing of \$5.8 million or \$0.18 per diluted share

· Production downtime related to MACT legislation of \$3.5 million or \$0.11 per diluted share

· Negative spread between FIFO and ECRC of \$23.5 million or \$0.72 per diluted share  
Net income for the nine months ended September 30, 2012 included the following:

· Benefit of the LBI settlement of \$6.9 million or \$0.21 benefit per diluted share

· Settlement of property tax dispute in France of \$6.2 million or \$0.19 per diluted share

· Restructuring and other charges of \$0.8 million or \$0.02 per diluted share

· Storm related charges of \$1.6 million or \$0.05 per diluted share

· Impairment of long-lived assets of \$3.5 million or \$0.11 per diluted share

· Negative spread between FIFO and ECRC of \$19.3 million or \$0.60 per diluted share

In addition, the impact of the change in our deferred tax asset valuation allowance decreased our diluted earnings per share by \$0.25 during the nine months ended September 30, 2013 and decreased our diluted earnings per share by \$0.29 during the nine months ended September 30, 2012.

#### Critical Accounting Policies

For a discussion of our critical accounting policies and estimates that require the use of significant estimates and judgments, see Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies in our Annual Report on Form 10-K for the year ended December 31, 2012.

## EBITDA, Adjusted EBITDA, Adjusted EBITDA at ECRC and Gross Profit at ECRC

We consider EBITDA, Adjusted EBITDA, Adjusted EBITDA at estimated current replacement cost (ECRC) and Gross Profit at ECRC to be important supplemental measures of our performance and believe they are frequently used by investors, securities analysts and other interested parties in the evaluation of our performance including period-to-period comparisons. In addition, management uses these measures to evaluate operating performance, and our executive compensation plan bases incentive compensation payments on our Adjusted EBITDA and Adjusted EBITDA at ECRC performance, along with other factors. EBITDA, Adjusted EBITDA, Adjusted EBITDA at ECRC and Gross Profit at ECRC have limitations as analytical tools and in some cases can vary substantially from other measures of our performance. You should not consider any of them in isolation, or as substitutes for analysis of our results under U.S. generally accepted accounting principles ( GAAP ).

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
EBITDA (1)	\$ 17,724	\$ 6,604	\$ 70,274	\$ 87,571
Adjusted EBITDA (2)	\$ 24,104	\$ 13,210	\$ 82,444	\$ 101,185
Adjusted EBITDA at ECRC (3)	\$ 44,754	\$ 50,846	\$ 105,905	\$ 121,482
Gross Profit at ECRC (3)	\$ 68,100	\$ 80,389	\$ 190,683	\$ 212,049

(1) EBITDA represents net income before interest, taxes, depreciation and amortization.

Limitations for EBITDA as an analytical tool include the following:

- EBITDA does not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest payments, on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and EBITDA does not reflect any cash requirements for such replacements;

· EBITDA calculation under the terms of our debt agreements may vary from EBITDA presented herein, and our presentation of EBITDA herein is not for purposes of assessing compliance or non-compliance with financial covenants under our debt agreements;

· other companies in our industry may calculate EBITDA differently than we do, limiting its usefulness as a comparative measure; and

· EBITDA is not a measure of discretionary cash available to us to invest in the growth of our business.

(2) We prepare Adjusted EBITDA by adjusting EBITDA to eliminate the impact of a number of items we do not consider indicative of our ongoing operating performance. We explain how each adjustment is derived and why we believe it is helpful and appropriate in the reconciliation below. You are encouraged to evaluate each adjustment and the reasons we consider it appropriate for supplemental analysis. As an analytical tool, Adjusted EBITDA is subject to the limitations applicable to EBITDA described above. In addition, in evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

(3) Adjusted EBITDA at ECRC is Adjusted EBITDA net of the impact of the spread between the FIFO basis of accounting and ECRC and Gross Profit at ECRC is gross profit net of the impact of the spread between the FIFO basis of accounting and ECRC. Although we report our financial results using the FIFO basis of accounting, as part of our pricing strategy, we measure our business performance using the estimated current replacement cost of our inventory and cost of goods sold. We maintain our perpetual inventory in our global enterprise resource planning system. The carrying value of our inventory is determined using FIFO. At the beginning of each month, we determine the estimated current cost of our raw materials for that particular month, and using the same perpetual inventory system that we use to manage inventory and therefore costs of goods sold under FIFO, we revalue our ending inventory to reflect the total cost of such inventory as if it was valued using the estimated current replacement cost. The result of this revaluation from FIFO creates the spread between FIFO and ECRC. With inventory valued under FIFO and ECRC, we then have the ability to report cost of goods sold and therefore EBITDA, Adjusted EBITDA, Adjusted EBITDA at ECRC, Gross Profit, and Gross Profit at ECRC under both our FIFO convention and under estimated current replacement cost. As an analytical tool, Adjusted EBITDA at ECRC is subject to the limitations applicable to EBITDA described above, as well as the following limitations:

- due to volatility in raw material prices, Adjusted EBITDA at ECRC may, and often does, vary substantially from EBITDA, net income and other performance measures, including net income calculated in accordance with US GAAP; and

- Adjusted EBITDA at ECRC may, and often will, vary significantly from EBITDA calculations under the terms of our debt agreements and should not be used for assessing compliance or non-compliance with financial covenants under our debt agreements.

Our presentation of Adjusted EBITDA at ECRC should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

As a measure of our performance, Gross Profit at ECRC is limited because it often varies substantially from gross profit calculated in accordance with US GAAP due to volatility in raw material prices.

We compensate for these limitations by relying primarily on our GAAP results and using EBITDA, Adjusted EBITDA, Adjusted EBITDA at ECRC and Gross Profit at ECRC only as supplemental measures.

We reconcile Gross Profit to Gross Profit at ECRC as follows:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
Gross profit	\$ 47,450	\$ 42,753	\$ 167,222	\$ 191,752
Add:				
Spread between FIFO and ECRC	20,650	37,636	23,461	20,297

Edgar Filing: Kraton Performance Polymers, Inc. - Form 10-Q

Gross profit at ECRC	\$ 68,100	\$ 80,389	\$ 190,683	\$ 212,049
----------------------	-----------	-----------	------------	------------

We reconcile consolidated net income (loss) to EBITDA, Adjusted EBITDA and Adjusted EBITDA at ECRC as follows:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(in thousands)		(in thousands)	
Net income (loss) attributable to Kraton	\$ (5,598)	\$ (15,499)	\$ (5,517)	\$ 13,261
Net loss attributable to noncontrolling interest	(254)	0	(182)	0
Consolidated net income (loss)	(5,852)	(15,499)	(5,699)	13,261
Add:				
Interest expense, net	5,741	7,634	24,948	22,106
Income tax expense (benefit)	2,021	(1,640)	4,372	4,361
Depreciation and amortization expenses	15,814	16,109	46,653	47,843
EBITDA	17,724	6,604	70,274	87,571
Add (deduct):				
Settlement gain (a)	0	0	0	(6,819)
Property tax dispute (b)	0	0	0	6,211
Storm related charges (c)	0	(336)	0	2,481
Restructuring and other charges (d)	1,041	0	2,302	1,062
Impairment of long-lived assets (e)	0	5,434	0	5,434
Production downtime related to MACT legislation (f)	3,506	0	3,506	0
Non-cash compensation expense (g)	1,833	1,508	6,362	5,245
Adjusted EBITDA	24,104	13,210	82,444	101,185
Add:				
Spread between FIFO and ECRC	20,650	37,636	23,461	20,297
Adjusted EBITDA at ECRC	\$ 44,754	\$ 50,846	\$ 105,905	\$ 121,482

(a) Reflects the benefit of the LBI settlement, which is recorded in cost of goods sold.

(b) Reflects the charge associated with the resolution of the property tax dispute in France, of which \$5,646 is recorded in cost of goods sold and \$565 is recorded in selling, general and administrative expenses.

(c) Reflects the storm related charge at our Belpre, Ohio facility, which is recorded in cost of goods sold.

(d) Includes other professional fees, severance expenses and fees associated with the public offering of our senior notes, which are primarily recorded in selling, general and administrative expenses in 2013 and primarily in cost of goods sold in 2012.

(e) Reflects the impairment of long-lived assets, of which \$3.4 million and \$2.0 million were associated with the HSBC facility and other long-term assets, respectively.

- (f) Reflects the non-recurring portion of the \$6.1 million of aggregate turnaround costs in 2013. The adjustment relates to the production downtime at our Belpre, Ohio facility, in preparation for the installation of natural gas boilers to replace the coal-burning boilers required by the MACT legislation, which is recorded in cost of goods sold.
- (g) We have historically recorded these costs in selling, general and administrative expenses; however, beginning in the second quarter of 2013, a portion of these costs were recorded in cost of goods sold and research and development expenses.

## LIQUIDITY AND CAPITAL RESOURCES

### Known Trends and Uncertainties

Kraton Performance Polymers, Inc. is a holding company without any operations or assets other than the operations of its subsidiaries.

In March 2013, we entered into an asset-based revolving credit facility consisting of a U.S. senior secured revolving credit facility of \$150.0 million and a Dutch senior secured revolving credit facility of \$100.0 million (the Senior Secured Credit Facilities ), to replace our then existing senior secured credit facility, and repaid in full all outstanding amounts payable under the previously existing indebtedness. The facilities are secured by receivables and inventory, and borrowing availability under the Senior Secured Credit Facilities is subject to borrowing base limitations based on the level of receivables and inventory available for security. The Senior Secured Credit Facilities include a \$100.0 million uncommitted accordion feature that, subject to borrowing base availability and approval of the bank syndicate, could increase aggregate availability to \$350.0 million. We cannot guarantee that all of the counterparties contractually committed to fund a revolving credit draw request will actually fund future requests, although we currently believe that each of the counterparties would meet their funding requirements.

The Senior Secured Credit Facilities contain a financial covenant and certain customary events of default, including, without limitation, a failure to make payments under the facility, cross-default and cross-judgment default, certain bankruptcy events and certain change of control events. Our failure to comply with the covenants would give rise to a default under the Senior Secured Credit Facilities. If factors arise that negatively impact our profitability, we may not be able to satisfy the covenants. If we are unable to satisfy such covenants or other provisions at any future time we would need to seek an amendment or waiver of such covenants or other provisions. The respective lenders under the Senior Secured Credit Facilities may elect not to consent to any amendment or waiver requests that we may make in the future, and, if they do consent, they may do so on terms that are not favorable to us. In the event that we were unable to obtain any such waiver or amendment and we were not able to refinance or repay our Senior Secured Credit Facilities, our inability to meet the covenants or other provisions of the Senior Secured Credit Facilities would constitute an event of default, which would permit the bank lenders to accelerate the Senior Secured Credit Facilities. Such acceleration may in turn constitute an event of default under our senior notes. At September 30, 2013, we were in compliance with the covenants under the Senior Secured Credit Facilities and the indenture governing our 6.75% senior notes.

The Senior Secured Credit Facilities terminate on March 27, 2018, however we may, from time to time, request that the lenders extend the maturity of their commitments; provided that at no time shall there be more than four maturity dates under the Senior Secured Credit Facilities.

Based upon current and anticipated levels of operations, we believe that cash flows from operations of our subsidiaries, cash on hand, and borrowings available to us will be sufficient to fund our working capital requirements, our investment in the joint venture with FPCC, debt payments, interest payments, capital expenditures, benefit plan contributions and income tax obligations. However, these cash flows are subject to a number of factors, including, but not limited to, earnings, sensitivities to the cost of raw materials, seasonality and fluctuations in foreign currency exchange rates. Because feedstock costs generally represent a substantial portion of our cost of goods sold, in periods of rising feedstock costs, we generally consume cash in operating activities due to increases in accounts receivable and inventory costs, partially offset by increased value of accounts payable. Conversely, during periods in which feedstock costs are declining, we generate cash flow from decreases in working capital.

Going forward there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available under our senior secured credit facilities to fund liquidity needs and enable us to

service our indebtedness. At September 30, 2013, we had \$144.6 million of cash and cash equivalents, which includes \$48.9 million of cash-on-hand at KFPC, the consolidated joint venture in Asia. As of September 30, 2013, our available borrowing capacity was \$187.3 million of which \$0 million was drawn and as of the date of this filing, our available borrowing capacity was \$196.4 million, of which \$0 million was drawn. Excluding the \$48.9 million of KFPC cash, our liquidity at September 30, 2013 amounted to \$283.0 million. Our available cash and cash equivalents are held in accounts managed by third-party financial institutions and consist of cash invested in interest bearing funds and operating accounts. To date, we have not experienced any losses or lack of access to our invested cash or cash equivalents; however, we cannot provide any assurance that adverse conditions in the financial markets will not impact access to our invested cash and cash equivalents.

For additional information regarding our Senior Secured Credit Facilities, see Senior Secured Credit Facilities in Note 6 Long-Term Debt to the condensed consolidated financial statements, which is incorporated herein by reference.

We made contributions of \$4.8 million to our pension plan in the nine months ended September 30, 2013 and \$6.8 million for the nine months ended September 30, 2012. We expect our total pension plan contributions for the year ended December 31, 2013 to be \$6.2 million. Our pension plan obligations are predicated on a number of factors, the primary ones being the return on our pension plan assets and the discount rate used in deriving our pension obligations. If the investment return on our pension plan assets does not meet or exceed expectations during 2013, and the discount rate decreases from the prior year, higher levels of contributions could be required in 2014 and beyond.

As of September 30, 2013, we had \$134.2 million of cash and short-term investments related to foreign operations that management asserts are permanently reinvested. As a result of net operating loss carryforwards, management estimates that no additional cash tax expense would be incurred if this cash were repatriated.

Turbulence in U.S. and international markets and economies may adversely affect our liquidity and financial condition, the liquidity and financial condition of our customers, and our ability to timely replace maturing liabilities and access the capital markets to meet liquidity needs, resulting in adverse effects on our financial condition and results of operations. However, to date we have been able to access borrowings available to us in amounts sufficient to fund liquidity needs. Total receivables, net of allowances, for customers located in Italy, Spain, Portugal, Greece and Ireland aggregated approximately \$7.1 million at September 30, 2013. We have not incurred to date, nor do we currently expect to incur any material losses associated with these trade receivables.

Our ability to pay principal and interest on our indebtedness, fund working capital, make anticipated capital expenditures and fund our investment in the joint venture with FPCC depends on our future performance, which is subject to general economic conditions and other factors, some of which are beyond our control. See Part I, Item 1A. Risk Factors in our annual report on Form 10-K for the year ended December 31, 2012 for further discussion.

#### Operating Cash Flows and Liquidity

Net cash provided by operating activities totaled \$58.1 million for the nine months ended September 30, 2013 and \$102.2 million for the nine months ended September 30, 2012. This represents a net decrease of \$44.1 million, which was driven by a decrease in net income and changes in working capital. The net change in working capital was a source of cash of \$6.8 million in 2013 compared to a source of cash of \$34.0 million in 2012; a period-over-period decline in cash flows of \$27.2 million. The period-over-period changes are as follows:

·\$27.5 million less cash flows associated with inventories of products, materials and supplies, largely due to changes in the quantity of raw material inventories and the costs of raw materials on total inventories;

·\$16.0 million less cash flows associated with trade accounts payable primarily due to the cost of raw materials and the timing of payments; partially offset by

·\$11.9 million net increase in cash flows due to the timing of payments of other items, including taxes, payments to a related party and pension costs; and

·\$4.3 million increase in cash flows associated with accounts receivable reflecting changes in sales volume and revenue per ton, as well as the timing of cash receipts.

#### Investing Cash Flows

Net cash used in investing activities totaled \$63.5 million for the nine months ended September 30, 2013 and \$42.6 million for the nine months ended September 30, 2012.

Expected Capital Expenditures. We currently expect 2013 capital expenditures, excluding funding for the joint venture with FPCC, will be approximately \$80.0 million to \$85.0 million. Included in this estimate is approximately \$17.6 million related to the semi-works facility, approximately \$15.9 million to comply with the MACT rule, of which \$1.4 million will be financed with a capital lease, and approximately \$19.0 million to \$22.0 million for health, safety and environmental and infrastructure and maintenance

projects. The remaining anticipated 2013 capital expenditures are primarily associated with projects to optimize the production capabilities of our manufacturing assets and to support our innovation platform. In addition, at this time, after completing our initial engineering estimate, we anticipate the total FPCC joint venture project construction cost will be at least \$200.0 million. We and FPCC intend to pursue opportunities to obtain debt financing for project costs at the joint venture level. Based on our current assumptions with respect to final project cost, timing and the extent to which the project can be funded through third-party debt financing, we estimate our share of the funding for the joint venture will be approximately \$50.0 million of which \$30.2 million has been funded during the nine months ended September 30, 2013, and approximately \$11.4 million is estimated to be funded in the remainder of 2013. We currently anticipate funding our remaining 2013 contributions with available liquidity.

#### Financing Cash Flows

Our consolidated capital structure as of September 30, 2013 was approximately 56% equity, 40% debt and 4% noncontrolling interest compared to approximately 54% equity and 46% debt as of September 30, 2012.

Net cash used in financing activities totaled \$72.1 million for the nine months ended September 30, 2013 compared to net cash provided by financing activities of \$53.3 million for the nine months ended September 30, 2012, representing a period-over-period decline in cash from financing activities of \$125.4 million. In 2013, we repaid the remaining \$96.9 million of term loans and received \$30.2 million from FPCC, which represents their portion of the equity investment in the joint venture, resulting in net cash used by financing activities of \$66.7 million. In 2012, we increased the amount outstanding under the 6.75% Senior Notes by \$100.0 million and made a \$40.0 million voluntary prepayment on the term loan portion of the senior secured credit facility, resulting in net cash provided by financing activities of \$60.0 million.

#### Description of 6.75% Senior Notes due 2019

Kraton Polymers LLC and its wholly-owned financing subsidiary Kraton Polymers Capital Corporation issued \$350.0 million aggregate principal amount of 6.75% senior notes that mature on March 1, 2019. The notes are general unsecured, senior obligations and are unconditionally guaranteed on a senior unsecured basis. We pay interest on the notes at 6.75% per annum, semi-annually in arrears on March 1 and September 1 of each year. Prior to March 1, 2015, we may redeem all or a part of the senior notes, at a redemption price equal to 100.00% of the principal amount of the senior notes redeemed plus the applicable premium as of, plus accrued and unpaid interest, if any, to the applicable redemption date. After March 1, 2015, we may redeem all or a part of the senior notes for 103.375%, 101.688%, and 100.000% of the principal amount in 2015, 2016 and 2017 and thereafter, respectively. See Note 6 Long-Term Debt, for further discussion.

#### Contractual Commitments

Our contractual obligations are summarized in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, in our annual report on Form 10-K for the period ended December 31, 2012. Other than the refinancing of our indebtedness in March 2013 and our minimum purchase obligations required under our KFPC joint venture agreements, there have been no other material changes to the contractual obligation amounts disclosed in our quarterly report on Form 10-Q for the period ended March 31, 2013 and our annual report on Form 10-K for the year ended December 31, 2012.

#### Off-Balance Sheet Arrangements

We are not involved in any material off-balance sheet arrangements as of September 30, 2013, other than operating leases.



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

For quantitative and qualitative disclosures about market risk, see Part II, Item 7A, Quantitative and Qualitative Disclosures About Market Risk, in our annual report on Form 10-K for the year ended December 31, 2012. There have been no material changes to the quantitative and qualitative disclosures about market risk disclosed in our annual report on Form 10-K for the year ended December 31, 2012. See Note 8 Fair Value Measurements, Financial Instruments and Credit Risk for further discussion.

**Item 4. Controls and Procedures.**

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934) was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. As of September 30, 2013, based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective.

There has been no change in our internal control over financial reporting that occurred during the three months ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

For information regarding legal proceedings, see Note 10 Commitments and Contingencies, to our condensed consolidated financial statements.

Item 1A. Risk Factors.

Readers of this Quarterly Report on Form 10-Q should carefully consider the risks described in our other reports filed with or furnished to the SEC, including our prior and subsequent reports on Forms 10-K, 10-Q and 8-K, in connection with any evaluation of our financial position, results of operations and cash flows.

The risks and uncertainties in our most recent Annual Report on Form 10-K, are not the only ones facing us. Additional risks and uncertainties not presently known or those that are currently deemed immaterial may also affect our operations. Any of the risks, uncertainties, events or circumstances described therein could cause our future financial condition, results of operations or cash flows to be adversely affected.

Item 6. Exhibits.

Exhibit Number	
10.1	Executive Compensation Recoupment Policy (adopted September 11, 2013) (incorporated by reference to Exhibit 10.1 to Kraton Performance Polymers, Inc.'s Current Report on Form 8-K filed with the SEC on September 16, 2013)
10.2	First Amendment to Kraton Performance Polymers, Inc. 2013 Cash Incentive Plan (incorporated by reference to Exhibit 10.2 to Kraton Performance Polymers, Inc.'s Current Report on Form 8-K filed with the SEC on September 16, 2013)
10.3+*	Form of Kraton Performance Polymers, Inc. Stock Option Award Agreement under the 2009 Equity Incentive Plan
10.4+*	Form of Kraton Performance Polymers, Inc. Restricted Stock Award Agreement under the 2009 Equity Incentive Plan
10.5+*	Form of Kraton Performance Polymers, Inc. Restricted Stock Unit Award Agreement under the 2009 Equity Incentive Plan
10.6+*	Form of Kraton Performance Polymers, Inc. Restricted Stock Performance Unit Award Agreement under the 2009 Equity Incentive Plan
31.1*	Certification of Chief Executive Officer under Section 302 of Sarbanes Oxley Act of 2002
31.2*	Certification of Chief Financial Officer under Section 302 of Sarbanes Oxley Act of 2002
32.1*	Certification Pursuant to Section 906 of Sarbanes Oxley Act of 2002
101	The following materials from Kraton Performance Polymers, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of September 30, 2013 and December 31, 2012 (Unaudited), (ii) Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2013 and 2012 (Unaudited), (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2013 and 2012 (Unaudited), (iv) Condensed Consolidated Statements of Changes in Equity for the nine months ended September 30, 2013 and 2012 (Unaudited), (v) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2013 and 2012 (Unaudited) and (vi) Notes to Condensed Consolidated Financial Statements (Unaudited).

+Denotes management contract or compensatory plan or arrangement.

\*Filed herewith.

