

GEORGIA GULF CORP /DE/  
Form 10-Q  
August 10, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended June 30, 2009

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-9753

**GEORGIA GULF CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**58-1563799**  
(I.R.S. Employer  
Identification No.)

**115 Perimeter Center Place, Suite 460,**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30346**  
(Zip Code)

**(770) 395-4500**

(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, non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated  
filer

Accelerated  
filer

Non-accelerated  
filer

Smaller reporting  
company

(Do not check if a  
smaller  
reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding as of August 5, 2009
Common Stock, \$0.01 par value	1,385,183

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**GEORGIA GULF CORPORATION FORM 10-Q**

**QUARTERLY PERIOD ENDED JUNE 30, 2009**

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Table of Contents**PART I. FINANCIAL INFORMATION.****Item 1. FINANCIAL STATEMENTS.**

**GEORGIA GULF CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(In thousands, except share data)	June 30, 2009	December 31, 2008
<b>ASSETS</b>		
Cash and cash equivalents	\$ 104,300	\$ 89,975
Receivables, net of allowance for doubtful accounts of \$16,947 in 2009 and \$12,307 in 2008	165,872	117,287
Inventories	209,780	240,199
Prepaid expenses and other current assets	42,503	21,360
Income tax receivables	3,948	2,264
Deferred income taxes	21,421	22,505
Total current assets	547,824	493,590
Property, plant and equipment, net	723,932	760,760
Goodwill	193,768	189,003
Intangible assets, net of accumulated amortization of \$10,492 in 2009 and \$9,988 in 2008	15,506	15,905
Other assets, net	138,619	150,643
Non-current assets held for sale	1,363	500
Total assets	\$ 1,621,012	\$ 1,610,401
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current portion of long-term debt	\$ 55,760	\$ 56,843
Accounts payable	90,517	105,052
Interest payable	54,799	16,115
Income taxes payable	3,602	3,476
Accrued compensation	9,182	9,890
Liability for unrecognized income tax benefits and other tax reserves	9,103	27,334
Other accrued liabilities	53,797	49,693
Total current liabilities	276,760	268,403
Long-term debt	1,289,058	1,337,307
Liability for unrecognized income tax benefits	56,366	34,592
Deferred income taxes	49,793	70,141
Other non-current liabilities	34,497	39,886
Total liabilities	1,706,474	1,750,329
Commitments and contingencies (Note 10)		
Stockholders' deficit:		
Preferred stock \$0.01 par value; 75,000,000 shares authorized; no shares issued		
Common stock \$0.01 par value; 3,000,000 shares authorized; shares issued and outstanding: 1,385,183 in 2009 and 1,379,273 in 2008	14	14

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Additional paid-in capital	<b>105,797</b>	105,815
Accumulated deficit	<b>(173,168)</b>	(218,502)
Accumulated other comprehensive loss, net of tax	<b>(18,105)</b>	(27,255)
Total stockholders' deficit	<b>(85,462)</b>	(139,928)
Total liabilities and stockholders' deficit	<b>\$ 1,621,012</b>	\$ 1,610,401

See accompanying notes to unaudited condensed consolidated financial statements.

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**GEORGIA GULF CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

(In thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2009	2008	2009	2008
Net sales	\$ 524,343	\$ 849,843	\$ 931,674	\$ 1,562,304
Operating costs and expenses:				
Cost of sales	448,961	777,767	841,283	1,461,153
Selling, general and administrative expenses	50,247	38,606	82,861	86,363
Long-lived asset impairment charges	16,190	191	16,190	16,179
Restructuring costs	3,815	1,448	11,853	7,589
Loss (gain) on sale of assets, net		(31,271)	62	(27,315)
Total operating costs and expenses	519,213	786,741	952,249	1,543,969
Operating income (loss)	5,130	63,102	(20,575)	18,335
Gain on substantial modification of debt			121,033	
Interest expense, net	(41,347)	(33,237)	(76,519)	(65,876)
Foreign exchange (loss) gain	(955)	1,447	(933)	1,279
(Loss) income before income taxes	(37,172)	31,312	23,006	(46,262)
Provision (benefit) for income taxes	(34,221)	3,371	(22,327)	(4,711)
Net (loss) income	\$ (2,951)	\$ 27,941	\$ 45,333	\$ (41,551)
(Loss) earnings per share:				
Basic	\$ (2.13)	\$ 18.01	\$ 32.50	\$ (34.21)
Diluted	\$ (2.13)	\$ 18.01	\$ 32.38	\$ (34.21)
Weighted average shares:				
Basic	1,385	1,396	1,395	1,378
Diluted	1,385	1,396	1,400	1,378

See accompanying notes to unaudited condensed consolidated financial statements.

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**GEORGIA GULF CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

(In thousands)	Six Months Ended June 30,	
	2009	2008
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 45,333	\$ (41,551)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	59,452	76,024
Non-cash accretion on fair value of Term Loan B	4,600	
Gain on substantial modification of debt	(121,033)	
Foreign exchange loss	666	
Deferred income taxes	(24,391)	247
Tax deficiency related to stock plans	(1,391)	(846)
Stock based compensation	1,399	1,688
Long-lived asset impairment charges and loss on sale of assets	16,252	19,323
Net gain on sale of property, plant and equipment, and assets held for sale		(26,246)
Payment of Quebec trust tax settlement		(20,073)
Other non-cash items	2,377	(2,155)
Change in operating assets, liabilities and other	(3,293)	(86,329)
 Net cash used in operating activities	 (20,029)	 (79,918)
<b>Cash flows from investing activities:</b>		
Capital expenditures	(18,385)	(31,678)
Proceeds from sale of property, plant and equipment, and assets held-for sale	878	77,794
Proceeds from insurance recoveries related to property, plant and equipment	1,980	
 Net cash (used in) provided by investing activities	 (15,527)	 46,116
<b>Cash flows from financing activities:</b>		
Net change in revolving line of credit	98,150	115,366
Repayment of long-term debt	(18,818)	(72,078)
Purchases and retirement of common stock	(25)	(110)
Fees paid to amend and exchange debt	(29,661)	
Dividends paid		(5,588)
 Net cash provided by financing activities	 49,646	 37,590
Effect of exchange rate changes on cash and cash equivalents	235	(431)
 Net change in cash and cash equivalents	 14,325	 3,357
Cash and cash equivalents at beginning of period	89,975	9,227
 Cash and cash equivalents at end of period	 \$ 104,300	 \$ 12,584

See accompanying notes to unaudited condensed consolidated financial statements.





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**GEORGIA GULF CORPORATION AND SUBSIDIARIES**

**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

**1. BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The accompanying condensed consolidated financial statements do reflect all the adjustments that, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the interim periods reported. Such adjustments are of a normal, recurring nature. Our operating results for the six-month period ended June 30, 2009 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2009.

These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K. There have been no material changes in the significant accounting policies followed by us during the three and six month periods, ended June 30, 2009.

**2. NEW ACCOUNTING PRONOUNCEMENTS**

In June 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standard ("SFAS") No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles - a replacement of FASB Statement No. 162*. The FASB Accounting Standards Codification ("Codification") will be the single source of authoritative nongovernmental U.S. generally accepted accounting principles ("GAAP"). Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative for SEC registrants. This statement is effective for interim and annual reporting periods ending after September 15, 2009. All existing accounting standards are superseded as described in this statement. All other accounting literature not included in the Codification is nonauthoritative. The Codification is not expected to have a significant impact on our consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*, which amends the consolidation guidance applicable to variable interest entities and the definition of a variable interest entity ("VIE") and requires enhanced disclosures to provide more information about an enterprise's involvement in a VIE. In addition, it requires an enterprise to perform an analysis to determine whether the enterprise's variable interest gives it a controlling interest in a VIE. The analysis identifies the primary beneficiary of the VIE as the enterprise that has both (a) the power to direct the activities of the VIE and (b) the obligation to absorb losses of the VIE. This statement will be effective for us beginning in the first quarter of 2010. We are currently evaluating the impact of this statement on our consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, *Accounting for Transfers of Financial Assets - an amendment of FASB Statement No. 140*, which improves the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance and cash flows; and a transferor's continuing involvement, if any, in the transferred assets. This statement is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after

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November 15, 2009. Early adoption is prohibited. We are currently evaluating the impact of this statement on our consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or available to be issued. Among other things, this statement requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date. It is effective prospectively for interim and annual periods ending after June 15, 2009. The disclosures required by this statement are included in Note 19, "Subsequent Events."

In April 2009, the FASB issued FASB Staff Position ("FSP") SFAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This FSP was effective for the second quarter of 2009 and did not have a material impact on our consolidated financial statements.

In April 2009, the FASB issued FSP SFAS 107-1 and Accounting Principles Bulletin ("APB") No. 28-1, *Interim Disclosures About Fair Value of Financial Instruments*. The FSP states that an entity shall disclose in the body or in the accompanying notes of its summarized financial information for interim reporting periods and in its financial statements for annual reporting periods the fair value of all financial instruments for which it is practicable to estimate that value, whether recognized or not recognized in the statement of financial position, as required by Statement 107. Fair value information disclosed in the notes must be presented together with the related carrying amount in a form that makes it clear whether the fair value and carrying amount represent assets or liabilities and how the carrying amount relates to what is reported in the statement of financial position. An entity also must disclose the method(s) and significant assumptions used to estimate the fair value of financial instruments and describe changes in method(s) and significant assumptions, if any, during the period. These new disclosures became effective for interim and annual periods ending after June 15, 2009. See Note 17, "Fair Value of Financial Instruments" for disclosures related to this statement.

In December 2008, the FASB issued FSP SFAS 132(R)-1, *Employer's Disclosure about Postretirement Benefit Plan Assets*, which amends Statement 132(R) to require more detailed disclosures about employers' pension plan assets. New disclosures will include more information on investment strategies, major categories of assets, concentrations of risk within plan assets and valuation techniques used to measure the fair value of plan assets. This new standard requires new disclosures only, and will have no impact on our consolidated financial statements. These new disclosures will be required for us for the year ending December 31, 2009. We are currently evaluating the impact of this statement on our consolidated financial statements.

### **3. DIVESTITURES**

In March 2008, we executed a contingent sale agreement and received net proceeds of \$12.6 million for certain Canadian real estate. The contingency was based on the buyer satisfying certain property zoning conditions and was resolved in June 2008. This transaction resulted in a \$3.3 million loss recorded in March 2008 and is included in loss of sale of assets, net in the accompanying condensed consolidated statement of operations for the six months ended June 30, 2008.

Further, in March 2008, we sold the assets and operations of our outdoor storage buildings business that were previously a part of our outdoor building products segment. The outdoor storage buildings business was sold for \$13.0 million and resulted in a loss of approximately \$4.6 million, which is included in

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restructuring costs on the condensed consolidated statement of operations for the six months ended June 30, 2008. In addition, in March 2008, we sold the land and building from our Winnipeg, Manitoba Window and Door Profiles business for \$4.5 million resulting in a nominal gain.

In June 2008, we sold land for net proceeds of \$36.5 million, which resulted in a gain of \$28.8 million. We sold and leased back equipment for \$10.6 million resulting in a \$2.2 million recognized gain, and a deferred gain of approximately \$7.2 million that is being recognized ratably over the term of the lease. Additionally, in June 2008 we sold property for \$3.2 million and received \$1.2 million in cash and a short-term note for \$2.0 million.

There were no significant divestitures in the three or six months ended June 30, 2009.

#### **4. RESTRUCTURING ACTIVITIES**

In March 2008, we initiated plans to permanently shut down the Oklahoma City, Oklahoma 500 million pound polyvinyl chloride ("PVC" or "vinyl resin") plant, the "Oklahoma City Restructuring Plan." The plant ceased operations in March 2008. We wrote down the plant's property, plant and equipment in accordance with SFAS No. 144, resulting in a \$15.5 million impairment charge and incurred additional termination benefits and closing costs of \$2.0 million that were expensed as incurred, in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. No significant costs related to the Oklahoma City Restructuring Plan were incurred in the six months ended June 30, 2009, and we do not expect there to be any future costs associated with the Oklahoma City Restructuring Plan.

Additionally, the restructuring costs for the six months ended June 30, 2008 include our divestiture and closure of our outdoor storage buildings business assets and operations. The outdoor storage building business was sold for \$13.0 million and resulted in a loss of approximately \$4.6 million ("Outdoor Storage Plan"). Total costs incurred in for the three and six months June 30, 2009 are noted in the table below.

In the fourth quarter of 2008, we initiated a restructuring plan (the "Fourth Quarter 2008 Restructuring Plan") that includes the permanent shut down of our 450 million pound PVC manufacturing facility, the exit of a recycled PVC compound manufacturing facility in Woodbridge, Ontario, the consolidation of various manufacturing facilities, and elimination of certain duplicative activities in our operations. In connection with the Fourth Quarter 2008 Restructuring Plan, we incurred costs related to termination benefits, including severance, pension and postretirement benefits, operating lease termination costs, asset impairment charges, relocation and other exit costs and have recognized these costs in accordance with SFAS No. 146 and related accounting standards. We expect to pay these termination benefits and other qualified restructuring activity costs through September 2009. Any costs incurred associated with the Fourth Quarter 2008 Restructuring Plan that will benefit future periods, such as relocation costs, will be expensed in the periods incurred. All restructuring expenses incurred for the three and six months ended June 30, 2009 are detailed in the tables below. Additionally, future costs for the Fourth Quarter 2008 Restructuring Plan are estimated to be approximately \$1.4 million, consisting primarily of future non-workforce related costs.

In May 2009, we initiated plans to further consolidate plants in our window and door profiles and mouldings products segment ("2009 Window and Door Consolidation Plan"). As a result we incurred restructuring costs, including impairment of the plants' fixed assets for the three and six months ended June 30, 2009. The detail of restructuring and impairment expenses incurred for the three and six months ended June 30, 2009 are noted in the tables below. Additional future costs for the 2009 Window and Door Consolidation Plan are estimated to be approximately \$1.4 million, consisting primarily of future non-workforce related costs.

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The expenses associated with the Fourth Quarter 2008 Restructuring Plan, the Outdoor Storage Plan and the 2009 Window and Door Consolidation Plan for the three and six months ended June 30, 2009 for severance and other exit costs totaled \$3.8 million and \$9.4 million, respectively, and are included in restructuring costs in the condensed consolidated statement of operations. A summary of our restructuring activities recognized as a result of the Fourth Quarter 2008 Restructuring Plan and the 2009 Window and Door Consolidation Plan, by reportable segment for the three and six months ended June 30, 2009 is as follows:

(In thousand)	Balance at March 31, 2009	Additions	Cash Payments	Foreign Exchange and Other Adjustments	Balance at June 30, 2009
<i>Chlorovinyls</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	\$ 1,929	\$ 148	\$ (376)	\$ 130	\$ 1,831
Exit costs	3,875	1,281	(1,397)	334	4,093
<i>Window and door profiles and mouldings products</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	2,264	377	(974)	192	1,859
Exit costs	1				1
<u>2009 Window and Door Consolidation Plan:</u>					
Involuntary termination benefits		1,717	(111)	(11)	1,595
<i>Outdoor building products</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	906	162	(895)	193	366
<u>Outdoor Storage Plan:</u>					
Involuntary termination benefits	346		(87)	(54)	205
Exit costs	3,403	117	(117)	282	3,685
<i>Corporate</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	32	13	(45)		
Total	\$ 12,756	\$ 3,815	\$ (4,002)	\$ 1,066	\$ 13,635

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(In thousand)	Balance at December 31, 2008	Additions	Cash Payments	Foreign Exchange and Other Adjustments	Balance at June 30, 2009
<i>Chlorovinyls</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	\$ 3,246	\$ 264	\$ (1,721)	\$ 42	\$ 1,831
Exit costs	4,185	3,202	(3,496)	202	4,093
<i>Window and door profiles and mouldings products</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	1,472	1,578	(1,446)	255	1,859
Exit costs	1				1
<u>2009 Window and Door Consolidation Plan:</u>					
Involuntary termination benefits		1,717	(111)	(11)	1,595
<i>Outdoor building products</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits	1,283	571	(1,647)	159	366
Exit costs					
<u>Outdoor Storage Plan:</u>					
Involuntary termination benefits	523	122	(238)	(202)	205
Exit costs	1,779	1,886	(117)	137	3,685
<i>Corporate</i>					
<u>Fourth Quarter 2008 Restructuring Plan:</u>					
Involuntary termination benefits		45	(45)		
Exit costs					
<b>Total</b>	<b>\$ 12,489</b>	<b>\$ 9,385</b>	<b>\$ (8,821)</b>	<b>\$ 582</b>	<b>\$ 13,635</b>

(In thousand)	Three and Six Months Ended June 30, 2009
<i>Chlorovinyls</i>	
<u>Fourth Quarter 2008 Restructuring Plan:</u>	
Impairment of long-lived assets	<b>\$ 478</b>
<i>Window and door profiles and mouldings products</i>	
<u>2009 Window and Door Consolidation Plan:</u>	
Impairment of long-lived assets	<b>15,712</b>
<b>Total</b>	<b>\$ 16,190</b>

In the first quarter of 2009, we engaged the services of several consultants to assist us in performance improvement, transportation management and indirect sourcing cost reduction initiatives among other areas of the business with the ultimate goal to restructure our businesses and improve and sustain profitability for the long-term. For the three and six months ended June 30, 2009, we incurred nil and \$2.5 million, respectively, related to fees paid to these consultants to advise us on the restructuring strategies noted above which are included in restructuring costs in the condensed consolidated statements of operations.

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We had an agreement pursuant to which we sold an undivided percentage ownership interest in a certain defined pool of our U.S. trade receivables on a revolving basis through a wholly owned subsidiary to two third parties (the "Securitization"). This wholly owned subsidiary was funded through advances on sold trade receivables and collections of these trade receivables and its activities were exclusively related to the Securitization. As collections reduced accounts receivable included in the pool, we sold ownership interests in new receivables to bring the ownership interests sold up to a maximum of \$165.0 million, as permitted by the Securitization. At December 31, 2008 the unpaid balance of accounts receivable in the defined pool was approximately \$158.2 million and balance of receivables sold was \$111.0 million.

On March 17, 2009, we entered into a new Asset Securitization agreement pursuant to which we sell an undivided percentage ownership interest in a certain defined pool of our U.S. and Canadian trade accounts receivable on a revolving basis through a wholly owned subsidiary to a third party (the "New Securitization"). This wholly owned subsidiary is funded through advances on sold trade receivables and collections of these trade receivables and its activities are exclusively related to the New Securitization. Under the New Securitization agreement we may sell ownership interests in new receivables to bring the ownership interests sold up to a maximum of \$175.0 million. As collections reduce accounts receivable included in the pool, we may sell ownership interests in new receivables to bring the ownership interests sold up to a maximum of \$175.0 million, as permitted by the New Securitization. While the New Securitization adds the ability to sell an undivided percentage ownership in a certain defined pool of Canadian trade accounts receivable, we are in the process of establishing the administrative procedures and at June 30, 2009 we had not commenced the sale of Canadian trade accounts receivable. The New Securitization agreement expires on March 13, 2011. At June 30, 2009, the unpaid balance of accounts receivable in the defined pool was approximately \$141.1 million and the balance of receivables sold was \$87.8 million.

Continued availability of the New Securitization is conditioned upon compliance with covenants, related primarily to operation of the New Securitization, and compliance with the senior secured credit facility covenants (as discussed in Note 9), set forth in the related agreements. As of June 30, 2009, we were in compliance with all such covenants (see Note 9 regarding continued compliance with the senior secured credit facility covenants as such compliance will impact the continued availability of the New Securitization). If the New Securitization agreement was terminated, we would not be required to repurchase previously sold receivables, but would be prevented from selling additional receivables to the third parties. In the event that the New Securitization agreement was terminated, we would have to source these funding requirements with availability under our senior secured credit facility or obtain alternative financing.

**6. INVENTORIES**

The major classes of inventories were as follows:

(In thousands)	June 30, 2009	December 31, 2008
Raw materials, work-in-progress, and supplies	\$ 87,610	\$ 94,618
Finished goods	122,170	145,581
<b>Inventories</b>	<b>\$ 209,780</b>	<b>\$ 240,199</b>

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Property, plant and equipment consisted of the following:

(In thousands)	June 30, 2009	December 31, 2008
Machinery and equipment	\$ 1,337,200	\$ 1,328,701
Land and land improvements	86,884	86,167
Buildings	199,874	197,481
Construction-in-progress	35,329	33,036
Property, plant and equipment, at cost	1,659,287	1,645,385
Accumulated depreciation	935,355	884,625
Property, plant and equipment, net	\$ 723,932	\$ 760,760

**8. OTHER ASSETS, NET AND GOODWILL AND OTHER INTANGIBLE ASSETS**

Other assets, net of accumulated amortization, consisted of the following:

(In thousands)	June 30, 2009	December 31, 2008
Advances for long-term purchase contracts	\$ 76,283	\$ 85,310
Investment in joint ventures	14,412	16,104
Deferred financing costs, net	38,685	42,167
Long-term receivables	3,892	3,640
Other	5,347	3,422
Total other assets, net	\$ 138,619	\$ 150,643

In connection with the amendments to our senior secured credit facility to further increase our leverage ratio and to decrease our interest coverage ratio covenants for all of 2009 and our new asset securitization program, we incurred \$27.2 million of additional deferred financing costs, of which \$5.3 was accrued as of December 31, 2008. Also, in connection with the fifth amendment to our senior secured credit facility, on March 16, 2009 we wrote off \$21.4 million of deferred financing costs as part of the gain on substantial modification of debt (see Note 9, "Long-Term Debt").

*Goodwill.* At June 30, 2009, we had goodwill of \$173.9 million, \$18.2 million and \$1.7 million in our Chlorovinyls, Window & Door and Mouldings and Outdoor Building Products segments, respectively, with the changes from December 31, 2008 resulting from foreign currency translation adjustments. At December 31, 2008, we had goodwill of \$169.1 million, \$18.2 million and \$1.7 million in our Chlorovinyls, Window & Door and Mouldings and Outdoor Building Products segments, respectively.

*Assets Held-For-Sale.* Assets held for sale includes real estate totaling \$1.4 million and \$0.5 million at June 30, 2009 and December 31, 2008, respectively.

*Indefinite-lived intangible assets-trade names.* At June 30, 2009 and December 31, 2008, we had trade name assets related to the acquisition of Royal Group of \$4.3 million and \$4.2 million, respectively.

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*Finite-lived intangible assets.* The following represents the summary of finite-lived intangible assets as of June 30, 2009 and December 31, 2008. Total estimated amortization expense for the next five fiscal years is approximately \$1.0 million per year.

<b>In thousands</b>	<b>Chlorovinyls</b>	<b>Window and Door Profiles and Mouldings</b>	<b>Total</b>
<b>Gross carrying amounts at June 30, 2009:</b>			
Customer relationships	\$ 199	\$ 11,422	\$ <b>11,621</b>
Technology		11,867	<b>11,867</b>
<b>Total</b>	<b>199</b>	<b>23,289</b>	<b>23,488</b>
<b>Accumulated amortization at June 30, 2009:</b>			
Customer relationships	(124)	(4,699)	<b>(4,823)</b>
Technology		(5,669)	<b>(5,669)</b>
<b>Total</b>	<b>(124)</b>	<b>(10,368)</b>	<b>(10,492)</b>
<b>Foreign currency translation adjustment at June 30, 2009:</b>			
Customer relationships	(75)	(1,683)	<b>(1,758)</b>
Technology			
<b>Total</b>	<b>(75)</b>	<b>(1,683)</b>	<b>(1,758)</b>
<b>Net carrying amounts at June 30, 2009:</b>			
Customer relationships		5,040	<b>5,040</b>
Technology		6,198	<b>6,198</b>
<b>Total</b>	<b>\$</b>	<b>\$ 11,238</b>	<b>\$ 11,238</b>

<b>In thousands</b>	<b>Chlorovinyls</b>	<b>Window and Door Profiles and Mouldings</b>	<b>Total</b>
<b>Gross carrying amounts at December 31, 2008:</b>			
Customer relationships	\$ 199	\$ 11,422	\$ 11,621
Technology		11,867	11,867
<b>Total</b>	<b>199</b>	<b>23,289</b>	<b>23,488</b>
<b>Accumulated amortization at December 31, 2008:</b>			
Customer relationships	(124)	(4,530)	(4,654)
Technology		(5,334)	(5,334)
<b>Total</b>	<b>(124)</b>	<b>(9,864)</b>	<b>(9,988)</b>
<b>Foreign currency translation adjustment and other at December 31, 2008:</b>			
Customer relationships	(75)	(1,677)	(1,752)
Technology			
<b>Total</b>	<b>(75)</b>	<b>(1,677)</b>	<b>(1,752)</b>
<b>Net carrying amounts at December 31, 2008:</b>			
Customer relationships		5,215	5,215
Technology		6,533	6,533
<b>Total</b>	<b>\$</b>	<b>\$ 11,748</b>	<b>\$ 11,748</b>



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Finite-lived intangible assets amortization expense for the three and six months ended June 30, 2009 and 2008 was as follows:

(In thousands)	June 30, 2009	June 30, 2008
For the three months ended	\$ 252	\$ 1,191
For the six months ended	504	2,390

**9. LONG-TERM DEBT**

Long-term debt consisted of the following:

In thousands	June 30, 2009	December 31, 2008
<b>Senior Secured Credit Facility:</b>		
Revolving credit facility expires 2011	\$ 227,810	\$ 125,762
Term loan B due 2013	210,813	350,350
7.125% notes due 2013	100,000	100,000
9.5% senior notes due 2014	497,421	497,240
10.75% senior subordinated notes due 2016	197,514	197,407
Lease financing obligation	96,341	91,473
Other	14,919	31,918
<b>Total debt</b>	<b>\$ 1,344,818</b>	<b>\$ 1,394,150</b>
Less current portion	(55,760)	(56,843)
<b>Long-term debt</b>	<b>\$ 1,289,058</b>	<b>\$ 1,337,307</b>

The current portion of long-term debt includes \$52.2 million on our revolving credit facility based on our estimate of the amount we will pay down over the next twelve months, as well as \$3.5 million of principal on our term loan B, which we are contractually obligated to pay. Therefore, we have classified this debt as current in our consolidated balance sheet as of June 30, 2009.

At June 30, 2009 and December 31, 2008, under our revolving credit facility we had a maximum available borrowing capacity of \$300.0 million (as adjusted by the fifth amendment to our senior secured credit facility as described below) and \$375.0 million, respectively. At June 30, 2009 we had \$7.7 million of revolving credit facility availability net of outstanding letters of credit of \$64.5 million and current borrowings of \$227.8 million and the \$75 million reserve described below. At June 30, 2009, the availability was subject to restrictive covenants requiring compliance with a maximum leverage ratio, a trailing twelve-month minimum consolidated EBITDA covenant and minimum interest coverage ratio. In addition, of the \$227.8 million revolver borrowings and \$64.5 million of letters of credit outstanding under the revolving credit facility at June 30, 2009, \$20.0 million relates to the commitment of Lehman Brothers, Inc, an entity that has filed for bankruptcy. Lehman Brothers, Inc. represents approximately \$25.0 million of our total senior secured credit facility commitments. Debt under the senior secured credit facility is secured by a majority of our consolidated assets, including real and personal property, inventory, accounts receivable and other intangibles. At June 30, 2009, we had about \$112.0 million of liquidity, consisting of \$104.3 million of cash and \$7.7 million of revolving credit availability.

Under our senior secured credit facility and our new asset securitization agreement, we are subject to certain restrictive covenants, the most significant of which require us to maintain certain financial ratios and limit our ability to pay dividends, make investments, incur debt, grant liens, sell our assets and engage in certain other activities. Our ability to meet these covenants, satisfy our debt obligations and pay principal and interest on our debt, fund working capital, and make anticipated capital expenditures will depend on our future performance, which is subject to general macroeconomic conditions and other

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factors, some of which are beyond our control. In September 2008 we began executing a series of amendments (the fourth through eighth amendments) to our senior secured credit facility to allow us more flexibility to improve our capital structure for the future. Commencing in March 2009, these amendments also permitted us to withhold about \$38.0 million in aggregate interest on our 7.125 percent, 9.5 percent, and 10.75 percent notes, which constituted defaults under the related indentures, in connection with the debt exchange detailed below. During this time we also obtained forbearances from certain of the note holders with respect to the withheld interest payments and the related defaults.

The Fifth Amendment to the senior secured credit facility was accounted for as an extinguishment of the Term loan B in accordance with Emerging Issues Task Force ("EITF") Issue No. 96-19, *Debtor's Accounting for a Modification or Exchange of Debt Instruments* ("EITF 96-19"). As required by EITF 96-19, due to the fact that the Fifth Amendment and the Fourth Amendment were within the same consecutive twelve month period, the evaluation compared the present value of future cash flows under the terms of the Fifth Amendment to the present value of the remaining cash flows under the terms of the Term loan B agreement prior to the Fourth Amendment. We determined that the net present value of the Term loan B future cash flows under the terms of the Fifth Amendment was more than 10 percent different from the present value of the remaining cash flows under the terms of the Term loan B agreement prior to the Fourth Amendment. Due to the substantial difference, we determined an extinguishment of debt had occurred with the Fifth Amendment. Accordingly, we recorded the amended Term loan B at its estimated fair value of \$207.1 million at the date of extinguishment. The difference between the fair value of the amended Term loan B and the carrying value of the original Term loan B less the related financing cost at the date of debt extinguishment of \$121.0 million was recorded as a gain on substantial modification of debt in the condensed consolidated statement of operations for the six months ended June 30, 2009. The difference between the fair value and the carrying value of the Term loan B on the date of the modification was \$142.3 million and was recorded as a debt discount against the principal amount of the Term loan B.

The fair value of the Term loan B was estimated to be approximately 59.3 percent of par value by taking a weighted average of the bid prices in the broker market for the Term loan B during the period from March 17, 2009 through April 23, 2009 and debt pricing for recent new debt issuances for companies with comparable credit ratings. A weighted average approach was used due to the fact that the Term loan B is not widely traded on any given day, including March 17, 2009. The daily bid price from March 17, 2009 to April 23, 2009 ranged from 41.8 percent to 61.0 percent of par. We have weighted our estimate to the latter part of the thirty trading days after March 17, 2009 as we believe it took some time for the market to understand the extent of the Fifth Amendment and adjust the pricing accordingly. The average bid price during the twenty to twenty-five trade days and twenty-five to thirty trade days subsequent to the Fifth Amendment was 59.0 percent and 60.7 percent of par, respectively. The average pricing of recent publicly available new debt issuances for companies with comparable credit ratings was estimated to be approximately 61.0 percent of par. A 100 basis point difference relative to the outstanding par of our Term loan B is approximately \$3.5 million.

The \$142.3 million Term loan B debt discount is being accreted as interest expense through 2013, the maturity date of the Term loan B. As of June 30, 2009, the unamortized balance of the debt discount was \$137.7 million. During the three and six months ended June 30, 2009, we recorded additional interest expense of \$4.0 million and \$4.6 million, respectively, related to the accretion of the debt discount associated with the amended Term loan B. As of June 30, 2009, the principal amount of the Term loan B is \$348.6 million.

On March 31, 2009, we commenced private exchange offers for our outstanding 7.125 percent senior notes due 2013 (the "2013 notes"), 9.5 percent senior notes due 2014 (the "2014 notes"), and 10.75 percent senior subordinated notes due 2016 (the "2016 notes" and collectively with the 2013 notes and 2014 notes, the "notes"). After numerous extensions and amendments, on July 29, 2009, we consummated our private exchange of equity for approximately \$736.0 million, or 92.0 percent, in aggregate principal amount of the notes. The \$736.0 million was comprised of \$91.0 million of the \$100 million of 2013 notes, \$486.8 million

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of the \$500 million of 2014 notes, and \$158.1 million of the \$200 million of 2016 notes. An aggregate of approximately 30.2 million shares of convertible preferred stock and 1.3 million shares of common stock were issued in exchange for the tendered notes after giving effect to a 1-for-25 reverse stock split, which reduced the outstanding common shares, before the issuance of common shares in the debt exchange, to approximately 1.4 million shares. In exchange for each \$1,000 in principal amount of the 2013 notes and 2014 notes, the Company issued 47.30 shares of convertible preferred stock and 2.11 shares of common stock and in exchange for each \$1,000 in principal amount of the 2016 notes, the Company issued 18.36 shares of convertible preferred stock and 0.82 shares of common stock. Currently, approximately \$10.0 million of principal amount of notes, contractually committed to be exchanged, had not been delivered.

On July 2, 2009, we filed a current report on Form 8-K to update the historical financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008, to among other items, add footnote 23 to the consolidated financial statements to address the uncertainty about our ability to continue as a going concern since as of that date there was substantial doubt about our ability to continue as a going concern. This substantial doubt arose because in connection with the exchange offers discussed above, we withheld about \$38.0 million in aggregate interest on our 7.125 percent, 9.5 percent, and 10.75 percent notes, which constituted defaults under the related indentures. While we withheld the interest payment we obtained a series of amendments to our senior credit facility and obtained forbearances from certain of the note holders with respect to the withheld interest payments and the related defaults. Until we completed the exchange offers, there was uncertainty as to whether or not there would be an acceleration of indebtedness under any issue of the notes, which would have constituted cross defaults under the other note issues, our senior secured credit facility and our New Asset Securitization agreement. In the event we were not able to negotiate acceptable terms for and complete the exchange offers or obtain requisite future forbearances, we would have been required to explore alternatives, which could have included a potential reorganization or restructuring under the bankruptcy laws.

On July 29, 2009, the Company announced the completion of its debt for equity exchange offers and a long-term bank amendment to its senior secured credit facility. As a result, management believes that based on current and projected levels of operations and conditions in our markets, the effect of the previously mentioned senior secured credit facility amendment, the exchange offers, cash flow from operations, together with our cash and cash equivalents of \$104.3 million and the availability to borrow an additional \$7.7 million under the revolving credit facility at June 30, 2009, will be adequate for the foreseeable future to make required payments of principal and interest on our debt and fund our working capital and capital expenditure requirements, meet the restrictive covenants and comply with the financial ratios of the senior secured credit facility and therefore the factors that gave rise to the substantial doubt about the Company's ability to continue as a going concern have been remediated. As of June 30, 2009, the Company is in compliance with all required debt covenants.

The ninth amendment to our senior secured agreement adjusts the financial covenants to reflect current market conditions as well as the impact of the private debt exchange offers. The maximum leverage ratios and minimum interest covenant ratios were adjusted favorably for the Company through October 1, 2011. The amendment added a new minimum fixed charge coverage ratio covenant and a maximum senior secured leverage ratio covenant, and eliminated the minimum EBITDA covenant. The capital expenditure limitations established by the amendment are \$45.0 million in 2010 and 2011 and thereafter are \$50.0 million per year. Our 2009 capital expenditures limit is \$35.0 million. The amendment also allows us to use 50 percent of the first \$45.0 million of net cash proceeds from asset dispositions to make additional capital expenditures, subject to certain annual limitations and minimum EBITDA requirements. The amendment replaced the \$75.0 million minimum revolver availability requirement by permanently reducing the aggregate revolving commitments from \$375.0 million to \$300.0 million. Concurrently, we entered into an amendment to our new securitization agreement to conform the covenants to those in the ninth amendment to our senior secured credit facility.

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*Lease Financing Transaction.* The lease financing obligation is the result of the sale and concurrent leaseback of certain land and buildings in Canada in 2007. In connection with this transaction, a collateralized letter of credit was issued in favor of the buyer lessor resulting in the transaction being recorded as a financing transaction rather than a sale, and the land and building and related accounts continue to be recognized in the condensed consolidated balance sheet. The future minimum lease payments under the terms of the related lease agreements at June 30, 2009 are \$3.1 million in 2009, \$6.2 million in 2010, \$6.4 million in 2011, \$6.5 million in 2012, \$6.7 million in 2013, and \$22.4 million thereafter. The change in the future minimum lease payments from the December 31, 2008 balance is due to monthly payments and the change in the Canadian dollar exchange rate during the six months ended June 30, 2009.

**10. COMMITMENTS AND CONTINGENCIES**

*Legal Proceedings.* In October 2004, the United States Environmental Protection Agency ("USEPA") notified us that we have been identified as a potentially responsible party for a Superfund site in Galveston, Texas. The site is a former industrial waste recycling, treatment and disposal facility. Over one thousand potentially responsible parties, ("PRPs"), have been identified by the USEPA. We contributed a relatively small proportion of the total amount of waste shipped to the site. In the notice, the USEPA informed us of the agency's willingness to settle with us and other potentially responsible parties that contributed relatively small proportions of the total quantity of waste shipped to the Superfund site. In the fourth quarter of 2007, we accepted a settlement offer from USEPA. Under the terms of this settlement, we are required to pay \$63,771 for cleanup costs incurred, or to be incurred, by USEPA, in exchange for a covenant not to sue and protection from contribution actions brought by other parties. The settlement agreement has now been approved by USEPA and payment of the \$63,771 settlement amount was made during the quarter ended June 30, 2009.

In August 2004 and January and February 2005, the USEPA conducted environmental investigations of our manufacturing facilities in Aberdeen, Mississippi and Plaquemine, Louisiana, respectively. The USEPA informed us that it identified several "areas of concern," and indicated that such areas of concern may, in its view, constitute violations of applicable requirements, thus warranting monetary penalties and possible injunctive relief. In lieu of pursuing such relief through its traditional enforcement process, the USEPA proposed that the parties enter into negotiations in an effort to reach a global settlement of the areas of concern and that such a global settlement cover our manufacturing facilities at Lake Charles, Louisiana and Oklahoma City, Oklahoma as well. During the second quarter of 2006, we were informed by the USEPA that its regional office responsible for Oklahoma and Louisiana desired to pursue resolution of these matters on a separate track from the regional office responsible for Mississippi. During the second quarter of 2007, we reached agreement with the USEPA responsible for Mississippi on the terms and conditions of a consent decree that would settle USEPA's pending enforcement action against our Aberdeen, Mississippi facility. All parties have executed a consent decree setting forth the terms and conditions of the settlement. The consent decree has been approved by the federal district court in Atlanta, Georgia. Under the consent decree, we were required to, among other things, pay a \$610,000 fine, which was paid in March 2008, and undertake certain other environmental improvement projects. While the cost of such additional projects will likely exceed \$1 million, we do not believe that these projects will have a material effect on our financial position, results of operations, or cash flows.

We have not yet achieved a settlement with the USEPA regional office responsible for Oklahoma and Louisiana. It is likely that any settlement, if achieved, will result in the imposition of monetary penalties, capital expenditures for installation of environmental controls, and/or other relief. We do not know the total cost of monetary penalties, environmental projects, or other relief that would be imposed in any settlement or order. While we expect that such costs will exceed \$100,000, we do not expect that such costs will have a material effect on our financial position, results of operations, or cash flows.

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During the first quarter of 2007, we voluntarily disclosed possible noncompliance with environmental requirements, including hazardous waste management and disposal requirements, at our Pasadena facility to the Texas Commission on Environmental Quality ("TCEQ"). In the second quarter of 2008, we entered into an Agreed Order with TCEQ to resolve certain issues related to the voluntary disclosure. Under the Agreed Order, we paid a required fine of \$23,608. We do not expect any further enforcement action from this voluntary disclosure. However, if such additional action is taken, we do not expect the cost of any penalties, injunctive relief, or other ordered actions to have a material effect on our financial position, results of operations, or cash flows.

Royal Group and certain of its former officers and former board members were named defendants in two shareholder class action lawsuits in the United States District Court for the Southern District of New York and the Ontario Superior Court of Justice concerning, among other things, alleged inadequate disclosure to shareholders during the cumulative period of February 26, 1998 and October 18, 2004 of related party transactions. In March 2007, Royal Group entered into a stipulation and agreement of settlement with the respective plaintiffs in each case, after a mediation process among Royal Group and the plaintiffs, for the full settlement of all claims raised in those actions against Royal Group and all of the defendants on behalf of class members in return for the payment of Canadian dollar \$9.0 million towards a global settlement fund by Royal Group and its insurer. Following execution of the stipulation and agreement of settlement, Royal Group paid the Canadian dollar \$9.0 million settlement amount in cash into escrow. The settlement was conditional upon, among other things, approval by both the Ontario Superior Court of Justice and United States District Court for the Southern District of New York and the corresponding orders approving the settlement becoming final. By order dated December 17, 2007, the Ontario Superior Court of Justice approved the settlement and, subject to all conditions to the stipulations and settlement agreement being satisfied including final approval of the settlement by the United States District Court for the Southern District of New York, dismissed the Ontario action. The United States District Court for the Southern District of New York approved the settlement at a hearing on March 6, 2008. The settlement contains no admission of wrongdoing by Royal Group or any of the other defendants.

On June 6, 2008, we received notice and a letter of transmittal (collectively, the "Notice") from persons ("Claimants") claiming to own at least 25 percent of our 7.125 percent notes due 2013 (the "Notes"), which were issued under an indenture dated December 3, 2003 (the "Indenture") between us and U.S. Bank National Association, the trustee, under the Indenture. The Notice asserted that borrowings under our senior secured credit facility resulted in the incurrence of debt obligations in excess of the amount permitted under Section 3.3 of the Indenture. Believing that all existing indebtedness was incurred in compliance with the provisions of the Indenture, we disputed the Notice. We filed a complaint in the Court of Chancery of the State of Delaware on June 8, 2008 seeking to enjoin the Claimants and seeking a declaratory judgment to the effect that we were not in default under Section 3.3 of the Indenture (the "Complaint").

On July 15, 2008, we entered into a settlement agreement with the Claimants. In connection with the settlement, the Claimants withdrew their notice of default, and the parties dismissed the litigation. The terms of the settlement include mutual releases of the parties, certain restrictions and obligations upon the Claimants with regard to their holdings of our securities, and the payment by us of \$1.4 million of legal fees to the Claimants.

On September 29, 2008, we obtained the consent of holders of a majority of the 7.125 percent notes to an amendment to the related Indenture and paid a consent fee of \$1.5 million to all consenting note holders pro rata to their respective holdings. The amendment amends certain covenants in the Indenture, and provides a waiver of defaults, if any. Approval of the lenders under our senior secured credit agreement was required for the consent fee payment and the Indenture amendment.

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In addition, we are subject to other claims and legal actions that may arise in the ordinary course of business. We believe that the ultimate liability, if any, with respect to these other claims and legal actions will not have a material effect on our financial position or on our results of operations.

*Environmental Regulation.* Our operations are subject to increasingly stringent federal, state and local laws and regulations relating to environmental quality. These regulations, which are enforced principally by the USEPA and comparable state agencies and Canadian federal and provincial agencies, govern the management of solid hazardous waste, emissions into the air and discharges into surface and underground waters, and the manufacture of chemical substances. In addition to the matters involving environmental regulation above, we have the following potential environmental issues.

In the first quarter of 2007, the USEPA informed us of possible noncompliance at our Aberdeen, Mississippi facility with certain provisions of the Toxic Substances Control Act. Subsequently, we discovered possible non-compliance involving our Plaquemine, Louisiana and Pasadena, Texas facilities, which were then disclosed. We expect that all of these disclosures will be resolved in one settlement agreement with USEPA. While the penalties, if any, for such noncompliance may exceed \$100,000, we do not expect that any penalties will have a material effect on our financial position, results of operations, or cash flows.

There are several serious environmental issues concerning the vinyl chloride monomer ("VCM") facility at Lake Charles, Louisiana we acquired from CONDEA Vista Company ("CONDEA Vista" is now Sasol North America, Inc.) on November 12, 1999. Substantial investigation of the groundwater at the site has been conducted, and groundwater contamination was first identified in 1981. Groundwater remediation through the installation of groundwater recovery wells began in 1984. The site currently contains about 90 monitoring wells and 18 recovery wells. Investigation to determine the full extent of the contamination is ongoing. It is possible that offsite groundwater recovery will be required, in addition to groundwater monitoring. Soil remediation could also be required.

Investigations are currently underway by federal environmental authorities concerning contamination of an estuary near the Lake Charles VCM facility we acquired known as the Calcasieu Estuary. It is likely that this estuary will be listed as a Superfund site and will be the subject of a natural resource damage recovery claim. It is estimated that there are about 200 PRPs associated with the estuary contamination. CONDEA Vista is included among these parties with respect to its Lake Charles facilities, including the VCM facility we acquired. The estimated cost for investigation and remediation of the estuary is unknown and could be quite costly. Also, Superfund statutes may impose joint and several liability for the cost of investigations and remedial actions on any company that generated the waste, arranged for disposal of the waste, transported the waste to the disposal site, selected the disposal site, or presently or formerly owned, leased or operated the disposal site or a site otherwise contaminated by hazardous substances. Any or all of the responsible parties may be required to bear all of the costs of cleanup regardless of fault, legality of the original disposal or ownership of the disposal site. Currently, we discharge our wastewater to CONDEA Vista, which has a permit to discharge treated wastewater into the estuary.

CONDEA Vista has agreed to retain responsibility for substantially all environmental liabilities and remediation activity relating to the vinyls business we acquired from it, including the Lake Charles, Louisiana VCM facility. For all matters of environmental contamination that were currently known at the time of acquisition (November 1999), we may make a claim for indemnification at any time. For environmental matters that were then unknown, we must generally make claims for indemnification before November 12, 2009. Further, our agreement with CONDEA Vista provides that CONDEA Vista will be subject to the presumption that all later discovered on-site environmental contamination arose before closing, and is therefore CONDEA Vista's responsibility. This presumption may only be rebutted if CONDEA Vista can show that we caused the environmental contamination by a major, un-addressed release.

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At our Lake Charles VCM facility, CONDEA Vista will continue to conduct the ongoing remediation at its expense until November 12, 2009. After November 12, 2009, we will be responsible for remediation costs up to about \$150,000 of expense per year, as well as costs in any year in excess of this annual amount up to an aggregate one-time amount of about \$2.3 million. As part of our ongoing assessment of our environmental contingencies, we determined these remediation costs to be probable and estimable and therefore maintained a \$2.2 million accrual in non-current liabilities at June 30, 2009.

As for employee and independent contractor exposure claims, CONDEA Vista is responsible for exposures before November 12, 2009, and we are responsible for exposures after November 12, 2009, on a pro rata basis determined by years of employment or service before and after November 12, 1999, by any claimant.

In May 2008, our corporate management was informed that further efforts to remediate a spill of styrene reducer at our Royal Mouldings facility in Atkins, Virginia would be necessary. The spill was the result of a supply line rupture from an external holding tank. As a result of this spill, the facility entered into a voluntary remediation agreement with the Virginia Department of Environmental Quality ("VDEQ") in August 2003 and began implementing the terms of the voluntary agreement shortly thereafter. In August 2007, the facility submitted a report on the progress of the remediation to the VDEQ. Subsequently, the VDEQ responded by indicating that continued remediation of the area impacted by the spill is required. While the additional remediation costs may exceed \$100,000, we do not expect such costs will have a material effect on our financial position, results of operations or cash flows.

We believe that we are in material compliance with all current environmental laws and regulations. We estimate that any expenses incurred in maintaining compliance with these requirements will not materially affect earnings or cause us to exceed our level of anticipated capital expenditures. However, there can be no assurance that regulatory requirements will not change, and it is not possible to accurately predict the aggregate cost of compliance resulting from any such changes.

Although we are not aware of any significant environmental liabilities associated with Royal Group, should any arise, we would have no third party indemnities for environmental liabilities, including liabilities resulting from Royal Group's operations prior to our acquisition of the company.

## **11. HEDGING TRANSACTIONS AND DERIVATIVE FINANCIAL INSTRUMENTS**

We use derivative financial instruments primarily to reduce our exposure to adverse fluctuations in interest rates, foreign currency exchange rates and commodity prices. When entered into, we formally designate and document the financial instrument as a hedge of a specific underlying exposure, as well as the risk management objectives and strategies for undertaking the hedge transactions. We formally assess, both at the inception and at least quarterly thereafter, whether the financial instruments that are used in hedging transactions are effective at offsetting changes in either the fair value or cash flows of the related underlying exposure. Because of the high degree of effectiveness between the hedging instrument and the underlying exposure being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the fair values or cash flows of the underlying exposures being hedged. Any ineffective portion of a financial instrument's change in fair value is immediately recognized in earnings. Virtually all of our derivatives are straightforward over-the-counter instruments with liquid markets. We do not enter into derivative financial instruments for speculative or trading purposes.

The fair values of derivatives used to hedge or modify our risks fluctuate over time. We do not view these fair value amounts in isolation, but rather in relation to the fair values or cash flows of the underlying hedged transaction or other exposures. The notional amounts of the derivative financial instruments do not necessarily represent amounts exchanged by the parties and, therefore, are not a direct measure of our exposure to the financial risks described above. The amounts exchanged are calculated by reference to the notional amounts and by other terms of the derivatives, such as interest rates, foreign currency exchange rates or other financial indices.

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We recognize all derivative instruments as either assets or liabilities in our consolidated balance sheets at fair value. The accounting for changes in fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. At the inception of the hedging relationship, we must designate the instrument as a fair value hedge, a cash flow hedge, or a hedge of a net investment in a foreign operation, depending on the exposure being hedged.

*Raw Materials and Natural Gas Price Risk Management.* The availability and price of our raw materials and natural gas are subject to fluctuations due to unpredictable factors in global supply and demand. To reduce price risk caused by market fluctuations, we may enter into derivative contracts, such as swaps, futures and option contracts with financial counter-parties, which are generally less than one year in duration. We designate any natural gas or raw material derivatives as cash flow hedges. Our outstanding contracts are valued at market with the offset recorded to other comprehensive income, net of applicable income taxes and any hedge ineffectiveness. Any gain or loss is recognized in cost of goods sold in the same period or periods during which the hedged transaction affects earnings. The fair value of our natural gas swap contracts was a \$0.2 million current liability at June 30, 2009. This amount reflects what we currently expect to be reflected in our operating results once our contracts are settled. The latest settlement date of these contracts is September of 2009. We do not expect any hedge ineffectiveness and thus no related impact to operating results. At December 31, 2008, fair value of our natural gas swap contracts was a current asset of \$0.2 million.

*Interest Rate Risk Management.* We maintain floating rate debt, which exposes us to changes in interest rates. Our policy is to manage our interest rate risk through the use of a combination of fixed and floating rate instruments and interest rate swap agreements. We designate interest rate derivatives as cash flow hedges. At June 30, 2009 and December 31, 2008, we had an interest rate swap designated as a cash flow hedge of underlying floating rate debt obligations, with a current liability of \$1.5 million and \$2.9 million, respectively. Our outstanding interest rate swap hedge at June 30, 2009 has an expiration date of November 2009. The effective portion of the mark-to-market effects of our cash flow hedge instruments is recorded in accumulated other comprehensive income ("AOCI") until the underlying interest payment affects income. The amount in our current liability reflects what we currently expect to be reflected in our results of operations once the interest rate swap is settled. Our interest rate swap contract is expected to settle in November 2009. We do not expect any hedge ineffectiveness and thus no related impact to operating results. The unrealized amounts in AOCI will fluctuate based on changes in the fair value of open contracts at the end of each reporting period. During the six months ended June 30, 2009 and 2008, the impact on the consolidated financial statements due to interest rate hedge ineffectiveness was immaterial.

## **12. EARNINGS PER SHARE**

We calculate earnings per share in accordance with EITF Issue No. 03-6 *Participating Securities and the Two-Class Method under FASB Statement No. 128*, or EITF Issue No. 03-6, and FSP EITF 03-6-1 *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, or FSP EITF 03-6-1. In accordance with FSP EITF 03-6-1, share-based awards with non-forfeitable dividends are classified as participating securities. In calculating basic earnings per share, this method requires net income to be reduced by the amount of dividends declared in the current period for each participating security and by the contractual amount of dividends or other participation payments that are paid or accumulated for the current period. Undistributed earnings for the period are allocated to participating securities based on the contractual participation rights of the security to share in those current earnings assuming all earnings for the period are distributed. Recipients of our restricted stock awards have contractual participation rights that are equivalent to those of common stockholders. Therefore, we allocate undistributed earnings to restricted stock and common stockholders based on their respective ownership percentage, as of the end of the period.



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EITF Issue No. 03-6 also requires companies with participating securities to calculate diluted earnings per share using the two class method in accordance with the provisions of SFAS No. 128 *Earnings Per Share* ("SFAS No. 128"). The two-class method requires the denominator to include the weighted average restricted stock along with the additional share equivalents from the assumed conversion of stock options calculated using the treasury stock method, subject to the anti-dilution provisions of SFAS No. 128. EITF Issue No. 03-6 has been retroactively applied for all periods presented.

The following table presents the computation of basic and diluted (loss) earnings per share:

<b>Basic and Diluted (Loss) Earnings Per Share Two-class Method</b>	<b>Three months ended</b>	
	<b>June 30,</b>	
<b>In thousands, except per share data</b>	<b>2009(a)</b>	<b>2008</b>
<b>Basic (Loss) earnings per share</b>		
Undistributed (loss) income	\$ (2,951)	\$ 25,146
Restricted stock ownership		% 1%
Restricted stock interest on undistributed income	\$	\$ 308
Weighted average restricted shares Basic	10	17
Total restricted shareholders basic earnings (loss) per share	\$	\$ 18.01
Undistributed (loss) income	\$ (2,951)	\$ 25,146
Common stock ownership	100%	99%
Common stockholders interest in undistributed (loss) income	\$ (2,951)	\$ 24,838
Weighted average common shares Basic	1,385	1,379
Total common shareholders basic (loss) earnings per share	\$ (2.13)	\$ 18.01
<b>Diluted (Loss) Earnings per share</b>		
Common stockholders interest in undistributed (loss) income	\$ (2,951)	\$ 24,838
Add: Undistributed earnings (loss) restricted stock		308
Undistributed (loss) income used in diluted earnings per share	\$ (2,951)	\$ 25,146
Weighted average common shares basic	1,385	1,379
Weighted average restricted shares-basic		17
Weighted average shares diluted	1,385	1,396
Total diluted (loss) earnings per share	\$ (2.13)	\$ 18.01

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Basic and Diluted Earnings (Loss) Per Share Two-class Method In thousands, except per share data	Six months ended June 30,	
	2009	2008(a)
<b>Basic Earnings (Loss) per share</b>		
Undistributed income (loss)	\$ 45,333	\$ (47,139)
Restricted stock ownership	1%	%
Restricted stock interest on undistributed income	\$ 385	\$
Weighted average restricted shares Basic	12	16
Total restricted shareholders basic earnings (loss) per share	\$ 32.50	\$
Undistributed income (loss)	\$ 45,333	\$ (47,139)
Common stock ownership	99%	100%
Common stockholders interest in undistributed income (loss)	\$ 44,948	\$ (47,139)
Weighted average common shares Basic	1,383	1,378
Total common shareholders basic earnings (loss) per share	\$ 32.50	\$ (34.21)
<b>Diluted Earnings (Loss) per share</b>		
Common stockholders interest in undistributed income (loss)	\$ 44,948	\$ (47,139)
Add: Undistributed earnings (loss) restricted stock	385	
Undistributed income (loss) used in diluted earnings per share	\$ 45,333	\$ (47,139)
Weighted average common shares basic	1,383	1,378
Weighted average restricted shares-basic	12	
Stock Options	5	
Weighted average shares diluted	1,400	1,378
Total diluted earnings (loss) per share	\$ 32.38	\$ (34.21)

(a)

In accordance with EITF Issue No. 03-6, undistributed losses have been entirely allocated to the common stockholders and corresponding common stockholders basic and diluted loss per share due to the fact that the restricted stock owners are not contractually obligated to share in the losses of the Company.

Diluted earnings (loss) per share reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in our earnings. Dilutive common stock options are included in the diluted earnings per share calculation using the treasury stock method. Options to purchase 0.2 million shares of common stock were not included in the computation of diluted earnings per share as a result of their anti-dilutive effect for the six months ended June 30, 2009. In computing diluted earnings per share for the three months ended June 30, 2009 and the six months ended June 30, 2008, all common stock equivalents were excluded as a result of their anti-dilutive effect. Options to purchase 0.1 million shares of common stock were not included in the computation of diluted earnings per share as a result of their anti-dilutive effect for the three months ended June 30, 2008.

**13. STOCK-BASED COMPENSATION**

Under the 1998 and 2002 Equity and Performance Incentive Plans, we are authorized by our stockholders to grant awards for up to 280,000 shares of our common stock to employees and non-employee directors. As of June 30, 2009, we had various types of share-based payment arrangements with our employees and non-employee directors including restricted and deferred stock units, and employee stock options.



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*Stock Options.* For the six months ended June 30, 2009 and 2008, we granted options to purchase 50,708 and 31,125 shares, respectively, to employees and non-employee directors. Option prices are equal to the closing price of our common stock on the date of grant. Options vest over a one or three-year period from the date of grant and expire no more than ten years after the date of grant.

*Stock-based Compensation related to Stock Options.* The fair value of stock options granted has been estimated as of the date of grant using the Black-Scholes option-pricing model. The use of a valuation model requires us to make certain assumptions with respect to selected model inputs. We use the historical volatility for our stock, as we believe that historical volatility is more representative than implied volatility. The expected life of the awards is based on historical and other economic data trended into the future. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on our history and expectation of dividend payouts. The weighted average fair value derived from the Black-Scholes model and the related weighted-average assumptions used in the model are as follows:

	Stock Option Grants six months ended June 30,	
	2009	2008
Grant date fair value	\$ 17.02	\$ 57.75
Assumptions		
Risk-free interest rate	2.12%	2.86%
Expected life	6.0 years	6.0 years
Expected volatility	100%	53%
Expected dividend yield	0.00%	4.79%

A summary of stock option activity under all plans for the six months ended June 30, 2009, is as follows:

	Shares	Six months ended June 30, 2009		Aggregate Intrinsic Value (In thousands)
		Weighted Average Exercise Price	Weighted Average Remaining Contractual Terms	
Outstanding on January 1, 2009	124,859	\$ 536.58		
Granted	50,708	21.46		
Exercised				
Forfeited	(563)	122.27		
Expired	(4,184)	1,065.20		
Outstanding on June 30, 2009	170,820	372.38	6.8	\$
Vested or expected to vest at June 30, 2009	169,722	374.12	6.8	
Exercisable on June 30, 2009	89,380	620.50	4.6	
Shares available on June 30, 2009 for options that may be granted	13,390			

Compensation expense, net of tax, for the six months ended June 30, 2009 and 2008 from stock options was approximately \$1.4 million and \$0.7 million, respectively.

*Restricted and Deferred Stock.* During the six months ended June 30, 2009 and 2008, we granted nil and 10,791 shares of restricted stock units, restricted stock and deferred stock units, respectively, to our key employees and non-employee directors. The restricted stock units and restricted stock vest over a three-year period and the deferred stock units vest over a one-year period. The weighted average grant date fair value per share of restricted and deferred stock units and restricted stock granted during the six

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months ended June 30, 2009 and 2008 was nil and \$169.25, respectively, which is based on the stock price as of the date of grant. Compensation expense, net of tax, for the six months ended June 30, 2009 and 2008 from restricted stock units, restricted stock and deferred stock units was \$0.6 million and \$0.8 million, respectively. A summary of restricted stock and deferred stock units and related changes therein is as follows:

	Shares	Six months ended June 30, 2009		Aggregate Intrinsic Value (In thousands)
		Weighted Average Remaining Contractual Terms	Weighted Average Grant Date Fair Value	
Outstanding on January 1, 2009	17,927		\$ 330.57	
Granted				
Vested	(7,401)		386.09	
Forfeited	(113)		228.78	
Outstanding on June 30, 2009	10,413	1.0 years	\$ 292.18	\$ 7
Vested or expected to vest at June 30, 2009	10,224	1.0 years	\$ 295.99	\$ 6

As of June 30, 2009 and 2008, we had approximately \$2.7 million and \$5.0 million of total unrecognized compensation cost related to nonvested share-based compensation which we will record in our statements of operations over a weighted average recognition period of approximately two years. The total fair value of shares vested during the six months ended June 30, 2009 and 2008 was \$5.3 million and \$6.6 million, respectively. For additional information about our share-based payment awards, refer to Note 14 of the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K.

**14. EMPLOYEE RETIREMENT PLANS**

The following table provides the components for the net periodic benefit cost for all of our pension plans:

In thousands	Three months ended June 30,		Six months ended June 30,	
	2009	2008	2009	2008
Components of net periodic benefit cost:				
Service cost	\$ 74	\$ 1,379	\$ 1,273	\$ 2,757
Interest cost	1,927	1,868	3,822	3,735
Expected return on assets	(2,137)	(2,760)	(4,223)	(5,519)
Amortization of:				
Prior service credit			(129)	
Curtailment gain		(132)	(4,302)	(264)
Actuarial loss (gain)	218	(3)	926	(6)
Total net periodic benefit (income) costs	\$ 82	\$ 352	\$ (2,633)	\$ 703

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Our major assumptions used to determine the net periodic benefit cost for our U.S. pension plans are presented as follows:

	Six months ended June 30,	
	2009	2008
Discount rate	6.50%	6.25%
Expected return on assets	8.75%	8.00%
Rate of compensation increase	4.51%	4.26%

In February 2009, upon approval by the Compensation Committee of the Board of Directors, we announced to our U.S. employees that we were freezing the benefits for the Georgia Gulf Corporation Retirement Plan (the "Plan") as of March 31, 2009. As a result, we recognized a \$4.3 million curtailment gain for the six months ended June 30, 2009. In addition, as a result of freezing the pension benefits on March 31, 2009, we changed the amortization methodology for gains and losses from the average expected future service period for active plan participants to the average expected future lifetime for all plan participants. This change in amortization method will decrease pension costs from April 1, 2009 through December 31, 2009 by approximately \$1.5 million.

In connection with the closure of our Sarnia, Ontario PVC resin manufacturing facility in December 2008, the Compensation Committee of the Board of Directors also approved the wind up of the Canadian Pension and Other Post-retirement Benefits Plans. As a result, a curtailment gain of approximately \$2.0 million will be recognized during the third quarter of 2009 when the remaining employees are released and the plant decommissioning is complete.

For the three and six months ended June 30, 2009, we made no contributions to the U.S. pension plan trust. We made contributions in the form of direct benefit payments for the U.S. pension plans in the six months ended June 30, 2009 and 2008 of approximately \$0.4 million and \$0.1 million, respectively.

## 15. COMPREHENSIVE INCOME (LOSS) INFORMATION

Our comprehensive income (loss) includes foreign currency translation of assets and liabilities of foreign subsidiaries, effects of exchange rate changes on intercompany balances of a long-term nature, unrealized gains and losses on derivative financial instruments designated as cash flow hedges, and adjustments to pension liabilities as required by SFAS No. 158. The components of accumulated other comprehensive income (loss) and total comprehensive income (loss) are shown as follows:

### Accumulated other comprehensive loss net of tax

In thousands	June 30, 2009	December 31, 2008
Unrealized losses on derivative contracts	\$ (1,032)	\$ (1,661)
Pension liability adjustment including affect of SFAS No. 158	(18,194)	(18,908)
Cumulative currency translation adjustment	1,121	(6,686)
Accumulated other comprehensive loss	\$ (18,105)	\$ (27,255)

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The components of total comprehensive income (loss) are as follows:

**Total comprehensive income (loss)**

In thousands	Three months ended		Six months ended	
	June 30,		June 30,	
	2009	2008	2009	2008
Net (loss) income	\$ (2,951)	\$ 27,941	\$ 45,333	\$ (41,551)
Unrealized losses on derivative contracts	1,862	1,937	629	(89)
Pension liability adjustment including affect of SFAS No. 158	478	(80)	714	(101)
Cumulative currency translation adjustment	12,380	2,349	7,807	(9,670)
<b>Total comprehensive income (loss)</b>	<b>\$ 11,769</b>	<b>\$ 32,147</b>	<b>\$ 54,483</b>	<b>\$ (51,411)</b>

**16. INCOME TAXES**

Our effective income tax rates for the three and six months ended June 30, 2009 were 92.0 percent and negative 97.1 percent, respectively, as compared to 10.8 percent and 10.2 percent, as reported for the three and six months ended June 30, 2008, respectively. The difference in the rate as compared to the U.S. statutory federal income tax rate in 2009 was primarily due to federal and state income tax credits including credits earned from timely repayment of the Mississippi Industrial Development Bond, and the valuation allowance in Canada. In 1994, we entered into an Industrial Revenue Bond agreement with the state of Mississippi. The terms of the bond provided that repayment of the bond principal and interest creates state income tax credits. The bond was fully repaid on in May 2009 resulting in significant state income tax credits being generated in 2009. The credits do not expire. The difference in the rate as compared to the U.S. statutory federal income tax rate in 2008 was primarily due to federal and state income tax credits, the reversal of the interest accrued on the Quebec Trust matter discussed below and the valuation allowance in Canada. As previously disclosed in Note 16 in the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K, we are not recognizing a tax benefit for the net operating losses in Canada, as we have determined that we have not met the SFAS No. 109, *Accounting for Income Taxes*, criteria to allow us to realize such benefits.

In March 2008, we reached a settlement with the provinces of Quebec and Ontario and the Canada Customs and Revenue Agency with respect to their assessments resulting from the retroactive application of tax law changes promulgated by Bill 15, which amended the Quebec Taxation Act and other legislative provisions. Over the last several years, Royal Group, in connection with its tax advisors, established tax structures that used a Quebec Trust to minimize its overall tax liabilities in Canada. Bill 15 eliminated the ability to use the Quebec Trust structure on a retroactive basis. As of December 31, 2007, we had recorded a liability for the unrecognized tax benefit of \$46.1 million related to the Quebec Trust matter. We settled this matter with all relevant jurisdictions by making cash payments totaling \$20.1 million. In the first quarter of 2008 we recognized an income tax benefit of \$9.2 million related to the reversal of \$5.8 million in interest accrued on this liability and the reversal of \$3.4 million in a previously established valuation allowance for net operating loss carry forwards, the value of which was realized via this settlement. In addition, we reduced goodwill by \$16.5 million as a result of the settlement of the preacquisition tax contingency. Finally, we were able to release a letter of credit in favor of the trustee for the Quebec Trust of Canadian \$44.0 million.

Subsequent to the issuance of our interim financial statements for the period ended March 31, 2008, we identified a computational error in the calculation of the estimated 2008 effective income tax rate for our U.S. operations. This error resulted in an understatement of the previously reported income tax benefit for the quarter ended March 31, 2008 of \$4.4 million (\$0.13 per share) and an equal offsetting

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understatement of income tax expense for the three months ended June 30, 2008, the period in which the error was identified and corrected. We have evaluated this error in accordance with the pertinent GAAP guidance and determined that the impact of the \$4.4 million adjustment, which was corrected during the quarter ended June 30, 2008, was not material to our condensed consolidated balance sheet as of March 31, 2008 or our condensed consolidated statement of operations for the three months ended March 31, 2008 and June 30, 2008.

**17. FAIR VALUE OF FINANCIAL INSTRUMENTS**

Financial instruments consist primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, long-term debt, and interest rate swap contracts. The carrying amount of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate their fair value because of the nature of such instruments. The fair value of our senior secured credit facility is based on present rates for indebtedness with similar amounts, durations and credit risk. The fair values of our 7.125 percent senior notes, our 9.5 percent senior notes, our 10.75 percent senior subordinated notes, our interest rate swap contracts, and our natural gas swap contract are based on quoted market values.

SFAS No. 157 establishes a fair value hierarchy that prioritizes observable and unobservable inputs to valuation techniques used to measure fair value. These levels, in order of highest to lowest priority are described below:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities at the measurement date.

Level 2 Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3 Prices that are unobservable for the asset or liability and are developed based on the best information available in the circumstances, which might include the company's own data.

Our interest rate swaps and natural gas swap contracts are fair valued with Level 2 inputs. For further details concerning our derivative instruments, refer to Note 11, "Hedging Transactions and Derivative Financial Instruments."

The following is a summary of the carrying values and estimated fair values of our fixed-rate long-term debt, interest rate swaps and natural gas swaps as of June 30, 2009 and December 31, 2008:

In thousands	June 30, 2009		December 31, 2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Level 1</b>				
Long-term debt:				
7.125% senior notes due 2013	\$ 100,000	\$ 28,000	\$ 100,000	\$ 30,000
9.5% senior notes due 2014	497,421	154,201	497,240	152,500
10.75% senior subordinated notes due 2016	197,514	19,258	197,407	48,000
<b>Level 2</b>				
Long-term debt:				
Revolving credit facility expires 2011	227,810	180,767	125,762	89,920
Term loan B due 2013	210,813	281,134	350,350	229,479
Derivative instruments:				
Interest rate swap contracts	(1,492)	(1,492)	(2,850)	(2,850)
Natural gas swap contracts	(168)	(168)	179	179



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We have identified four reportable segments through which we conduct our operating activities: (i) chlorovinyls; (ii) window and door profiles and mouldings products; (iii) outdoor building products; and (iv) aromatics. These four segments reflect the organization used by our management for purposes of allocating resources, and assessing performance. The chlorovinyls segment is a highly integrated chain of products, which includes chlorine, caustic soda, VCM and vinyl resins and compounds. Our vinyl-based building and home improvement products are marketed under the Royal Group brand names, and are managed within two reportable segments: window and door profiles and mouldings products and outdoor building products. Outdoor building products include siding, pipe and pipe fittings, deck, fence and rail products, and until March 2008, outdoor storage buildings. The aromatics segment is also integrated and includes cumene and the co-products phenol and acetone.

Earnings of our segments exclude interest income and expense, unallocated corporate expenses and general plant services, provision for income taxes and costs of our receivables securitization program. Transactions between operating segments are valued at market-based prices. The revenues generated by these transfers are provided in the following table.

The accounting policies of the reportable segments are the same as those described in Note 1 of the Notes to Consolidated Financial Statements in our annual report on Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K.

In thousands	Chlorovinyls	Aromatics	Window and Door Profiles and Mouldings Products	Outdoor Building Products	Eliminations, Unallocated and Other	Total
<b>Three months ended June 30, 2009:</b>						
Net sales	\$ 232,045	\$ 75,953	\$ 92,389	\$ 123,956	\$	\$ 524,343
Intersegment revenues	71,398		588	50	(72,036)	
Long-lived asset impairment charges	478		15,712			16,190
Restructuring costs	1,432		2,102	281		3,815
(Gain) loss on sale of assets, net			(24)	24		
Operating (loss) income	24,376	7,888	(15,984)	8,381	(19,531)	5,130
Depreciation and amortization	14,520	1,124	6,911	2,831	3,350	28,736
<b>Three months ended June 30, 2008:</b>						
Net sales	\$ 401,793	\$ 162,652	\$ 118,308	\$ 167,090	\$	\$ 849,843
Intersegment revenues	92,073		397		(92,470)	
Long-lived asset impairment charges	29		75	87		191
Restructuring costs	1,265		123	60		1,448
(Gain) loss on sale of assets, net	(2,325)		(34)	(82)	(28,830)	(31,271)
Operating (loss) income	38,793	(3,053)	(1,559)	5,165	23,756	63,102
Depreciation and amortization	18,401	1,569	11,722	3,797	1,732	37,221

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In thousands	Chlorovinyls	Aromatics	Window and Door Profiles and Mouldings Products	Outdoor Building Products	Eliminations, Unallocated and Other	Total
<b>Six months ended June 30, 2009:</b>						
Net sales	\$ 473,783	\$ 127,458	\$ 143,074	\$ 187,359	\$	\$ 931,674
Intersegment revenues	111,179		802	50	(112,031)	
Long-lived asset impairment charges	478		15,712			16,190
Restructuring costs	3,474		3,316	2,595	2,468	11,853
(Gain) loss on sale of assets, net			(24)	86		62
Operating (loss) income	44,892	8,362	(33,536)	(8,346)	(31,947)	(20,575)
Depreciation and amortization	30,671	2,259	13,734	5,471	7,317	59,452
<b>Six months ended June 30, 2008:</b>						
Net sales	\$ 742,970	\$ 350,661	\$ 204,077	\$ 264,596	\$	\$ 1,562,304
Intersegment revenues	135,770		1,890	1,731	(139,391)	
Long-lived asset impairment charges	15,979		75	125		16,179
Restructuring costs	1,711		1,208	4,670		7,589
(Gain) loss on sale of assets, net	(1,702)		1,270	1,947	(28,830)	(27,315)
Operating (loss) income	36,691	(2,826)	(15,382)	(14,810)	14,662	18,335
Depreciation and amortization	37,955	3,292	23,428	7,900	3,449	76,024

**19. SUBSEQUENT EVENTS**

On July 28, 2009 we effected a 1-for-25 reverse stock split of our common stock. This reverse stock split has been reflected in share data and earnings per share data contained herein for all periods presented. The par value of the stock remained at \$0.01 per share. Accordingly, adjustments from paid-in capital to common stock were made to preserve the par value of the post-split shares.

On July 29, 2009, we consummated a private exchange of our equity securities for approximately \$736.0 million, or 92.0 percent, in aggregate principal amount of our outstanding 7.125 percent Senior Notes due 2013 (the "2013 notes"), 9.5 percent Senior Notes due 2014 (the "2014 notes"), and 10.75 percent Subordinated Notes due 2016 (the "2016 notes"). The \$736.0 million was comprised of \$91.0 million of the \$100 million of 2013 notes, \$486.8 million of the \$500 million of 2014 notes, and \$158.1 million of the \$200 million of 2016 notes. An aggregate of approximately 30.2 million shares of convertible preferred stock and 1.3 million shares of common stock were issued in exchange for the tendered notes. In exchange for each \$1,000 in principal amount of the 2013 notes and 2014 notes, the Company issued 47.30 shares of convertible preferred stock and 2.11 shares of common stock and in exchange for each \$1,000 in principal amount of the 2016 notes, the Company issued 18.36 shares of convertible preferred stock and 0.82 shares of common stock. Currently approximately \$10.0 million of principal amount of notes, contractually committed to be exchanged, had not been delivered. The cancellation of debt impact of this debt for equity exchange has not been reflected in the operating results for the three or six months ended June 30, 2009.

In conjunction with the debt exchange we implemented the 1-for-25 reverse stock split, which reduced the outstanding common shares, before the issuance of common shares in the debt exchange, to approximately 1.4 million shares.

In conjunction with the acceptance of the private debt exchange offers, we obtained an amendment to our senior secured credit agreement that adjusts the financial covenants to reflect current market conditions as well as the impact of the private debt exchanges. The maximum leverage ratios and minimum interest covenant ratios were adjusted favorably for the Company through the term of the revolving credit facility. The amendment added a new minimum fixed charge coverage ratio covenant and a maximum

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senior secured leverage ratio covenant, and eliminated the minimum Consolidated EBITDA covenant. The capital expenditure limitations established by the amendment are \$45.0 million in 2010 and \$50.0 million per year thereafter. The amendment also allows us to use 50 percent of the first \$45.0 million of net cash proceeds from asset dispositions to make additional capital expenditures, subject to certain annual limitations and minimum EBITDA requirements. The amendment replaced the \$75.0 million minimum revolver availability requirement by permanently reducing the aggregate revolving commitments from \$375.0 million to \$300.0 million.

In connection with the exchange offers, our Board of Directors has approved, and will recommend for approval by our stockholders, an amendment to our charter to increase the number of shares of common stock to 100 million and a new equity incentive plan for the issuance of equity awards of the Company's common shares to Company employees. Upon approval of the charter amendment to increase the number of authorized common shares, the shares of convertible preferred stock issued in the exchange offers will automatically convert into shares of the Company's common stock on a one-for-one basis.

We have evaluated subsequent events through August 10, 2009 as such date is the last reasonably practical date prior to the issuance of these financial statements.

**20. SUPPLEMENTAL GUARANTOR INFORMATION**

Our payment obligations under the indentures for our unsecured 7.125 percent senior notes, our unsecured 9.5 percent senior notes, and our unsecured 10.75 percent senior subordinated notes are guaranteed by Great River Oil & Gas Corporation, Georgia Gulf Lake Charles, LLC, Georgia Gulf Chemicals & Vinyls, LLC, and Royal Plastics Group (USA) Limited, Rome Delaware Corporation, Plastic Trends, Inc., Royal Outdoor Products, Inc., Royal Window and Door Profiles Plant 13 Inc., Royal Window and Door Profiles Plant 14 Inc. and Royal Window Coverings (USA) LP, all of which are wholly owned subsidiaries (the "Guarantor Subsidiaries") of Georgia Gulf Corporation. The guarantees are full, unconditional and joint and several. Georgia Gulf is in essence a holding company for all of its wholly and majority owned subsidiaries. The following condensed consolidating balance sheets, statements of operations and statements of cash flows present the combined financial statements of the parent company, and the combined financial statements of our Guarantor Subsidiaries and our remaining subsidiaries (the "Non-Guarantor Subsidiaries"). Separate financial statements of the Guarantor Subsidiaries are not presented because we have determined that they would not be material to investors.

Provisions in our senior secured credit facility limit payment of dividends, distributions, loans and advances to us by our subsidiaries.

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## Georgia Gulf Corporation and Subsidiaries

## Supplemental Condensed Consolidating Balance Sheet Information

June 30, 2009

(Unaudited)

(In thousands)	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash and cash equivalents	\$	\$ 26,306	\$ 77,994	\$	\$ 104,300
Receivables, net	24,100	280,272	199,628	(338,128)	165,872
Inventories		130,103	79,677		209,780
Prepaid expenses	3,969	33,218	5,316		42,503
Income tax receivable	(984)	3,352	1,580		3,948
Deferred income taxes	564	20,857			21,421
<b>Total current assets</b>	<b>27,649</b>	<b>494,108</b>	<b>364,195</b>	<b>(338,128)</b>	<b>547,824</b>
Property, plant and equipment, net	211	495,837	227,884		723,932
Long-term receivables affiliates	392,740			(392,740)	
Goodwill		97,571	96,197		193,768
Intangibles, net		13,392	2,114		15,506
Other assets, net	25,493	88,391	24,735		138,619
Non-current assets held-for-sale		1,363			1,363
Investment in subsidiaries	941,286	129,353		(1,070,639)	
<b>Total assets</b>	<b>\$ 1,387,379</b>	<b>\$ 1,320,015</b>	<b>\$ 715,125</b>	<b>\$ (1,801,507)</b>	<b>\$ 1,621,012</b>
Current portion of long-term debt	\$ 55,760	\$	\$	\$	\$ 55,760
Accounts payable	259,733	126,325	42,587	(338,128)	90,517
Interest payable	54,263		536		54,799
Income tax payable		2,208	1,394		3,602
Accrued compensation	503	3,820	4,859		9,182
Liability for unrecognized income tax benefits and other tax reserves		3,453	5,650		9,103
Other accrued liabilities	2,228	19,037	32,532		53,797
<b>Total current liabilities</b>	<b>372,487</b>	<b>154,843</b>	<b>87,558</b>	<b>(338,128)</b>	<b>276,760</b>
Long-term debt, less current portion	1,090,871	67	198,120		1,289,058
Long-term payables affiliates			392,740	(392,740)	
Liability for unrecognized income tax benefits		6,558	49,808		56,366
Deferred income taxes	4,888	44,286	619		49,793
Other non-current liabilities	4,595	27,256	2,646		34,497
<b>Total liabilities</b>	<b>1,472,841</b>	<b>233,010</b>	<b>731,491</b>	<b>(730,868)</b>	<b>1,706,474</b>
Total stockholders' deficit	(85,462)	1,087,005	(16,366)	(1,070,639)	(85,462)
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 1,387,379</b>	<b>\$ 1,320,015</b>	<b>\$ 715,125</b>	<b>\$ (1,801,507)</b>	<b>\$ 1,621,012</b>



Table of Contents**Georgia Gulf Corporation and Subsidiaries****Supplemental Condensed Consolidating Balance Sheet Information****December 31, 2008****(Unaudited)**

<b>(In thousands)</b>	<b>Parent Company</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Cash and cash equivalents	\$	\$ 49,724	\$ 40,251	\$	\$ 89,975
Receivables, net	72,753	273,053	192,176	(420,695)	117,287
Inventories		143,845	96,354		240,199
Prepaid expenses	97	16,818	4,445		21,360
Income tax receivable	(984)	1,856	1,392		2,264
Deferred income taxes	1,078	21,427			22,505
<b>Total current assets</b>	<b>72,944</b>	<b>506,723</b>	<b>334,618</b>	<b>(420,695)</b>	<b>493,590</b>
Property, plant and equipment, net	226	521,837	238,697		760,760
Long-term receivables affiliates	373,417			(373,417)	
Goodwill		97,572	91,431		189,003
Intangibles, net		13,898	2,007		15,905
Other assets, net	39,968	95,997	14,678		150,643
Non-current assets held-for-sale		500			500
Investment in subsidiaries	961,703	139,570		(1,101,273)	
<b>Total assets</b>	<b>\$ 1,448,258</b>	<b>\$ 1,376,097</b>	<b>\$ 681,431</b>	<b>\$ (1,895,385)</b>	<b>\$ 1,610,401</b>
Current portion of long-term debt	\$ 56,790	\$ 53	\$	\$	\$ 56,843
Accounts payable	261,795	175,439	88,513	(420,695)	105,052
Interest payable	16,115				16,115
Income tax payable		1,988	1,488		3,476
Accrued compensation	159	4,052	5,679		9,890
Liability for unrecognized income tax benefits and other tax reserves		4,829	22,505		27,334
Other accrued liabilities	3,341	18,069	28,283		49,693
<b>Total current liabilities</b>	<b>338,200</b>	<b>204,430</b>	<b>146,468</b>	<b>(420,695)</b>	<b>268,403</b>
Long-term debt, less current portion	1,245,886	41	91,380		1,337,307
Long-term payables affiliates			373,417	(373,417)	
Liability for unrecognized income tax benefits		6,597	27,995		34,592
Deferred income taxes	(957)	70,509	589		70,141
Other non-current liabilities	5,057	31,491	3,338		39,886
<b>Total liabilities</b>	<b>1,588,186</b>	<b>313,068</b>	<b>643,187</b>	<b>(794,112)</b>	<b>1,750,329</b>
Stockholders' (deficit) equity	(139,928)	1,063,029	38,244	(1,101,273)	(139,928)
<b>Total liabilities and stockholders' (deficit) equity</b>	<b>\$ 1,448,258</b>	<b>\$ 1,376,097</b>	<b>\$ 681,431</b>	<b>\$ (1,895,385)</b>	<b>\$ 1,610,401</b>



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## Georgia Gulf Corporation and Subsidiaries

## Supplemental Condensed Consolidating Statement of Operations Information

Three Months Ended June 30, 2009

(Unaudited)

(In thousands)	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 3,806	\$ 411,093	\$ 151,239	\$ (41,795)	\$ 524,343
<b>Operating costs and expenses:</b>					
Cost of sales	11	357,717	128,732	(37,499)	448,961
Selling, general and administrative expenses	14,800	22,305	17,438	(4,296)	50,247
Long-lived asset impairment charges		7,166	9,024		16,190
Restructuring costs		230	3,585		3,815
(Gain) Loss on sale of assets, net		(2)	2		
<b>Total operating costs and expenses</b>	<b>14,811</b>	<b>387,416</b>	<b>158,781</b>	<b>(41,795)</b>	<b>519,213</b>
<b>Operating income (loss)</b>	<b>(11,005)</b>	<b>23,677</b>	<b>(7,542)</b>		<b>5,130</b>
<b>Other income (expense):</b>					
<b>Gain on the substantial modification of debt</b>					
Interest expense, net	(42,538)	6,328	(5,137)		(41,347)
Foreign exchange gain (loss)	15	43	(1,013)		(955)
Equity in income of subsidiaries	4,184	(3,998)		(186)	
Intercompany interest income (expense)	1,602		(1,602)		
<b>(Loss) income from continuing operations before income taxes</b>	<b>(47,742)</b>	<b>26,050</b>	<b>(15,294)</b>	<b>(186)</b>	<b>(37,172)</b>
<b>Provision (benefit) for income taxes</b>	<b>(44,791)</b>	<b>9,306</b>	<b>1,264</b>		<b>(34,221)</b>
<b>Net income (loss)</b>	<b>\$ (2,951)</b>	<b>\$ 16,744</b>	<b>\$ (16,558)</b>	<b>\$ (186)</b>	<b>\$ (2,951)</b>



Table of Contents**Georgia Gulf Corporation and Subsidiaries****Supplemental Condensed Consolidating Statement of Operations Information****Three Months Ended June 30, 2008****(Unaudited)**

<b>In thousands</b>	<b>Parent Company</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$ 3,149	\$ 642,514	\$ 223,208	\$ (19,028)	\$ 849,843
Operating costs and expenses:					
Cost of sales		594,062	196,991	(13,286)	777,767
Selling, general and administrative expenses	4,062	19,928	20,358	(5,742)	38,606
Asset gains, impairment, exit costs and other, net		(29,787)	155		(29,632)
Total operating costs and expenses	4,062	584,203	217,504	(19,028)	786,741
Operating income (loss)	(913)	58,311	5,704		63,102
Other (expense) income:					
Interest expense, net	(30,614)	1,619	(4,242)		(33,237)
Foreign exchange gain (loss)	(53)	(2)	1,502		1,447
Equity in income of subsidiaries	51,805	191		(51,996)	
Intercompany interest income (expense)	5,082		(5,082)		
Income (loss) from continuing operations before income taxes	25,307	60,119	(2,118)	(51,996)	31,312
Provision (benefit) for income taxes	(2,634)	4,533	1,472		3,371
Net income (loss)	\$ 27,941	\$ 55,586	\$ (3,590)	\$ (51,996)	\$ 27,941

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## Georgia Gulf Corporation and Subsidiaries

## Supplemental Condensed Consolidating Statement of Operations Information

Six Months Ended June 30, 2009

(Unaudited)

(In thousands)	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ 7,647	\$ 764,807	\$ 227,470	\$ (68,250)	\$ 931,674
<b>Operating costs and expenses:</b>					
Cost of sales	9	690,804	209,998	(59,528)	841,283
Selling, general and administrative expenses	20,384	40,962	30,237	(8,722)	82,861
Long-lived asset impairment charges		7,166	9,024		16,190
Restructuring costs	2,468	324	9,061		11,853
(Gain) Loss on sale of assets		(2)	64		62
<b>Total operating costs and expenses</b>	<b>22,861</b>	<b>739,254</b>	<b>258,384</b>	<b>(68,250)</b>	<b>952,249</b>
<b>Operating income (loss)</b>	<b>(15,214)</b>	<b>25,553</b>	<b>(30,914)</b>		<b>(20,575)</b>
<b>Other income (expense):</b>					
Gain on the substantial modification of debt	121,700		(667)		121,033
Interest expense, net	(79,961)	11,900	(8,458)		(76,519)
Foreign exchange gain (loss)	(17)	43	(959)		(933)
Equity in income of subsidiaries	(13,679)	(9,915)		23,594	
Intercompany interest income (expense)	4,007		(4,007)		
<b>(Loss) income from continuing operations before income taxes</b>	<b>16,836</b>	<b>27,581</b>	<b>(45,005)</b>	<b>23,594</b>	<b>23,006</b>
<b>Provision (benefit) for income taxes</b>	<b>(28,497)</b>	<b>3,594</b>	<b>2,576</b>		<b>(22,327)</b>
<b>Net income (loss)</b>	<b>\$ 45,333</b>	<b>\$ 23,987</b>	<b>\$ (47,581)</b>	<b>\$ 23,594</b>	<b>\$ 45,333</b>

Table of Contents**Georgia Gulf Corporation and Subsidiaries****Supplemental Condensed Consolidating Statement of Operations Information****Six Months Ended June 30, 2008****(Unaudited)**

<b>In thousands</b>	<b>Parent Company</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net sales	\$ 6,160	\$ 1,228,934	\$ 364,768	\$ (37,558)	\$ 1,562,304
Operating costs and expenses:					
Cost of sales		1,152,295	333,918	(25,060)	1,461,153
Selling, general and administrative expenses	9,995	42,259	46,607	(12,498)	86,363
Asset gains, impairment, exit costs and other, net		(13,840)	10,293		(3,547)
Total operating costs and expenses	9,995	1,180,714	390,818	(37,558)	1,543,969
Operating income (loss)	(3,835)	48,220	(26,050)		18,335
Other (expense) income:					
Interest expense, net	(61,412)	3,020	(7,484)		(65,876)
Foreign exchange (loss) gain	(203)	(4)	1,486		1,279
Equity in income of subsidiaries	6,734	(2,244)		(4,490)	
Intercompany interest income (expense)	11,690		(11,690)		
Income (loss) from continuing operations before income taxes	(47,026)	48,992	(43,738)	(4,490)	(46,262)
Provision (benefit) for income taxes	(5,475)	5,855	(5,091)		(4,711)
Net income (loss)	\$ (41,551)	\$ 43,137	\$ (38,647)	\$ (4,490)	\$ (41,551)

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## Georgia Gulf Corporation and Subsidiaries

## Supplemental Condensed Consolidating Statement of Cash Flows Information

Six Months Ended June 30, 2009

(Unaudited)

(In thousands)	Parent Company	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Net cash (used in) operating activities</b>	\$ 43,558	\$ (8,324)	\$ (55,263)	\$	\$ (20,029)
<b>Cash from investing activities:</b>					
Proceeds from insurance recoveries		1,781	199		1,980
Capital expenditures		(16,850)	(1,535)		(18,385)
Proceeds from sale of property, plant and equipment and assets held for sale			878		878
<b>Net cash (used in) provided by investing activities</b>		(15,069)	(458)		(15,527)
<b>Cash from financing activities:</b>					
Net change in revolving line of credit	201		97,949		98,150
Long-term debt payments	(18,792)				(18,792)
Purchase and retirement of common stock	(25)				(25)
Fees paid to amend debt	(24,942)		(4,719)		(29,661)
Repayment of capital lease		(26)			(26)
<b>Net cash provided by financing activities</b>	(43,558)	(26)	93,230		49,646
<b>Effect of exchange rate changes on cash</b>			235		235
<b>Net change in cash and cash equivalents</b>		(23,419)	37,744		14,325
<b>Cash and cash equivalents at beginning of period</b>		49,724	40,251		89,975
<b>Cash and cash equivalents at end of period</b>	\$	\$ 26,305	\$ 77,995	\$	\$ 104,300

Table of Contents**Georgia Gulf Corporation and Subsidiaries****Supplemental Condensed Consolidating Statement of Cash Flows Information****Six Months Ended June 30, 2008****(Unaudited)**

<b>In thousands</b>	<b>Parent Company</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
Net cash used in operating activities	\$ (115)	\$ (16,938)	\$ (62,865)	\$	\$ (79,918)
Investing activities:					
Capital expenditures		(26,618)	(5,060)		(31,678)
Proceeds from sale of property, plant and equipment		47,138	30,656		77,794
Net cash provided by investing activities		20,520	25,596		46,116
Financing activities:					
Net change in revolving line of credit	55,450		59,916		115,366
Long-term debt payments	(72,050)	(28)			(72,078)
Intercompany financing	23,099		(23,099)		
Return of internal capital		(1,499)	1,499		
Purchases and retirement of common stock	(110)				(110)
Dividends paid	(5,588)				(5,588)
Net cash provided by financing activities	801	(1,527)	38,316		37,590
Effect of exchange rate changes on cash	(686)		255		(431)
Net change in cash and cash equivalents		2,055	1,302		3,357
Cash and cash equivalents at beginning of period		8,315	912		9,227
Cash and cash equivalents at end of period	\$	\$ 10,370	\$ 2,214	\$	\$ 12,584

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We are a leading, integrated North American manufacturer of two chemical product lines, chlorovinyls and aromatics, and a manufacturer of vinyl-based building and home improvement products. Our primary chlorovinyls products are chlorine, caustic soda, vinyl chloride monomer ("VCM"), vinyl resins and vinyl compounds, and our aromatics products are cumene, phenol and acetone. Our vinyl-based building and home improvement products, marketed under Royal Group brands, include window and door profiles, mouldings, siding, pipe and pipe fittings, and deck, fence and rail.

We have identified four reportable segments through which we conduct our operating activities: (i) chlorovinyls products; (ii) window and door profiles and mouldings products; (iii) outdoor building products; and (iv) aromatics products.

**Results of Operations**

The following table sets forth our consolidated statement of operations data for each of the three and six month periods ended June 30, 2009 and 2008, and the percentage of net sales of each line item for the periods presented.

Dollars in Millions	Three months ended				Six months ended			
	June 30, 2009		June 30, 2008		June 30, 2009		June 30, 2008	
Net sales	\$ 524.3	100%	\$ 849.8	100%	\$ 931.7	100%	\$ 1,562.3	100.0%
Cost of sales	449.0	85.6%	777.7	91.5%	841.3	90.3%	1,461.1	93.5%
Gross margin	75.3	14.4%	72.1	8.5%	90.4	9.7%	101.2	6.5%
Selling, general and administrative expense	50.2	9.6%	38.6	4.6%	82.9	8.9%	86.4	5.6%
Long-lived asset impairment charges	16.2	3.1%	0.2	0.0%	16.2	1.7%	16.2	1.0%
Restructuring costs	3.8	0.7%	1.5	0.2%	11.9	1.3%	7.6	0.5%
Gain on sale of assets		%	(31.3)	(3.7)%		%	(27.3)	(1.8)%
Operating income (loss)	5.1	1.0%	63.1	7.4%	(20.6)	(2.2)%	18.3	1.2%
Gain on substantial modification of debt		%		%	121.0	13.0%		%
Net interest expense	(41.3)	(7.9)%	(33.2)	(3.9)%	(76.5)	(8.2)%	(65.9)	(4.2)%
Foreign exchange (loss) gain	(1.0)	(0.2)%	1.4	0.2%	(0.9)	(0.1)%	1.3	0.1%
Benefit from (provision for) income taxes	34.2	6.5%	(3.4)	(0.4)%	22.3	2.4%	4.7	0.3%
Net (loss) income	\$ (3.0)	(0.6)%	\$ 27.9	3.3%	\$ 45.3	4.9%	\$ (41.6)	(2.6)%

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The following table sets forth certain financial data by reportable segment for the three and six month periods ended June 30, 2009 and 2008, and the percentage of total net sales or gross margin by segment for each line item.

Dollars in Millions	Three months ended				Six months ended			
	June 30, 2009		June 30, 2008		June 30, 2009		June 30, 2008	
<b>Net sales</b>								
Chlorovinyls products	\$ 232.0	44.3%	\$ 401.8	47.3%	\$ 473.8	50.8%	\$ 743.0	47.6%
Window and door profiles and mouldings products	92.4	17.6%	118.3	13.9%	143.1	15.4%	204.1	13.1%
Outdoor building products	124.0	23.6%	167.1	19.7%	187.4	20.1%	264.6	16.9%
Aromatics products	75.9	14.5%	162.6	19.1%	127.4	13.7%	350.6	22.4%
Total net sales	\$ 524.3	100.0%	\$ 849.8	100.0%	\$ 931.7	100.0%	\$ 1,562.3	100.0%
<b>Gross margin</b>								
Chlorovinyls products	\$ 35.0	15.1%	\$ 45.8	11.4%	\$ 59.5	12.6%	\$ 70.1	9.4%
Window and door profiles and mouldings products	11.8	12.8%	10.0	8.5%	4.8	3.4%	10.5	5.1%
Outdoor building products	19.8	16.0%	18.5	11.1%	16.0	8.5%	21.7	8.2%
Aromatics products	8.7	11.5%	(2.2)	(1.4)%	10.1	7.9%	(1.1)	(0.3)%
Total gross margin	\$ 75.3	14.4%	\$ 72.1	8.5%	\$ 90.4	9.7%	\$ 101.2	6.5%

**Three Months Ended June 30, 2009 Compared With Three Months Ended June 30, 2008**

*Net Sales.* For the three months ended June 30, 2009, net sales totaled \$524.3 million, a decrease of 38 percent compared to \$849.8 million for the same quarter last year. This decrease was primarily a result of decreases in our overall sales price and volume of 29 percent and 13 percent, respectively. Our overall average sales price decrease is largely a result of decreases in the prices of vinyl resins and all of our aromatics products and an unfavorable currency impact. The sales price decreases reflect lower costs for our raw materials and natural gas. Our overall sales volume decrease is mainly attributable to a decrease in demand in North America for vinyl resins, which, in turn, is attributable to the seasonally adjusted annual U.S housing starts rate decreasing 46 percent from June of 2008 to June of this year.

Chlorovinyls segment net sales totaled \$232.0 million for the three months ended June 30, 2009, a decrease of 42 percent compared to net sales of \$401.8 million for the same period last year. Our overall average sales price and volume decreased 33 percent and 14 percent, respectively. Our overall average sales price decrease is primarily a result of decreases in the prices of vinyl resins of 43 percent and caustic soda of 36 percent. The vinyl resins sales price decrease reflects lower prices for the feedstock ethylene and natural gas. The caustic soda sales price decrease reflects an increase in supply resulting from the higher demand for its co-product chlorine, a decrease in demand due to the economic crisis effectively removing large segments of the demand for caustic through shutdowns and rate reductions by end users and much higher than normal import volumes. Our overall chlorovinyls sales volume decreased primarily as a result of the decrease in our sales volumes in North America for vinyl resins of 19 percent and caustic soda of 47 percent. Our North American sales volume decrease was offset by an increase in exports for vinyl resins of 40 percent and caustic soda of 84 percent. North American vinyl resin industry sales volume declined 10 percent as a result of the domestic sales volume decrease of 11 percent, primarily due to the decline in U.S. housing and construction and a decrease in exports of 6 percent.

Window and door profiles and mouldings products segment net sales totaled \$92.4 million for the three months ended June 30, 2009, a decrease of 22 percent (17 percent decrease on a constant currency basis) compared to \$118.3 million for the same period last year. Our overall sales volumes decreased 17 percent. North American industry wide vinyl resin extruded window and doors sales volumes declined substantially in the same period, reflecting the decline in U.S. housing. We experienced an unfavorable currency impact on our sales in Canada resulting from the weakening of the Canadian dollar against the

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U.S. dollar. During the second quarter of 2009, our window and door profiles and mouldings segment generated about 56 percent of its revenue in the U.S. and the remainder in Canada.

Outdoor building products segment net sales totaled \$124.0 million for the three months ended June 30, 2009, a decrease of 26 percent (19 percent decrease on a constant currency basis) compared to \$167.1 million for the same period last year. Our overall sales volumes decreased 12 percent. North American vinyl resin pipe, siding, fence and decking industry sales volumes declined about 10 percent, reflecting the decline in U.S. housing. In addition, sales in the second quarter of 2008 included about \$11.0 million related to the outdoor storage business, a business we divested in 2008. We experienced an unfavorable currency impact on our sales in Canada resulting from the weakening of the Canadian dollar against the U.S. dollar. During the second quarter of 2009, our outdoor building segment generated about 39 percent of its revenue in the U.S. and the remainder in Canada.

Aromatics segment net sales were \$75.9 million for the three months ended June 30, 2009, a decrease of 53 percent compared to \$162.6 million for the second quarter of 2008. Our overall average sales price decreased 47 percent as a result of decreases in the prices of cumene of 51 percent, phenol of 41 percent and acetone of 28 percent. The sales price decreases reflect lower costs for the feedstocks benzene and propylene. The North American phenol and acetone industry operating rate was approximately 52 percent for the second quarter of 2009, or down about 36 percent compared to the same period last year. The North American cumene industry operating rate was approximately 54 percent during second quarter of 2009, or about 24 percent lower than the same period last year. During the first quarter of 2009, a competitor announced the idling of a 1 billion pound cumene plant reducing North American cumene industry capacity by about 9 percent. Our overall aromatics sales volumes decreased 11 percent as a result of a decline in phenol of 50 percent and acetone of 72 percent. The phenol and acetone sales volume decrease is due to weak demand in North America caused primarily by the decline in the U.S. housing construction and automotive markets and reduced export sales. Our cumene sales volume increase of 46 percent reflects additional spot sales during the three months ended June 30, 2009.

*Gross Margin.* Total gross margin increased from 8.5 percent of sales for the three months ended June 30, 2008 to 14.4 percent of sales for the three months ended June 30, 2009. This \$3.2 million increase is due to lower feedstock costs and natural gas costs and was partially offset by lower sales volumes and sales prices. Some of our primary raw materials and natural gas costs in our chemical segments normally track crude oil and natural gas industry prices. Crude oil and natural gas industry prices experienced decreases of 52 percent and 68 percent, respectively, from the second quarter of 2008 to the second quarter of 2009. We implemented several cost savings initiatives during 2008 including the permanent closure of our 450 million pound vinyl resin plant in Sarnia, Ontario and our 500 million pound vinyl resin plant in Oklahoma City, Oklahoma, resulting in a number of cost reductions including a decrease in labor cost related to cost of sales of about \$14.6 million in the second quarter of 2009 as compared to the second quarter of 2008.

Chlorovinyls segment gross margin increased from 11.4 percent of sales for the three months ended June 30, 2008 to 15.1 percent of sales for the three months ended June 30, 2009. This margin increase primarily reflects a decrease in our raw materials and natural gas costs and cost savings initiatives implemented during 2008 partially offset by decreases in sales prices and volumes for most of our chlorovinyls products. Our overall raw materials and natural gas costs in the second quarter of 2009 decreased 61 percent compared to same quarter of 2008. Our chlorovinyls operating rate increased from about 72 percent for the second quarter of 2008 to about 79 percent for the second quarter of 2009. During 2008, we reduced our cost structure with the permanent closure of the Sarnia, Ontario and Oklahoma City, Oklahoma vinyl resin manufacturing plants, which had a combined 950 million pound annualized capacity, and moved the production requirements of our customers to our other manufacturing locations.

Window and door profiles and mouldings segment gross margin increased from 8.5 percent of sales for the three months ended June 30, 2008 to 12.8 percent of sales for the three months ended June 30,



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2009. This \$1.8 million increase primarily reflects decreases in our raw materials costs and cost savings initiatives implemented during 2008 partially offset by decreases in sales volumes. The industry price of vinyl resins, this segment's primary raw material, decreased from the second quarter of 2008 to the second quarter of 2009. During 2008, we reduced our cost structure with the permanent closure of two window and door profile fabrication plants and moved the production requirements of our customers to our other manufacturing locations. The window and door profiles and mouldings sales volume decrease is due to weak demand in North America reflecting the decline in the North America housing and construction markets.

Outdoor building products segment gross margin increased from 11.1 percent of sales for the three months ended June 30, 2008 to 16.0 percent of sales for the three months ended June 30, 2009. This \$1.3 million increase primarily reflects decreases in our raw materials costs and cost savings initiatives implemented during 2008 partially offset by decreases in sales volumes. The industry price of vinyl resins, this segment's primary raw material, decreased from the second quarter of 2008 to the second quarter of 2009. During 2008, we reduced our cost structure with the permanent closure of one fabrication plant and moved the production requirements of our customers to our other manufacturing locations. In addition, we sold our outdoor storage buildings business during first quarter of 2008, which also reduced our cost structure. The outdoor building products sales volume decrease is due to weak demand in North America reflecting the decline in the North America housing and construction markets.

Aromatics segment gross margin increased from negative 1.4 percent of sales for three months ended June 30, 2008 to 11.5 percent of sales for the three months ended June 30, 2009. This \$10.9 million increase from the same quarter last year is due primarily to decreases in our raw materials costs which more than offset decreases in our sales prices and volumes for most of our aromatics products. In addition, our gross margin improvement was driven by raw material prices rising throughout the quarter resulting in an inventory holding gain. Overall raw material costs decreased 57 percent primarily as a result of decreases in benzene and propylene costs from the second quarter of 2008 to the second quarter of 2009. Our aromatics segment shares certain maintenance, utilities, environmental and service costs, as well as selling, general and administrative costs with our chlorovinyls segment. For the three months ended June 30, 2009 and 2008 there was \$1.4 million and \$2.0 million, respectively, of these shared costs allocated to our aromatics segment.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses totaled \$50.2 million for the three months ended June 30, 2009, a 30 percent increase from the \$38.6 million for the three months ended June 30, 2008. This \$11.6 million increase primarily reflects about \$8.6 million for the services of several consultants to assist us in reducing overall indebtedness and related interest expense, performance improvement, transportation management and indirect sourcing cost reduction initiatives among other areas of the business with the ultimate goal to improve and sustain profitability for the long-term. As part of our cost savings initiatives, we have reduced selling, general and administrative costs in our window and door profiles and mouldings and outdoor building product segments, collectively, by \$5.0 million, including a decrease in payroll related costs of \$3.0 million and advertising, commission and promotional expense of \$0.9 million and a favorable currency effect of about \$2.0 million as the Canadian dollar weakened against the U.S. dollar during the three months ended June 30, 2009 compared to the same quarter in the prior year. We have increased our selling, general and administrative expenses in our chlorovinyls and aromatics segments collectively by \$2.1 million, primarily as a result of an increase in bad debt reserve. We have also increased selling, general and administrative expenses by \$1.4 million due to an increase in loan cost amortization and the discount on sale of interest in our trade receivables related to our new asset securitization agreement on March 17, 2009 and lower cost last year of \$2.7 million relating to a change in our vacation policy.

*Long-lived asset impairment charges.* In May 2009, we initiated plans to further consolidate plants in our window and door profiles and mouldings products segment ("2009 Window and Door Consolidation Plan"). In accordance with general accepted accounting principles, we wrote down the plant's property,

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plant and equipment, resulting in a \$16.2 million charge in the three months ended June 30, 2009. There was no significant impairment charge during the three months ended June 30, 2008.

*Restructuring Costs.* The expenses associated with the Fourth Quarter 2008 Restructuring Plan, the Outdoor Storage Plan and the 2009 Window and Door Consolidation Plan for the three months ended June 30, 2009 for severance and other exit costs totaled \$3.8 million and for the three months ended June 30, 2008, we incurred severance, restructuring and other exit costs of \$1.5 million, see Note 4 of the Notes to these Condensed Consolidated Financial Statements for further information on restructuring costs.

*Gain on sale of assets.* In June 2008, we sold land for net proceeds of \$36.5 million, which resulted in a gain of \$28.8 million. Additionally, in June 2008, we sold and leased back equipment for \$10.6 million resulting in a \$2.2 million currently recognized gain, a short-term deferred gain of \$0.8 million and a non-current deferred gain of \$7.2 million. There were no asset sales during the three months ended June 30, 2009.

*Interest Expense, Net.* Interest expense, net increased to \$41.3 million for the three months ended June 30, 2009 from \$33.2 million for the three months ended June 30, 2008. This increase of \$8.1 million was primarily attributable to higher overall debt balances and interest rates during the second quarter of 2009 compared to the same quarter last year.

*Benefit for (provision for) income taxes.* The benefit for income taxes was \$34.2 million for the three months ended June 30, 2009, compared with the provision for income taxes of \$3.4 million for the three months ended June 30, 2008. The increase in the benefit for income taxes primarily resulted from a \$68.5 million increase in the pre-tax loss. Our effective income tax rate for the three months ended June 30, 2009 was 92.0 percent as compared to 10.8 percent for the three months ended June 30, 2008. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2009 was primarily due to federal and state income tax credits, including credits earned from timely repayment of the Mississippi Industrial Development Bond, and the valuation allowance in Canada. In 1994, we entered into an Industrial Revenue Bond agreement with the state of Mississippi. The terms of the bond provided that repayment of the bond principal and interest creates state income tax credits. The bond was fully repaid on in May 2009 resulting in significant state income tax credits being generated in 2009. The credits do not expire. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2008 was primarily due to federal and state income tax credits, the reversal of the interest accrued on the Quebec Trust matter discussed below and the valuation allowance in Canada. As previously disclosed in Note 16 in the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K, we are not recognizing a tax benefit for the net operating losses in Canada, as we have determined that we have not met the SFAS No. 109, *Accounting for Income Taxes*, criteria to allow us to realize such benefits.

**Six Months Ended June 30, 2009 Compared With Six Months Ended June 30, 2008**

*Net Sales.* For the six months ended June 30, 2009, net sales totaled \$931.7 million, a decrease of 40 percent compared to \$1,562.3 million for the same quarter last year. This decrease was primarily a result of decreases in our overall sales price and volume of 29 percent and 16 percent, respectively. Our overall average sales price decrease is largely a result of decreases in the prices of vinyl resins and all of our aromatics products and an unfavorable currency impact. The sales price decreases reflect lower costs for our raw materials and natural gas. Our overall sales volume decrease is mainly attributable to a decrease in demand in North America for vinyl resins, which, in turn, is attributable to the seasonally adjusted annual U.S housing starts rate decreasing 48 percent from the first six months of 2008 compared to the first six months of 2009.

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Chlorovinyls segment net sales totaled \$473.8 million for the six months ended June 30, 2009, a decrease of 36 percent compared with net sales of \$743.0 million for the same period last year. Our overall average sales price and volume decreased 27 percent and 13 percent, respectively. Our overall average sales price decrease is primarily a result of decreases in the prices of vinyl resins of 44 percent. The vinyl resins sales price decrease reflects lower prices for the feedstock ethylene and natural gas. Although the caustic soda sales price is up 9 percent year over year, the caustic soda sales price has declined by approximately 76 percent during the first six months of 2009 from the peak during the fourth quarter of 2008. This caustic soda decrease reflects an increase in caustic soda supply resulting from the higher demand for its co-product chlorine, a decrease in demand due to the economic crisis effectively removing large segments of the demand for caustic through shutdowns and rate reductions by end users and much higher than normal import volumes. Our overall chlorovinyls sales volume decreased primarily as a result of the decrease in our sales volume in North America for vinyl resins of 26 percent, vinyl compounds of 19 percent and caustic soda of 40 percent. Our North American sales volume decrease was offset by an increase in exports for vinyl resins of 98 percent and caustic soda of 48 percent. North American vinyl resin industry sales volume declined 13 percent as a result of the domestic sales volume decrease of 17 percent, primarily due to the decline in U.S. housing and construction offset by an increase in exports of 8 percent.

Window and door profiles and mouldings products segment net sales totaled \$143.1 million for the six months ended June 30, 2009, a decrease of 30 percent (24 percent decrease on a constant currency basis) compared to \$204.1 million for the same period last year. Our overall sales volumes decreased 27 percent. North American industry wide vinyl resin extruded window and doors sales volumes declined substantially in the same period, reflecting the decline in U.S. housing. We experienced an unfavorable currency impact on our sales in Canada resulting from the weakening of the Canadian dollar against the U.S. dollar. During the second quarter of 2009, our window and door profiles and mouldings segment generated about 57 percent of its revenue in the U.S. and the remainder in Canada.

Outdoor building products segment net sales totaled \$187.4 million for the six months ended June 30, 2009, a decrease of 29 percent (22 percent decrease on a constant currency basis) compared to \$264.6 million for the same period last year. Our overall sales volumes decreased 16 percent. North American vinyl resin pipe, siding, fence and decking industry sales volumes declined about 17 percent, reflecting the decline in U.S. housing. In addition, sales in the first six months of 2008 included about \$17.4 million related to the outdoor storage business, a business we divested in 2008. We experienced an unfavorable currency impact on our sales in Canada resulting from the weakening of the Canadian dollar against the U.S. dollar. During the second quarter of 2009, our outdoor building segment generated about 41 percent of its revenue in the U.S. and the remainder in Canada.

Aromatics segment net sales were \$127.4 million for the six months ended June 30, 2009, a decrease of 64 percent compared to \$350.6 million for the second quarter of 2008. Our overall average sales prices decreased 53 percent as a result of decreases in the prices of cumene of 57 percent, phenol of 46 percent and acetone of 39 percent. The sales price decreases reflect lower costs for the feedstocks benzene and propylene. The North American phenol and acetone industry operating rate was approximately 52 percent for the first six months of 2009, or down about 33 percent compared with the same period last year. The North American cumene industry operating rate was approximately 57 percent during second quarter of 2009, or about 18 percent lower than the same period last year. During the first quarter of 2009, a competitor announced the idling of a 1 billion pound cumene plant reducing North American cumene industry capacity by about 9 percent. Our overall aromatics sales volumes decreased 23 percent as a result of a decline in phenol of 59 percent and acetone of 68 percent. The phenol and acetone sales volume decrease is due to weak demand in North America caused primarily by the decline in the U.S. housing construction and automotive markets and reduced export sales. Our cumene sales volume increase of 27 percent reflects additional spot sales during the six months ended June 30, 2009.

*Gross Margin.* Total gross margin increased from 6.5 percent of sales for the six months ended June 30, 2008 to 9.7 percent of sales for the six months ended June 30, 2009. This margin increase is due to

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lower feedstock costs and natural gas costs and was partially offset by lower sales volumes and sales prices. Some of our primary raw materials and natural gas costs in our chemical segments normally track crude oil and natural gas industry prices. Crude oil and natural gas industry prices experienced decreases of 54 percent and 56 percent, respectively, from the first six months of 2008 to the first six months of 2009. We implemented several cost savings initiatives during 2008 including the permanent closure of our 450 million pound vinyl resin plant in Sarnia, Ontario and our 500 million pound vinyl resin plant in Oklahoma City, Oklahoma, resulting in a number of cost reductions including a decrease in labor cost related to cost of sales of about \$34.3 million in the first six months of 2009 as compared to the first six months of 2008.

Chlorovinyls segment gross margin increased from 9.4 percent of sales for the six months ended June 30, 2008 to 12.6 percent of sales for the six months ended June 30, 2009. This margin increase primarily reflects a decrease in our raw materials and natural gas costs and cost savings initiatives implemented during 2008 partially offset by decreases in sales prices and volumes for most of our chlorovinyls products. Our overall raw materials and natural gas costs in the first six months of 2009 decreased 55 percent compared to same period of 2008. Our chlorovinyls operating rate has remained flat at about 71 percent in the first six months of 2008 and 2009. In addition, in the first quarter of 2009 we had a scheduled turnaround maintenance for our caustic chlorine plant. During 2008, we reduced our cost structure with the permanent closure of the Sarnia, Ontario and Oklahoma City, Oklahoma vinyl resin manufacturing plants, which had a combined 950 million pound annualized capacity, and moved the production requirements of our customers to our other manufacturing locations.

Window and door profiles and mouldings segment gross margin decreased from 5.1 percent of sales for the six months ended June 30, 2008 to 3.4 percent of sales for the six months ended June 30, 2009. This \$5.7 million decrease primarily reflects decreases in sales volumes partially offset by decreases in our raw materials costs and cost savings initiatives implemented during 2008. The window and door profiles and mouldings sales volume decrease is due to weak demand in North America reflecting the decline in the North America housing and construction markets. The industry price of vinyl resins, this segment's primary raw material, decreased from the first six months of 2008 to the first six months of 2009. During 2008, we reduced our cost structure with the permanent closure of two window and door profile fabrication plants and moved the production requirements of our customers to our other manufacturing locations.

Outdoor building products segment gross margin increased from 8.2 percent of sales for the six months ended June 30, 2008 to 8.5 percent of sales for the six months ended June 30, 2009. This margin increase primarily reflects decreases in our raw materials costs and cost savings initiatives implemented during 2008 partially offset by decreases in sales volumes. The industry price of vinyl resins, this segment's primary raw material, decreased from the first six months of 2008 to the first six months of 2009. During 2008, we reduced our cost structure with the permanent closure of one fabrication plant and moved the production requirements of our customers to our other manufacturing locations. In addition, we sold our outdoor storage buildings business during the first quarter of 2008, which also reduced our cost structure. The outdoor building products sales volume decrease is due to weak demand in North America reflecting the decline in the North America housing and construction markets.

Aromatics segment gross margin increased from negative 0.3 percent of sales for six months ended June 30, 2008 to 7.9 percent of sales for the six months ended June 30, 2009. This \$11.2 million increase from the same period last year is due primarily to decreases in our raw materials costs which more than offset decreases in our sales prices and volumes for most of our aromatics products. In addition, our gross margin improvement was driven by raw material prices rising throughout the first six months of 2009 resulting in an inventory holding gain. Overall raw material costs decreased 61 percent primarily as a result of decreases in benzene and propylene costs from the first six months of 2008 to the first six months of 2009. Our aromatics segment shares certain maintenance, utilities, environmental and service costs, as well as selling, general and administrative costs with our chlorovinyls segment. For the six months ended

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June 30, 2009 and 2008, there was \$2.7 million and \$3.9 million, respectively, of these shared costs allocated to our aromatics segment.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses totaled \$82.9 million for the six months ended June 30, 2009, a 4 percent decrease from the \$86.4 million for the six months ended June 30, 2008. This \$3.5 million decrease reflects our continued focus on targeted cost saving initiatives. We have reduced selling, general and administrative costs in our window and door profiles and mouldings and outdoor building product segments, collectively, by \$13.8 million, including a decrease in payroll related costs of \$7.3 million and advertising, commission and promotional expense of \$2.2 million and a favorable currency effect of about \$5.0 million as the Canadian dollar weakened against the U.S. dollar during the six months ended June 30, 2009 compared to the same period in the prior year. We have also reduced selling, general, and administrative costs in our chlorovinyls and aromatics segments collectively by \$2.4 million, primarily as a result of a decrease in pension expense of \$1.8 million (\$1.4 million in corporate unallocated expenses) and a gain from litigation settlements of \$3.8 million offset partially by a \$3.4 million increase in bad debt reserve. We have increased our selling, general and administrative expenses about \$8.6 million for the services of several consultants to assist us in reducing overall indebtedness and related interest expense, performance improvement, and transportation management and indirect sourcing cost reduction initiatives among other areas of the business with the ultimate goal to improve and sustain profitability for the long-term. We have also increased selling, general and administrative expenses by \$2.5 million due to an increase in loan cost amortization and the discount on sale of interest in our trade receivables related to our new asset securitization agreement on March 17, 2009 and lower cost last year of \$2.7 million relating to a change in our vacation policy.

*Long-lived asset impairment charges.* In May 2009, we initiated plans to further consolidate plants in our window and door profiles and mouldings products segment (the "2009 Window and Door Consolidation Plan"). In accordance with general accepted accounting principles, we wrote down the plant's property, plant and equipment, resulting in a \$16.2 million charge in the six months ended June 30, 2009. In March 2008, we permanently shut down the Oklahoma City, Oklahoma vinyl resin plant and operations were ceased. In accordance with general accepted accounting principles, we wrote down the plant's property, plant and equipment, resulting in a \$15.6 million charge in the six months ended June 30, 2008.

*Restructuring Costs.* The expenses associated with the Fourth Quarter 2008 Restructuring Plan, the Outdoor Storage Plan and the 2009 Window and Door Consolidation Plan for the six months ended June 30, 2009 for severance and exit costs totaled \$9.4 million. Also related to these restructuring plans we expensed about \$2.4 million for the services of several consultants to assist us in performance improvement, transportation management and indirect sourcing cost reduction initiatives among other areas of the business with the ultimate goal to improve and sustain profitability for the long-term. For the first six months of 2008, restructuring costs were \$7.6 million primarily due to the closure and disposition costs of our outdoor storage buildings business of \$4.6 million and cost related to the permanent shut down of the Oklahoma City, Oklahoma vinyl resin manufacturing plant, severance and other exit costs of \$3.0 million. See Note 4 of the Notes to these Condensed Consolidated Financial Statements for further information on restructuring costs.

*Gain on sale of assets.* In June 2008, we sold land for net proceeds of \$36.5 million, which resulted in a gain of \$28.8 million. Additionally, in June 2008, we sold and leased back equipment for \$10.6 million resulting in a \$2.2 million currently recognized gain, a short-term deferred gain of \$0.8 million and a non-current deferred gain of \$7.2 million. The remainder of \$3.7 million was due to a loss on the sale of other real estate. There were no significant asset sales during the six months ended June 30, 2009.

*Interest Expense, Net.* Interest expense, net increased to \$76.5 million for the six months ended June 30, 2009, from \$65.9 million for the six months ended June 30, 2008. This increase of \$10.6 million

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was primarily attributable to higher overall debt balances and interest rates during the first six months of 2009 compared to the same quarter last year.

*Benefit for Income Taxes.* The benefit for income taxes was \$22.3 million for the six months ended June 30, 2009, compared with the benefit for income taxes of \$4.7 million for the six months ended June 30, 2008. Our effective income tax rate for the six months ended June 30, 2009 was negative 97.1 percent, as compared with 10.2 percent for the six months ended June 30, 2008. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2009 was primarily due to federal and state income tax credits, including credits earned from timely repayment of the Mississippi Industrial Development Bond, and the valuation allowance in Canada. In 1994, we entered into an Industrial Revenue Bond agreement with the state of Mississippi. The terms of the bond provided that repayment of the bond principal and interest creates state income tax credits. The bond was fully repaid on in May 2009 resulting in significant state income tax credits being generated in 2009. The credits do not expire. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2008 was primarily due to federal and state income tax credits, the reversal of the interest accrued on the Quebec Trust matter discussed below and the valuation allowance in Canada. As previously disclosed in Note 16 in the Notes to Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2008 and as reissued in our July 2, 2009 Form 8-K, we are not recognizing a tax benefit for the net operating losses in Canada, as we have determined that we have not met the SFAS No. 109, *Accounting for Income Taxes*, criteria to allow us to realize such benefits.

In March 2008, we reached a settlement with the provinces of Quebec and Ontario and the Canada Customs and Revenue Agency with respect to their assessments resulting from the retroactive application of tax law changes promulgated by Bill 15, which amended the Quebec Taxation Act and other legislative provisions. Over the last several years, Royal Group, in connection with its tax advisors, established tax structures that used a Quebec Trust to minimize its overall tax liabilities in Canada. Bill 15 eliminated the ability to use the Quebec Trust structure on a retroactive basis. As of December 31, 2007, we had recorded a liability for the unrecognized tax benefit of \$46.1 million related to the Quebec Trust matter. We settled this matter with all relevant jurisdictions by making cash payments totaling \$20.1 million. We recognized an income tax benefit of \$9.2 million related to the reversal of \$5.8 million in interest accrued on this liability and the reversal of \$3.4 million in a previously established valuation allowance for net operating loss carry forwards, the value of which was realized via this settlement. In addition, we reduced goodwill by \$16.5 million as a result of the settlement of the preacquisition tax contingency. Finally, we were able to release a letter of credit in favor of the trustee for the Quebec Trust of Canadian \$44.0 million.

Subsequent to the issuance of our interim financial statements for the period ended March 31, 2008, we identified a computational error in the calculation of the estimated 2008 effective income tax rate for our U.S. operations. This error resulted in an understatement of the previously reported income tax benefit for the quarter ended March 31, 2008 of \$4.4 million (\$0.13 per share) and an equal offsetting understatement of income tax expense for the three months ended June 30, 2008, the period in which the error was identified and corrected. We have evaluated this error in accordance with the pertinent GAAP guidance and determined that the impact of the \$4.4 million adjustment, which was corrected during the quarter ended June 30, 2008, was not material to our condensed consolidated balance sheet as of March 31, 2008 or our condensed consolidated statement of operations for the three months ended March 31, 2008 and June 30, 2008.

### **Liquidity and Capital Resources**

*Operating Activities.* For the six months ended June 30, 2009, we used \$20.0 million of cash for operating activities as compared with \$79.9 million for the six months ended June 30, 2008. A major source of cash for the first six months of 2009 was a decrease in inventories of \$34.8 million. Major uses of cash for the first six months of 2009 were a decrease in the accounts receivables sold through the asset securitization program of \$23.2 million and an increase in receivables of \$24.0 million. Additionally, in the

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six months ended June 30, 2009 we have paid approximately \$8.8 million towards various restructuring plans. The major uses of cash during the six months ended June 30, 2008 were a \$20.1 million payment related to the Quebec tax settlement and an increase in receivables of \$73.0 million and \$12.0 million decrease in accounts payable. The major source of cash during the six months ended June 30, 2008 was a reduction in inventories of \$24.2 million. Net working capital at June 30, 2009 was a surplus of \$271.1 million versus \$225.2 million at December 31, 2008. Significant changes in working capital at June 30, 2009 included an increase in accounts receivable, prepaid expenses and accrued interest payable that were partially offset by decreases in accounts payable and inventories. The significant increase in accrued interest payable is primarily due to the withholding of approximately \$38.0 million in aggregate interest payments and further described in the *Covenant and Restrictions* section below. We continued our focus on working capital management specifically as it relates to inventory and accounts receivable. Additionally, our significant decrease in inventories during the six months ended June 30, 2009 are directly associated with decreased raw material prices and with lower production volumes as we try to match our production to market demand. Net working capital at June 30, 2008 was a surplus of \$193.1 million versus a surplus of \$200.7 million at December 31, 2007. Significant changes in working capital for the first six months of 2008 included an increase in our accounts receivable and current portion of long-term debt.

*Investing Activities.* Net cash used in investing activities was \$15.5 million for the six months ended June 30, 2009 as compared to net cash provided by investing activities of \$46.1 million for the six months ended June 30, 2008. During the six months ended June 30, 2009, we had capital expenditures of \$18.4 million. During the first six months of 2008, we received cash proceeds of \$77.8 million. These proceeds related primarily to the sale of the outdoor storage business for \$13.0 million, a sale of real estate in Ontario, Canada for \$12.6 million, a sale of real estate in Manitoba, Canada for \$4.5 million, the sale of a vacant tract of land along the Houston ship channel in Pasadena, Texas for net proceeds of \$36.5 million, and the sale and lease back of equipment for \$10.6 million. We also had capital expenditures of \$31.7 million.

*Financing Activities.* Cash provided by financing activities was \$49.6 million for the six months ended June 30, 2009 compared with \$37.6 million for the six months ended June 30, 2008. During the six months ended June 30, 2009, we drew down \$98.2 million under our revolving credit facility and paid fees related to amendments to our senior secured credit facility and our new asset securitization facility of \$30.2 million. In May we repaid our \$17.0 million industrial development bond in accordance with its terms. During the six months ended June 30, 2008, we drew down \$115.4 million under our revolving credit facility and paid long term debt of \$72.1 million with proceeds from asset sales.

On June 30, 2009, our balance sheet debt consisted of \$348.6 million principal face amount of term debt (\$210.8 million net of fair value adjustment debt discount) and \$227.8 million of borrowings under our revolving credit facilities under our senior secured credit facility, \$100.0 million of unsecured 7.125 percent senior notes due 2013, \$500.0 million of unsecured 9.5% senior notes due 2014, \$200.0 million of unsecured 10.75% senior subordinated notes due 2016, \$96.3 million of lease financing obligations and \$14.9 million in other debt. The decrease of \$4.9 million in the lease financing obligations from December 31, 2008 is due to foreign currency adjustments. At June 30, 2009, under our revolving credit facility we had a maximum available borrowing capacity of \$300.0 million (as adjusted by the fifth amendment to the senior secured credit facility that requires the maintenance of a minimum availability of \$75.0 million). At June 30, 2009, we had \$7.7 million of revolving credit facility availability net of outstanding letters of credit of \$64.5 million and current borrowings of \$227.8 million and the \$75 million reserve described below. At June 30, 2009, the availability was subject to restrictive covenants requiring compliance with a maximum leverage ratio, a trailing twelve-month minimum consolidated EBITDA covenant and minimum interest coverage ratio. In addition, of the \$227.8 million revolver borrowings and \$64.5 million of letters of credit outstanding under the revolving credit facility at June 30, 2009 \$20.0 million relates to the commitment of Lehman Brothers, Inc., an entity that has filed for bankruptcy. Lehman Brothers, Inc. represents approximately \$25.0 million of our total revolving credit facility

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commitment. Debt under the senior secured credit facility is secured by a majority of our assets, including real and personal property, inventory, accounts receivable and other assets.

At June 30, 2009 and December 31, 2008, we had interest rate swaps designated as cash flow hedges of underlying floating rate debt obligations, with current liabilities of \$1.5 million and \$2.9 million, respectively.

*Covenants and Restrictions.* Under our senior secured credit facility and until July 2009 the indentures related to the 7.125 percent, 9.5 percent, and 10.75 percent notes, we are subject to certain restrictive covenants, the most significant of which require us to maintain certain financial ratios and limit our ability to pay dividends, make investments, incur debt, grant liens, sell our assets and engage in certain other activities. Our ability to meet these covenants, satisfy our debt obligations and pay principal and interest on our debt, fund working capital, and make anticipated capital expenditures will depend on our future performance, which is subject to general macroeconomic conditions and other factors, some of which are beyond our control. In September 2008 we began executing a series of amendments (the fourth through eighth amendments) to our senior secured credit facility to allow us more flexibility to improve our capital structure for the future. Commencing in March 2009, these amendments also permitted us to withhold about \$38.0 million in aggregate interest on the 7.125 percent, 9.5 percent, and 10.75 percent notes, which constituted defaults under the related indentures, in connection with the debt exchange detailed below. During this time we also obtained forbearances from certain of the note holders with respect to the withheld interest payments and the related defaults.

The Fifth Amendment to the senior secured credit facility was accounted for as an extinguishment of the Term loan B in accordance with EITF Issue No. 96-19, *Debtor's Accounting for a Modification or Exchange of Debt Instruments* ("EITF 96-19"). As required by EITF 96-19, due to the fact that the Fifth Amendment and the Fourth Amendment were within the same consecutive twelve month period, the evaluation compared the present value of future cash flows under the terms of the Fifth Amendment to the present value of the remaining cash flows under the terms of the Term loan B agreement prior to the Fourth Amendment. We determined that the net present value of the Term loan B future cash flows under the terms of the Fifth Amendment was more than 10 percent different from the present value of the remaining cash flows under the terms of the Term loan B agreement prior to the Fourth Amendment. Due to the substantial difference, we determined an extinguishment of debt had occurred with the Fifth Amendment. Accordingly, we recorded the amended Term loan B at its estimated fair value of \$207.1 million at the date of extinguishment. The difference between the fair value of the amended Term loan B and the carrying value of the original Term loan B less the related financing cost at the date of debt extinguishment of \$121.0 million was recorded as a gain on substantial modification of debt in the condensed consolidated statement of operations ended June 30, 2009. The difference between the fair value and the carrying value of the Term loan B on the date of the modification was \$142.3 million and was recorded as a debt discount against the principal amount of the Term loan B.

The \$142.3 million Term loan B debt discount is being accreted as interest expense through 2013, the maturity date of the Term loan B. As of June 30, 2009, the unamortized balance of the debt discount was \$137.7 million. During the three and six month periods ended June 30, 2009, we recorded additional interest expense of \$4.0 million and \$4.6 million, respectively, related to the accretion of the debt discount associated with the amended Term loan B. As of June 30, 2009 the principal amount of the Term loan B is \$348.6 million.

On March 31, 2009, we commenced private exchange offers for our outstanding 7.125 percent senior notes due 2013 (the "2013 notes"), 9.5 percent senior notes due 2014 (the "2014 notes"), and 10.75 percent senior subordinated notes due 2016 (the "2016 notes" and collectively with the 2013 notes and 2014 notes, the "notes"). After numerous extensions and amendments, on July 29, 2009, we consummated our private exchange of equity for approximately \$736.0 million, or 92.0 percent, in aggregate principal amount of the notes. The \$736.0 million was comprised of \$91.0 million of the \$100 million of 2013 notes, \$486.8 million



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of the \$500 million of 2014 notes, and \$158.1 million of the \$200 million of 2016 notes. An aggregate of approximately 30.2 million shares of convertible preferred stock and 1.3 million shares of common stock were issued in exchange for the tendered notes after giving effect to a 1-for-25 reverse stock split, which reduced the outstanding common shares, before the issuance of common shares in the debt exchange, to approximately 1.4 million shares. In exchange for each \$1,000 in principal amount of the 2013 notes and 2014 notes, the Company issued 47.30 shares of convertible preferred stock and 2.11 shares of common stock and in exchange for each \$1,000 in principal amount of the 2016 notes, the Company issued 18.36 shares of convertible preferred stock and 0.82 shares of common stock. Currently approximately \$10.0 million of principal amount of notes, contractually committed to be exchanged, had not been delivered.

On July 2, 2009, we filed a current report on Form 8-K to update the historical financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008, to among other items, add footnote 23 to the consolidated financial statements to address the uncertainty about our ability to continue as a going concern since as of that date there was substantial doubt about our ability to continue as a going concern. This substantial doubt arose because in connection with the exchange offers discussed above, we withheld about \$38.0 million in aggregate interest on our 7.125 percent, 9.5 percent, and 10.75 percent notes, which constituted defaults under the related indentures. While we withheld the interest payment we obtained a series of amendments to our senior credit facility and obtained forbearances from certain of the note holders with respect to the withheld interest payments and the related defaults. Until we completed the exchange offers, there was uncertainty as to whether or not there would be an acceleration of indebtedness under any issue of the notes, which would have constituted cross defaults under the other note issues, our senior secured credit facility and our New Asset Securitization agreement. In the event we were not able to negotiate acceptable terms for and complete the exchange offers or obtain requisite future forbearances, we would have been required to explore alternatives, which could have included a potential reorganization or restructuring under the bankruptcy laws.

On July 29, 2009, the Company announced the completion of its debt for equity exchange offers and a long-term bank amendment to its senior secured credit facility. As a result, management believes that based on current and projected levels of operations and conditions in our markets, the effect of the previously mentioned senior secured credit facility amendment, the exchange offers, cash flow from operations, together with our cash and cash equivalents of \$104.3 million and the availability to borrow an additional \$7.7 million under the revolving credit facility at June 30, 2009, will be adequate for the foreseeable future to make required payments of principal and interest on our debt and fund our working capital and capital expenditure requirements, meet the restrictive covenants and comply with the financial ratios of the senior secured credit facility and therefore the factors that gave rise to the substantial doubt about the Company's ability to continue as a going concern have been remediated. As of June 30, 2009, the Company is in compliance with all required debt covenants.

The ninth amendment to our senior secured agreement adjusts the financial covenants to reflect current market conditions as well as the impact of the private debt exchanges. The maximum leverage ratios and minimum interest covenant ratios were adjusted favorably for the Company through October 1, 2011. The amendment added a new minimum fixed charge coverage ratio covenant and a maximum senior secured leverage ratio covenant, and eliminated the minimum EBITDA covenant. The capital expenditure limitations established by the amendment are \$45.0 million in 2010 and 2001 and thereafter are \$50.0 million per year. Our 2009 capital expenditures limit is \$35.0 million. The amendment also allows us to use 50 percent of the first \$45.0 million of net cash proceeds from asset dispositions to make additional capital expenditures, subject to certain annual limitations and minimum EBITDA requirements. The amendment replaced the \$75.0 million minimum revolver availability requirement by permanently reducing the aggregate revolving commitments from \$375.0 million to \$300.0 million. Concurrently, we entered into an amendment to our new securitization agreement to conform the covenants to those in the ninth amendment.

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*Off-Balance Sheet Arrangement.* On March 17, 2009, we entered into a new asset securitization agreement pursuant to which we will sell an undivided percentage ownership interest in a certain defined pool of our U.S. and Canadian trade accounts receivables on a revolving basis through a wholly owned subsidiary to a third party, (the "New Securitization"). Under the New Securitization agreement we may sell ownership interests in new receivables to bring the ownership interests sold up to a maximum of \$175.0 million. The New Securitization agreement expires on March 13, 2011. At June 30, 2009 the unpaid balance of accounts receivable in the defined pool was approximately \$141.1 million and the balance of receivables sold was \$87.8 million.

Continued availability of the New Securitization is conditioned upon compliance with covenants, related primarily to operation of the New Securitization, and compliance with the senior secured credit facility covenants, set forth in the related agreements. As of June 30, 2009, we were in compliance with all such covenants (see Note 9 of the Notes to Consolidated Financial Statements regarding continued compliance with the senior secured credit facility covenants as such compliance will impact the continued availability of the New Securitization). If the New Securitization agreement was terminated, we would not be required to repurchase previously sold receivables, but would be prevented from selling additional receivables to the third parties. In the event that the New Securitization agreement was terminated, we would have to source these funding requirements with availability under our senior secured credit facility or obtain alternative financing.

At December 31, 2008, we had an agreement pursuant to which we sold an undivided percentage ownership interest in a defined pool of our U.S. trade receivables on a revolving basis through a wholly owned subsidiary to a third party (the "Securitization"). Our Securitization provided us one of our cheapest sources of funds and enables us to reduce our annual interest expense. The funded balance has the effect of reducing accounts receivable and short-term liabilities by the same amount. As collections reduced accounts receivable included in the pool, we sold ownership interests in new receivables to bring the ownership interests sold up to a maximum of \$165.0 million, as permitted by the Securitization in effect through March 17, 2009. The balance in the interest of receivables sold at December 31, 2008, was \$111.0 million.

*Contractual Obligations.* Information related to our contractual obligations at December 31, 2008 can be found in our 2008 Annual Report on Form 10-K in Part II, Item 7, "Managements Discussion and Analysis of Financial Condition and Results of Operations." Our contractual obligations at June 30, 2009, have decreased by approximately \$155.5 million or 2 percent since December 31, 2008. The decrease from December 31, 2008 primarily related to a \$225.0 million decrease in our feedstock prices included in our purchase obligations and an increase of \$84.0 million in our principal debt outstanding due to us drawing on our revolver during the first half of 2009. On July 29, 2009, we consummated the debt exchange described in the *Covenants and Restrictions* section above, which will reduce our contractual debt obligations by \$736.0 million and our related cumulative interest payments by approximately \$397.4 million. These reductions in our contractual obligation are in addition to the \$155.5 million decrease from December 31, 2008 to June 30, 2009.

**Outlook**

Based on our year to date performance and expectations for the second half of 2009, we are reaffirming our previously disclosed adjusted EBITDA guidance of \$110.0 million for the fiscal year 2009. Due to limited visibility in caustic prices and chemical and building products demand, we are no longer providing forward looking guidance beyond fiscal year 2009. Any previously provided guidance beyond fiscal year 2009 should no longer be relied upon.

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**Forward-Looking Statements**

This Form 10-Q and other communications to stockholders may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the beliefs of management as well as assumptions made by and information currently available to us. When used in this Form 10-Q, the words "anticipate," "believe," "plan," "estimate," "expect," and similar expressions, as they relate to us or our management, are intended to identify forward-looking statements. These forward-looking statements relate to, among other things, our outlook for future periods, supply and demand, pricing trends and market forces within the chemical and building products industries, cost reduction strategies and their results, planned capital expenditures, planned divestitures, long-term objectives of management and other statements of expectations concerning matters that are not historical facts. Predictions of future results contain a measure of uncertainty and, accordingly, actual results could differ materially due to various factors. Factors that could change forward-looking statements are, among others:

continued compliance with the covenants in our senior secured credit facility and our asset securitization facility;

our high degree of leverage and significant debt service obligations;

availability and pricing of raw materials;

the impacts of the current economic downturn in the housing and construction markets and potential future downturns;

changes in the general economy;

our ability to penetrate new geographic markets and introduce new products;

changes in demand for our products or increases in overall industry capacity that could affect production volumes and/or pricing;

changes and/or cyclicalities in the industries to which our products are sold;

risks associated with any potential failures of our joint venture partners to fulfill their obligations;

risks associated with plant closures, consolidations and other cost-cutting actions;

changes in foreign currency exchange rates;

technological changes affecting production;

difficulty in plant operations and product transportation;

governmental and environmental regulations; and

other unforeseen circumstances.

A number of these factors are discussed in this Form 10-Q and in our other periodic filings with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2008.

**Critical Accounting Policies**

During the six months ended June 30, 2009, we have not made any significant changes to our critical accounting policies listed in Part II. Item 7. "Management's Discussion and Analysis of Financial Conditions and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2008.

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**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

For a discussion of certain market risks related to Georgia Gulf, 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, 2008. There have been no significant developments with respect to our exposure to market risk during the quarter ended June 30, 2009.

**Item 4. CONTROLS AND PROCEDURES.**

*Controls and Procedures.* We carried out an evaluation, under the supervision and with the participation of Georgia Gulf management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the company's disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "1934 Act"). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the company's disclosure controls and procedures were effective as of June 30, 2009.

*Changes in Internal Control.* There were no changes in the company's internal control over financial reporting that occurred during the fiscal quarter ended June 30, 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS.**

We are involved in certain legal proceedings that are described in Part I. Item 3. "Legal Proceedings" in our Form 10-K Annual Report for the year ended December 31, 2008. During the quarter ended June 30, 2009, we paid a settlement totaling \$63,771 to the USEPA to resolve the issue in which we were identified as a potential PRP for a Superfund site in Galveston, TX. Otherwise, there were no material developments in the status of those proceedings noted in our Form 10-K for the year ended December 31, 2008. We are subject to other claims and legal actions that may arise in the ordinary course of business. We believe that the ultimate liability, if any, with respect to these other claims and legal actions will not have a material effect on our financial position or on our results of operations.

**Item 1A. RISK FACTORS.**

There have been no material changes to the information set forth in Part I. Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2008, except as discussed below.

*A further deterioration in business conditions, or material interruption in our operations, could cause us to default in the financial covenants related to our senior secured credit and asset securitization facilities, which could result in loss of our sources of liquidity, or an acceleration of our principal indebtedness.*

We principally operate in the North American chemicals and building products markets, which have suffered a substantial decline. The severe downturn in the U.S. housing industry and the general worldwide recession have reduced the demand for our products, resulting in historically low volumes and margins for many of our products. In response principally to our resulting weakened financial condition we recently completed equity-for-debt exchanges, which substantially reduced our debt. In connection with this transaction, we obtained amendments to the financial covenants in our senior secured credit agreement. In particular, the maximum leverage ratio and the minimum interest coverage ratios were modified in such agreement. Also, two new covenants were added to our senior secured credit agreement a minimum fixed charge covenant and a maximum senior secured leverage ratio. While we believe that, even under the current difficult operating environment, we should be able to meet the covenants, if business conditions further deteriorate to a material degree, or we suffer an interruption of our operations for a material length of time due to a natural disaster or other unforeseen event, we may not be able to maintain compliance with these financial covenants. In that event, we would need to seek another amendment to, or a refinancing of, our senior secured credit facility and related relief under our asset securitization facility (the "securitization"). There can be no assurance that we can obtain an amendment or waiver of, or refinance, either and, even if we do, it is likely that such relief would significantly increase our costs through additional fees or increased rates and contain further restrictions on our business and may only last for a specified period, potentially necessitating additional amendments, waivers or refinancing in the future. In the event we do not maintain compliance with the covenants under the senior secured credit facility, our lenders under such facility could cease making loans to us and accelerate and declare due all outstanding loans under the facility. A breach of our financial covenants would also permit the lenders under our securitization to terminate that facility, preventing the sale of additional receivables under the facility.

*The chemical industry is cyclical and volatile, experiencing alternating periods of tight supply and overcapacity, and the building products industry is also cyclical. This cyclicity could adversely impact our capacity utilization and cause fluctuations in our results of operations.*

Our historical operating results for our chemical businesses have tended to reflect the cyclical and volatile nature of the chemical industry. Historically, periods of tight supply have resulted in increased prices and profit margins and have been followed by periods of substantial capacity addition, resulting in

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oversupply and declining prices and profit margins. A number of our chemical products are highly dependent on markets that are particularly cyclical, such as the building and construction, paper and pulp, and automotive markets. As a result of changes in demand for our products, our operating rates and earnings fluctuate significantly, not only from year to year but also from quarter to quarter, depending on factors such as feedstock costs, transportation costs, and supply and demand for the product produced at the facility during that period. As a result, individual facilities may operate below or above rated capacities in any period. We may idle a facility for an extended period of time because an oversupply of a certain product or a lack of demand for that product makes production uneconomical. Facility shutdown and subsequent restart expenses may adversely affect quarterly results when these events occur. In addition, a temporary shutdown may become permanent, resulting in a write-down or write-off of the related assets. Capacity expansions or the announcement of these expansions have generally led to a decline in the pricing of our chemical products in the affected product line. We cannot assure that future growth in product demand will be sufficient to utilize any additional capacity.

In addition, the building products industry is cyclical and seasonal and is significantly affected by changes in national and local economic and other conditions such as employment levels, demographic trends, availability of financing, interest rates and consumer confidence, which factors could negatively affect the demand for and pricing of our building products. For example, if interest rates increase, the ability of prospective buyers to finance purchases of home improvement products and invest in new real estate could be adversely affected, which, in turn, could adversely affect our financial performance. In response to the recent significant decline in the market for our building and home improvement products, we have closed facilities and sold certain businesses and assets. Notwithstanding these actions and our cost control initiatives, these businesses continue to be unprofitable. Demand in the building and home improvement products industry continues to decline, and we are unable to know when, if ever, these businesses will operate profitably.

***We rely heavily on third party transportation, which subjects us to risks that we cannot control; these risks may adversely affect our operations.***

We rely heavily on railroads and shipping companies to transport raw materials to our manufacturing facilities and to ship finished product to customers. These transport operations are subject to various hazards, including extreme weather conditions, work stoppages and operating hazards, as well as interstate transportation regulations. If we are delayed or unable to ship finished product or unable to obtain raw materials as a result of these transportation companies' failure to operate properly, or if there were significant changes in the cost of these services, we may not be able to arrange efficient alternatives and timely means to obtain raw materials or ship our goods, which could result in an adverse effect on our revenues and costs of operations.

***We rely on a limited number of outside suppliers for specified feedstocks and services, and due to our overall financial condition, including our debt level, our key suppliers may require more onerous terms for trade credit.***

We obtain a significant portion of our raw materials from a few key suppliers. If any of these suppliers is unable to meet its obligations under present supply agreements, we may be forced to pay higher prices to obtain the necessary raw materials. Any interruption of supply or any price increase of raw materials could have an adverse effect on our business and results of operations. In connection with our acquisition of the vinyls business of CONDEA Vista in 1999, we entered into agreements with CONDEA Vista to provide specified feedstocks for the Lake Charles facility. This facility is dependent upon CONDEA Vista's infrastructure for services such as wastewater and ground water treatment, site remediation, and fire water supply. Any failure of CONDEA Vista to perform its obligations under those agreements could adversely affect the operation of the affected facilities and our results of operations. The agreements relating to these feedstocks and services had initial terms of one to ten years. Most of these agreements have been automatically renewed, but may be terminated by CONDEA Vista after specified notice periods. If we

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were required to obtain an alternate source for these feedstocks or services, we may not be able to obtain pricing on as favorable terms. Additionally, we may be forced to pay additional transportation costs or to invest in capital projects for pipelines or alternate facilities to accommodate railcar or other delivery or to replace other services.

While we believe that our relationships with our key suppliers are strong, any vendor may choose to modify our relationship due to general economic concerns or concerns relating to the vendor or us, at any time. Any significant change in the terms that we have with our key suppliers could adversely affect our financial condition and liquidity, as could significant additional requirements from our suppliers that we provide them with letters of credit or similar instruments as a condition of continuing to supply us.

***Our participation in joint ventures exposes us to risks of shared control.***

We own a 50 percent interest in a manufacturing joint venture, the remainder of which is controlled by PPG Industries, Inc., which also supplies chlorine to the facility operated by the joint venture. We also have other joint ventures, such as Royal Group's strategic joint venture arrangements with several customers. We may enter into additional joint ventures in the future. The nature of a joint venture requires us to share control with unaffiliated third parties. If our joint venture partners do not fulfill their obligations, the affected joint venture may not be able to operate according to its business plan. In that case, our operations may be adversely affected or we may be required to increase our level of commitment to the joint venture. Also, differences in views among joint venture participants may result in delayed decisions or failure to agree on major issues. Any differences in our views or problems with respect to the operations of our joint ventures could have a material adverse effect on our business, financial condition, results of operations or cash flows.

***Our common stock may be delisted from the New York Stock Exchange.***

Our common stock is currently listed on the New York Stock Exchange ("NYSE"). On February 20, 2009, the NYSE notified us that we were not in compliance with one of the continued listing requirements of the NYSE because our total market capitalization had been less than \$75 million over a 30 trading-day period and our shareholders' equity was less than \$75 million at December 31, 2008. The NYSE has since lowered these thresholds to \$50 million through October 31, 2009, but we do not meet these lowered thresholds. In addition, the NYSE's continued listing standards require that the average closing price of our common stock not fall below \$1.00 over a consecutive 30 day trading period, although the NYSE has temporarily suspended that requirement until July 31, 2009. We submitted a plan to regain compliance to the NYSE within 45 days of notice of non-compliance and that plan was accepted by NYSE on May 4, 2009. If we do not regain compliance, and do not in fact comply, with the requirement regarding market capitalization and shareholders equity within 18 months of the NYSE notice, the NYSE will commence suspension and delisting procedures. Further, if after the \$1.00 minimum rule is reinstated, we fail to meet that requirement and do not regain compliance for at least 30 trading days within six months the NYSE will commence suspension and delisting procedures.

Although we have taken actions designed to bring our market capitalization, shareholders' equity and stock price within the required compliance levels within the NYSE's specified timeframes, we cannot assure that our plans will be successful within those time frames or at all. If we are not able to come into compliance with the NYSE continued listing standards, which we presently do not comply with, and cannot know if we will be able to in the future, we likely would seek to list the common stock on another exchange, in the event we were able to comply with the applicable listing standards of that other exchange. Delisting would have an adverse effect on the liquidity of our common stock and, as a result, the market price for our common stock might decline. Delisting could also make it more difficult for us to raise additional capital. The price of our common stock was below \$1.00 until we effected a 1-for-25 reverse stock split on July 28, 2009. On July 29, 2009 we announced the closing of the private debt exchange offers for our outstanding notes. Since July 28, 2009, the price of our common stock has been very volatile.



Table of Contents**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

The table below sets forth information regarding repurchases by Georgia Gulf Corporation of shares of its common stock on a monthly basis during the quarter ended June 30, 2009:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>
April 1 April 30, 2009		\$
May 1 May 31, 2009	16	26.50
June 1 June 30, 2009		
<b>Total</b>	<b>16</b>	<b>\$ 26.50</b>

(1)

Georgia Gulf did not repurchase any of its equity securities during the period covered by this report pursuant to any publicly announced plan or program, and no such plan or program is presently in effect. All purchases reflected in the table above reflect acquisitions of common stock in connection with the transfer of common stock to Georgia Gulf by employees in satisfaction of tax withholding obligations upon vesting of restricted stock awards.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company's annual meeting of stockholders was held May 19, 2009, in Atlanta, Georgia for the following purposes: (i) to elect three directors to serve for a term of three years; (ii) to approve an amendment to the Company's certificate of incorporation, as amended, to authorize a reverse stock split; (iii) to ratify the appointment of Deloitte & Touche LLP to serve as our independent registered public accounting firm for the year ending December 31, 2009, and (iv) to consider a stockholder proposal to request that the Board of Directors take steps necessary to the declassify the board of directors. There were 1,385,144 shares of common stock entitled to vote at the meeting.

The results of the voting by stockholders at the annual meeting were as follows:

<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes or Abstentions</b>
Paul D. Carrico	1,200,438	73,640	0
Dennis M. Chorba	1,183,982	90,097	0
Patrick J. Fleming	1,069,616	204,462	0

In addition, the terms of the following directors continued after the meeting:

Jerry R. Satrum  
Yoshi Kawashima  
Charles L. Henry  
Wayne C. Sales

The proposal to approve an amendment to the Company's certificate of incorporation, as amended, to authorize a reverse stock split of the outstanding and treasury common stock, par value \$0.01, of the Company, at a reverse stock split ratio ranging from 1-for-5 to 1-for-30 received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
1,067,015	175,633	31,431	0



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The appointment of Deloitte & Touche LLP to serve as our independent registered public accounting firm for the year ending December 31, 2008, was ratified by the following votes:

For	Against	Abstain	Broker Non-Votes
1,236,753	27,850	9,476	0

The proposal to request the board of directors to take the steps necessary to declassify the board was approved by the following votes:

For	Against	Abstain	Broker Non-Votes
343,066	327,135	34,248	569,629

**Item 6. EXHIBITS****Exhibits\***

- 10.1 Sixth Amendment to Credit Agreement, dated April 14, 2009, among Georgia Gulf Corporation and Royal Group Inc., as Borrowers, certain subsidiaries of Georgia Gulf Corporation, as Guarantors, Bank of America, National Association, as Domestic Administrative Agent and acting through its Canadian branch, as Canadian Administrative Agent, and the other lenders party thereto.
- 10.2 Seventh Amendment to Credit Agreement, dated May 11, 2009, among Georgia Gulf Corporation and Royal Group Inc., as Borrowers, certain subsidiaries of Georgia Gulf Corporation, as Guarantors, Bank of America, National Association, as Domestic Administrative Agent and acting through its Canadian branch, as Canadian Administrative Agent, and the other lenders party thereto.
- 10.3 Eighth Amendment to Credit Agreement, dated June 12, 2009, among Georgia Gulf Corporation and Royal Group Inc., as Borrowers, certain subsidiaries of Georgia Gulf Corporation, as Guarantors, Bank of America, National Association, as Domestic Administrative Agent and acting through its Canadian branch, as Canadian Administrative Agent, and the other lenders party thereto.
- 10.4 Ninth Amendment to Credit Agreement, dated July 27, 2009, among Georgia Gulf Corporation and Royal Group Inc., as Borrowers, certain subsidiaries of Georgia Gulf Corporation, as Guarantors, Bank of America, National Association, as Domestic Administrative Agent and acting through its Canadian branch, as Canadian Administrative Agent, and the other lenders party thereto.
- 10.5 Omnibus Amendment No. 4, dated July 27, 2009, related to the Amended and Restated Receivables Sale and Servicing Agreement, dated March 17, 2009, as amended among the entities party thereto as Originators, GGRC Corp., as Buyer, and Georgia Gulf Corporation, as Servicer and the Second Amended and Restated Receivables Purchase Agreement, dated as of March 17, 2009, as amended, among GGRC Corp., as Seller, the "Purchasers" party thereto and General Electric Capital Corporation, as administrative agent.
- 10.6 Seventh Supplemental Indenture, dated July 27, 2009 to the Indenture among the Company, the subsidiary guarantors named therein, and U.S. Bank National Association (as successor to SunTrust Bank), as trustee dated December 3, 2003, as amended.

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**Exhibits\***

- 10.7 Sixth Supplemental Indenture, dated July 27, 2009 to the Indenture among the Company, the subsidiary guarantors named therein, and Wilmington Trust FSB (as successor to Bank of America, N.A., as successor by merger to LaSalle Bank National Association), as trustee dated October 3, 2006, as amended, relating to the 9.5% Senior Notes due 2014.
  - 10.8 Sixth Supplemental Indenture, dated July 27, 2009 to the Indenture among the Company, the subsidiary guarantors named therein, and Wilmington Trust FSB (as successor to Bank of America, N.A., as successor by merger to LaSalle Bank National Association), as trustee dated October 3, 2006, as amended, relating to the 10.75% Senior Notes due 2016.
  - 10.9 Form of Forbearance and Waiver Agreement (7<sup>1</sup>/<sub>8</sub>% Senior Notes due 2013).
  - 10.10 Form of Forbearance and Waiver Agreement (9.5% Senior Notes due 2014).
  - 10.11 Form of Forbearance and Waiver Agreement (10.75% Senior Subordinated Notes due 2016).
  - 31 Rule 13a-14(a)/15d-14(a) Certifications.
  - 32 Section 1350 Certifications.
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\*  
Filed herewith

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**SIGNATURES**

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

GEORGIA GULF CORPORATION  
(Registrant)

Date: August 10, 2009

/s/ PAUL D. CARRICO

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Paul D. Carrico  
*President and Chief Executive Officer*  
*(Principal Executive Officer)*

Date: August 10, 2009

/s/ GREGORY C. THOMPSON

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Gregory C. Thompson  
*Chief Financial Officer and Treasurer*  
*(Principal Financial and Accounting Officer)*