Kraton Performance Polymers, Inc.
Form 10-Q
November 02, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2011

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

Commission File Number 001-34581

KRATON PERFORMANCE POLYMERS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**20-0411521**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
15710 John F. Kennedy Blvd.	
Suite 300	
Houston, TX 77032	**281-504-4700**
(Address of principal executive offices, including zip code)	**(Registrant s telephone number, including area code)**

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

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

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

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

Number of shares of Kraton Performance Polymers, Inc. Common Stock, $0.01 par value, outstanding as of October 28, 2011: 32,091,020.

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on Form 10-Q for

Quarter Ended September 30, 2011

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Some of the statements in this Quarterly Report on Form 10-Q under the headings Condensed Consolidated Financial Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We may also make written or oral forward-looking statements in our periodic reports on Forms 10-K, 10-Q and 8-K, in press releases and other written materials and in oral statements made by our officers, directors or employees to third parties. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements are often characterized by the use of words such as believes, estimates, expects, projects, may, intends, plans or anticipates, or by discussions of strategy, plans or intentions and in this report include statements regarding o general outlook ; our ability to obtain raw materials; estimated sales volumes; adequacy of accruals for contingencies; costs, timing and plans related to our planned joint venture with Formosa Petrochemical Corporation and the related manufacturing facility; estimated future contributions to our employee benefit plans; anticipated benefits of our European office consolidation; adequacy of cash flows to fund working capital and anticipated capital expenditures; and expectations regarding counterparties ability to perform. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions and other important factors that could cause the actual results, performance or our achievements, or industry results, to differ materially from historical results, any future results, or performance or achievements expressed or implied by such forward-looking statements. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this report. Further description of these risks and uncertainties and other important factors are set forth in this report, in our latest Annual Report on Form 10-K, as subsequently amended on October 28, 2011, including but not limited to Part I, Item 1A. Risk Factors and Part I, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations therein, and in our other filings with the Securities and Exchange Commission, and include, but are not limited to, risks related to:

- conditions in the global economy and capital markets;
- our reliance on LyondellBasell Industries for the provision of significant operating and other services;
- the failure of our raw materials suppliers to perform their obligations under long-term supply agreements, or our inability to replace or renew these agreements when they expire;
- limitations in the availability of raw materials we need to produce our products in the amounts or at the prices necessary for us to effectively and profitably operate our business;
- competition in our end-use markets, by other producers of styrenic block copolymers and by producers of products that can be substituted for our products;
- our ability to produce and commercialize technological innovations;
- our ability to protect our intellectual property, on which our business is substantially dependent;
- the possibility that our products infringe upon the intellectual property rights of others;
- seasonality in our business, particularly for Paving and Roofing end uses;

financial and operating constraints related to our indebtedness;

the inherently hazardous nature of chemical manufacturing;

product liability claims and other lawsuits arising from environmental damage, personal injuries, other damages associated with chemical manufacturing or our products;

political and economic risks in the various countries in which we operate;

health, safety and environmental laws, including laws that govern our employees exposure to chemicals deemed harmful to humans;

regulation of our company or our customers, which could affect the demand for our products or result in increased compliance costs;

- customs, international trade, export control, antitrust, zoning and occupancy and labor and employment laws that could require us to modify our current business practices and incur increased costs;
- fluctuations in currency exchange rates;
- our relationship with our employees;
- loss of key personnel or our inability to attract and retain new qualified personnel;
- the fact that we generally do not enter into long-term contracts with our customers;
- a decrease in the fair value of our pension assets, which could require us to materially increase future funding of the pension plan;
- our planned joint venture in Asia may not materialize;
- future sales of our shares could adversely affect the market price of our common stock; and
- Delaware law and some provisions of our organizational documents make a takeover of our company more difficult.

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

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

Presentation of Financial Statements

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

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PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

KRATON PERFORMANCE POLYMERS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except par value)

	September 30, 2011	December 31, 2010
ASSETS		
Current Assets		
Cash and cash equivalents	$ 45,548	$ 92,750
Receivables, net of allowances of $781 and $947	179,761	136,132
Inventories of products, net	435,362	325,120
Inventories of materials and supplies, net	9,870	9,631
Other current assets	36,537	38,749
Total current assets	707,078	602,382
Property, plant and equipment, less accumulated depreciation of $285,964 and $252,387	375,800	365,366
Identifiable intangible assets, less accumulated amortization of $56,576 and $50,123	66,976	70,461
Investment in unconsolidated joint venture	13,908	13,589
Debt issuance costs	11,769	3,172
Other long-term assets	24,002	25,753
Total Assets	$ 1,199,533	$ 1,080,723
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities		
Current portion of long-term debt	$ 7,500	$ 2,304
Accounts payable-trade	83,514	86,699
Other payables and accruals	51,007	60,782
Deferred income taxes	595	595
Due to related party	14,507	19,264
Total current liabilities	157,123	169,644
Long-term debt, net of current portion	386,875	380,371
Deferred income taxes	18,674	14,089
Other long-term liabilities	65,442	64,242
Total liabilities	628,114	628,346
Commitments and contingencies (note 12)		
Stockholders Equity		
Preferred stock, $0.01 par value, 100,000 shares authorized; none issued		
Common stock, $0.01 par value; 500,000 shares authorized; 32,092 shares issued and outstanding at September 30, 2011; 31,390 shares issued and outstanding at December 31, 2010	321	314

Additional paid in capital	346,190	334,457
Retained earnings	208,658	96,711
Accumulated other comprehensive income	16,250	20,895
Total stockholders equity	571,419	452,377
Total Liabilities and Stockholders Equity	$ 1,199,533	$ 1,080,723

See Notes to Condensed Consolidated Financial Statements

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KRATON PERFORMANCE POLYMERS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In thousands, except per share data)

	Three months ended September 30, 2011	Three months ended September 30, 2010	Nine months ended September 30, 2011	Nine months ended September 30, 2010
Sales Revenue	$ 401,993	$ 335,442	$ 1,133,249	$ 940,260
Cost of Goods Sold	300,539	252,561	836,549	699,139
Gross Profit	101,454	82,881	296,700	241,121
Operating Expenses				
Research and development	6,703	6,125	20,271	17,681
Selling, general and administrative	25,838	24,819	80,921	68,653
Depreciation and amortization	16,689	13,027	46,919	36,042
Total operating expenses	49,230	43,971	148,111	122,376
Loss on Extinguishment of Debt	0	0	2,985	0
Earnings (Loss) of Unconsolidated Joint Venture	595	81	(144)	317
Interest Expense, Net	6,288	6,127	23,384	18,463
Income Before Income Taxes	46,531	32,864	122,076	100,599
Income Tax Expense	3,438	4,828	10,129	14,173
Net Income	$ 43,093	$ 28,036	$ 111,947	$ 86,426
Earnings per common share (note 7)				
Basic	$ 1.34	$ 0.90	$ 3.51	$ 2.80
Diluted	$ 1.33	$ 0.88	$ 3.45	$ 2.76
Weighted average common shares outstanding				
Basic	31,880	30,916	31,750	30,716
Diluted	32,215	31,590	32,253	31,145

See Notes to Condensed Consolidated Financial Statements

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KRATON PERFORMANCE POLYMERS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	Nine months ended September 30,	
	2011	**2010**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 111,947	$ 86,426
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	46,919	36,042
Amortization of debt issuance costs	6,067	1,553
Loss on disposal of fixed assets	28	3
Loss on extinguishment of debt	2,985	0
Change in fair value of interest rate swaps	0	(450)
Net distributed earnings from unconsolidated joint venture	660	86
Deferred income tax expense	4,585	7,168
Share-based compensation	4,196	2,836
Increase in		
Accounts receivable	(42,637)	(38,713)
Inventories of products, materials and supplies	(108,423)	(55,917)
Other assets	(1,337)	(4,561)
Decrease in		
Accounts payable-trade, other payables and accruals, and other long-term liabilities	(15,439)	(12,431)
Due to related party	(6,001)	(1,304)
Net cash provided by operating activities	3,550	20,738
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment, net of proceeds from sales	(46,720)	(30,251)
Purchase of software	(2,968)	(2,081)
Net cash used in investing activities	(49,688)	(32,332)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debt	400,000	69,000
Repayments of debt	(391,285)	(70,728)
Proceeds from issuance of common stock	0	11,197
Costs associated with the issuance of common stock	0	(534)
Proceeds from the exercise of stock options	8,271	5,852
Proceeds from insurance note payable	4,734	3,336
Repayments of insurance note payable	(4,734)	(1,846)
Debt issuance costs	(15,231)	0
Net cash provided by financing activities	1,755	16,277
Effect of exchange rate differences on cash	(2,819)	4,311
Net increase (decrease) in cash and cash equivalents	(47,202)	8,994
Cash and cash equivalents, beginning of period	92,750	69,291

Cash and cash equivalents, end of period	$ 45,548	$ 78,285
Supplemental Disclosures		
Cash paid during the period for income taxes, net of refunds received	$ 6,043	$ 3,444
Cash paid during the period for interest	$ 23,378	$ 21,252

See Notes to Condensed Consolidated Financial Statements

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KRATON PERFORMANCE POLYMERS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. General

Description of our Business. We are a leading global producer of engineered polymers and one of the world s leading producers of styrenic block copolymers (SBCs). We market our products under the widely recognized Kraton® brand. SBCs are highly-engineered synthetic elastomers, which we invented and commercialized almost 50 years ago, that enhance the performance of numerous end use products, imparting greater flexibility, resilience, strength, durability and processability. Our SBC products are found in many everyday applications, including disposable baby diapers, the rubberized grips of toothbrushes, razor blades, power tools and asphalt formulations used to pave roads. We also produce Cariflex™ isoprene rubber latex (IRL), a highly-engineered, synthetic substitute for natural rubber latex. Our IRL products, which are used in applications such as surgical gloves and condoms, have not been found to contain the proteins present in natural rubber latex and are, therefore, not known to cause allergies. Our polymers are typically formulated or compounded with other products to achieve improved, customer specific performance characteristics in a variety of applications. We manufacture our polymers at five manufacturing facilities globally, including our flagship plant in Belpre, Ohio, which we believe is the most diversified SBC plant in the world, as well as plants in Germany, France, Brazil, and Japan. The plant in Japan is operated by an unconsolidated manufacturing joint venture.

Basis of Presentation. The accompanying unaudited condensed consolidated financial statements we present in this report are for Kraton Performance Polymers, Inc. and its consolidated subsidiaries, each of which is a wholly-owned subsidiary. These interim financial statements should be read in conjunction with the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2010, as subsequently amended on October 28, 2011, and reflect all normal recurring adjustments that are, in the opinion of management, necessary to fairly present our results of operations and financial position. Amounts reported in our Condensed Consolidated Statements of Operations are not necessarily indicative of amounts expected for the respective annual periods or any other interim period, in particular due to the effect of seasonal changes and weather conditions that typically affect our sales into our Paving and Roofing end use market.

Our significant accounting policies have been disclosed in Note 1 *Description of Business, Basis of Presentation, and Significant Accounting Policies* in our most recent Annual Report on Form 10-K, as subsequently amended on October 28, 2011. There have been no changes to the policies disclosed therein. The accompanying unaudited condensed consolidated financial statements we present in this report have been prepared in accordance with those policies.

Use of Estimates. The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the useful lives of fixed assets; allowances for doubtful accounts and sales returns; the valuation of derivatives, deferred tax assets, property, plant and equipment, inventory, investments and share-based compensation; and liabilities for employee benefit obligations, asset retirement obligations, income tax uncertainties and other contingencies.

Income Tax in Interim Periods. Our business operations are global in nature, and we are subject to taxes in numerous jurisdictions. Tax laws and tax rates vary substantially in these jurisdictions and are subject to change given the political and economic climate in those countries. We file our tax returns in accordance with our interpretations of each jurisdiction s tax laws. We record our tax provision or benefit on an interim basis using the estimated annual effective tax rate. This rate is applied to the current period ordinary income or loss to determine the income tax provision or benefit allocated to the interim period.

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

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

We have established valuation allowances against a variety of deferred tax assets, including net operating loss carryforwards, foreign tax credits and other income tax credits. Valuation allowances take into consideration our ability to realize these deferred tax assets and reduce the value of such items to the amount that is deemed more likely than not to be recoverable. Our ability to realize these deferred tax assets is dependent on achieving our forecast of future taxable operating income over an extended period of time. We review our forecast in relation to actual results and expected trends on a quarterly basis. Failure to achieve our operating income targets may change our assessment regarding the recoverability of our net deferred tax assets and such change could result in a valuation allowance being recorded against some or all of our net deferred tax assets. A change in our valuation allowance would impact our income tax expense/benefit, stockholders equity and could have a significant impact on our earnings in future periods.

2. New Accounting Pronouncements

Adoption of Accounting Standards

We have implemented all new applicable accounting pronouncements that are in effect and that we believe may impact our financial statements and do not believe that there are any other new accounting pronouncements that have been issued that may have a material impact on our financial position or results of operations.

3. Share-Based Compensation

We account for share-based awards under the provisions of ASC 718, *Share-Based Payment*, which established the accounting for share-based awards exchanged for employee services. Accordingly, share-based compensation cost is measured at the grant date based on the fair value of the award and we recognize these costs using the straight-line method to report expense over the requisite service period. Share-based compensation expense was approximately $1.2 million and $1.1 million for the three months ended September 30, 2011 and 2010, respectively, and approximately $4.2 million and $2.8 million for the nine months ended September 30, 2011 and 2010, respectively, which are recorded in Selling, General and Administrative expenses in our Condensed Consolidated Statements of Operations. See Note 7 *Earnings per Common Share* for further discussion.

Kraton Performance Polymers, Inc. 2009 Equity Incentive Plan. On November 30, 2009, our board of directors and our stockholders approved the Kraton Performance Polymers, Inc. Equity Incentive Plan (the Equity Plan) and on May 25, 2011, our board of directors and stockholders approved the amendment and restatement of the Equity Plan. The Equity Plan allows for the grant to key employees, independent contractors, and eligible non-employee directors of incentive stock options, non-qualified stock options (which together with the incentive stock options, are referred to herein as (Options)), stock appreciation rights, restricted stock awards and restricted stock unit awards, in addition to other equity or equity-based awards as our board of directors determines from time to time.

Under this plan, there were 3,159,469 and 3,599,484 shares of common stock available for issuance as of September 30, 2011 and December 31, 2010, respectively. We awarded 129,328 shares of restricted stock to our employees, which are subject to a three-year cliff vesting, 432,155 options to our employees and 18,798 shares of common stock to members of the board of directors for the nine month ended September 30, 2011. These options have a ten year term and vest in equal installments over three or five years.

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Stock Option Activity

Option activities for the nine months ended September 30, 2011 are as follows:

	Options (in thousands)	Weighted-Average Exercise Price
Outstanding at December 31, 2010	1,559	$ 14.31
Granted	432	35.95
Exercised	555	13.57
Forfeited	143	16.85
Outstanding at September 30, 2011	1,293	$ 21.57
Exercisable at September 30, 2011	457	$ 13.96

4. Restructuring and Restructuring-related Costs

European Office Consolidation. In the third quarter of 2010, we consolidated our transactional functions as well as much of our European management in a new European central office in Amsterdam, Netherlands. We completed this consolidation during the first quarter of 2011 and our aggregate total cost was $5.7 million as of September 30, 2011, of which approximately $1.1 million was incurred in the nine months ended September 30, 2011. These costs were primarily comprised of employee severance, consulting expenses, and other charges, which are recorded in Selling, General and Administrative expenses in our Condensed Consolidated Statements of Operations. The following is a summary of the activity associated with our European office consolidation:

	Europe Restructuring (in thousands)
Accrued European office consolidation restructuring at December 31, 2009	$ 0
Restructuring costs	4,588
Payments	(3,199)
Accrued European office consolidation restructuring at December 31, 2010	$ 1,389
Restructuring costs	1,120
Payments	(2,081)
Accrued European office consolidation restructuring at September 30, 2011	$ 428

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5. Detail of Certain Balance Sheet Accounts

The components of inventories of products, other payables and accruals and other long-term liabilities are as follows:

	September 30, 2011	December 31, 2010
	(in thousands)	
Inventories of products, net:		
Finished products	$ 342,773	$ 252,056
Work in progress	3,822	4,319
Raw materials	88,767	68,745
	$ 435,362	$ 325,120
Other payables and accruals:		
Employee related	$ 16,451	$ 17,807
Income taxes payable	8,409	7,258
Other	26,147	35,717
	$ 51,007	$ 60,782
Other long-term liabilities:		
Pension	$ 56,540	$ 59,479
Other	8,902	4,763
	$ 65,442	$ 64,242

6. Comprehensive Income

Components of comprehensive income are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(in thousands)		(in thousands)	
Net income	$ 43,093	$ 28,036	$ 111,947	$ 86,426
Other comprehensive income				
Foreign currency translation adjustments, net of tax	(28,717)	31,836	(4,797)	(1,164)
Reclassification of gain on interest rate swaps into earnings	0	0	0	(450)
Change in fair value of interest rate swaps	(1,018)	(340)	152	179
Change in fair value of net investment hedge	0	718	0	792
Total comprehensive income	$ 13,358	$ 60,250	$ 107,302	$ 85,783

Accumulated other comprehensive income consists of the following:

	September 30, 2011	December 31, 2010
	(in thousands)	

Foreign currency translation adjustments	$ 45,604	$ 50,401
Net unrealized loss on interest rate swaps	(921)	(1,073)
Net unrealized gain on net investment hedge	899	899
Pension liability	(29,332)	(29,332)
Total accumulated other comprehensive income	$ 16,250	$ 20,895

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7. Earnings per Common Share

Basic earnings per share (EPS) is computed by dividing net income by the weighted-average number of common shares outstanding during the period.

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

Unvested awards of share-based payments with rights to receive dividends or dividend equivalents, such as our restricted stock awards are considered to be participating securities and the two-class method is used for purposes of calculating EPS. Under the two-class method, a portion of net income is allocated to these participating securities and therefore is excluded from the calculation of EPS allocated to common stock. Restricted stock awards outstanding totaled 199,615 and 118,413 at September 30, 2011 and 2010, respectively. These shares are subject to forfeiture and restrictions on transfer until vested and have identical voting, income and distribution rights to the unrestricted common shares outstanding. Our weighted average restricted stock awards outstanding were 196,910 and 118,413 for the three months ended September 30, 2011 and 2010, respectively, and 161,492 and 130,210 for the nine months ended September 30, 2011 and 2010, respectively.

Restricted share units in the amount of 29,491 and 35,098 and stock options in the amount of 1,292,751 and 1,790,427 were outstanding at September 30, 2011 and 2010, respectively. For the three and nine months ended September 30, 2011 and 2010, our weighted average restricted share units outstanding were 29,491 and 35,098, respectively; and 31,627 and 35,098, respectively, and are included in the computation of our diluted EPS.

The computation of diluted earnings per share excludes the effect of the potential exercise of stock options that are anti-dilutive. The number of stock options excluded from the computation was 398,008 and 25,000 for the three months ended September 30, 2011 and 2010, respectively, and 368,008 and 25,000 for the nine months ended September 30, 2011 and 2010, respectively.

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The following tables summarize the effect of the share-based compensation awards on the diluted weighted- average number of shares outstanding used in calculating diluted EPS:

	Three months ended September 30, 2011			Three months ended September 30, 2010		
	Net Income	**Weighted Average Shares Outstanding**	**Earnings Per Share**	**Net Income**	**Weighted Average Shares Outstanding**	**Earnings Per Share**
	(In thousands, except per share data)					
Basic:						
As reported	$ 43,093	32,077		$ 28,036	31,034	
Less: amounts allocated to unvested restricted shares	(265)	(197)		(107)	(118)	
Amounts available to common stockholders	$ 42,828	31,880	$ 1.34	$ 27,929	30,916	$ 0.90
Diluted:						
Effect of dilutive securities						
Add: amounts allocated to unvested restricted shares	265	197		107	118	
Restricted share units non participating		29			35	
Stock options added to the denominator under the treasury stock method		306			639	
Less: amounts reallocated to unvested restricted shares	(262)	(197)		(105)	(118)	
Amounts available to common stockholders and assumed conversions	$ 42,831	32,215	$ 1.33	$ 27,931	31,590	$ 0.88

	Nine months ended September 30, 2011			Nine months ended September 30, 2010		
	Net Income	Weighted Average Shares Outstanding	Earnings Per Share	Net Income	Weighted Average Shares Outstanding	Earnings Per Share
	(In thousands, except per share data)					
Basic:						
As reported	$ 111,947	31,911		$ 86,426	30,846	
Less: amounts allocated to unvested restricted shares	(567)	(161)		(364)	(130)	
Amounts available to common stockholders	$ 111,380	31,750	$ 3.51	$ 86,062	30,716	$ 2.80
Diluted:						
Effect of dilutive securities						
Add: amounts allocated to unvested restricted shares	567	161		364	130	
Restricted share units non participating		32			35	
Stock options added to the denominator under the treasury stock method		471			394	
Less: amounts reallocated to unvested restricted shares	(558)	(161)		(359)	(130)	
Amounts available to common stockholders and assumed conversions	$ 111,389	32,253	$ 3.45	$ 86,067	31,145	$ 2.76

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8. Long-Term Debt

On February 11, 2011, we refinanced our existing indebtedness by completing an offering of $250.0 million in aggregate principal amount of 6.75% Senior Notes due 2019 through an institutional private placement and entering into a new $350.0 million senior secured credit agreement with a maturity date of February 11, 2016. The credit agreement provides for senior secured financing consisting of:

- a $200.0 million senior secured revolving credit facility;
- a $150.0 million senior secured term loan facility; and
- an option to raise up to $125.0 million of incremental term loans or incremental revolving credit commitments.

In connection with this refinancing we repaid in full all outstanding borrowings under our previously existing term and revolving loans. In addition, we purchased $151.0 million principal amount of our outstanding 8.125% Senior Notes through a tender offer and redeemed the remaining $12.0 million principal amount of such notes. We also redeemed the remaining $0.3 million principal amount of our outstanding 12% Discount Notes. In these notes to the condensed consolidated financial statements, the loans made under the current or former revolving credit facility are referred to as the Revolving Loans, and the loans made under the current or former term loan facility are referred to as the Term Loans.

Long-term debt consists of the following:

	September 30, 2011	December 31, 2010
	(in thousands)	
Term Loans	$ 144,375	$ 219,425
6.75% unsecured notes	250,000	0
12.0% discount notes	0	250
8.125% notes	0	170,000
8.125% notes held in treasury	0	(7,000)
Total debt	394,375	382,675
Less current portion of long-term debt	7,500	2,304
Total long-term debt	$ 386,875	$ 380,371

Senior Secured Credit Agreement. Kraton Polymers LLC is the borrower under our senior secured credit agreement dated as of February 11, 2011, which is unconditionally guaranteed by Kraton Performance Polymers, Inc. and the wholly- owned domestic subsidiaries of Kraton Polymers LLC, and is required to be guaranteed by all future direct and indirect material domestic subsidiaries. Borrowings under the Revolving Loans bear interest at a rate per annum equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the federal funds rate plus 0.50% and (2) the prime rate of Bank of America, N.A., in each case plus a margin of 2.00% through December 31, 2011 and thereafter 1.75% to 2.25% depending on a consolidated net leverage ratio, or (b) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs plus a margin of 3.00% through December 31, 2011 and thereafter 2.75% to 3.25% depending on a consolidated net leverage ratio.

Borrowings under the Term Loans bear interest at a rate per annum equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the federal funds rate plus 0.50% and (2) the prime rate of Bank of America, N.A., in each case plus a margin of 2.00% per annum, or (b) a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs plus a margin of 3.00% per annum. The average effective interest rates on the Term Loans for the nine months ended September 30, 2011 and 2010 were 4.3% and 3.5%, respectively.

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In addition to paying interest on outstanding principal under the Revolving Loans and Term Loans, we are required to pay a commitment fee ranging from 0.50% to 0.75%, depending on our consolidated net leverage ratio, related to the unutilized commitments under the Revolving Loans, as well as pay customary letter of credit fees and agency fees.

6.75% Senior Notes due 2019. Kraton Polymers LLC and its wholly-owned financing subsidiary Kraton Polymers Capital Corporation issued $250.0 million aggregate principal amount of 6.75% Senior Notes that mature on March 1, 2019 pursuant to an indenture, dated as of February 11, 2011. The indenture provides that the notes are general unsecured, senior obligations and will be unconditionally guaranteed on a senior unsecured basis. We will pay interest on the notes at 6.75% per annum, semi-annually in arrears on March 1 and September 1, commencing on September 1, 2011. In June 2011, we completed a registered exchange offer for all of our outstanding 6.75% Senior Notes, which were not registered under the Securities Act of 1933, as amended, for an equal principal amount of our 6.75% Senior Notes, which have been registered under the Securities Act. The entire $250.0 million aggregate principal amount of the Senior Notes was tendered and exchanged in the exchange offer.

***Debt Maturities*.** The remaining principal payments on our outstanding total debt as of September 30, 2011, are as follows:

	Principal Payments (in thousands)	
December 31:		
2011	$	1,875
2012	$	7,500
2013	$	11,250
2014	$	15,000
2015	$	108,750
Thereafter	$	250,000
Total debt	$	394,375

As of September 30, 2011, we were in compliance with the applicable financial ratios and the other covenants for the senior secured credit facility and the indenture governing the 6.75% Senior Notes.

See Note 10 *Financial Instruments and Credit Risk* for fair value information related to our long-term debt.

9. Debt Issuance Costs

We capitalize the debt issuance costs related to issuing long-term debt. We amortize these costs using the effective interest method, except for costs related to revolving debt, which are amortized using the straight-line method. We had net debt issuance costs of $14.4 million and $5.2 million (of which $2.6 million and $2.1 million were included in other current assets) as of September 30, 2011 and December 31, 2010, respectively. In connection with the refinancing of our indebtedness in the first quarter of 2011, we recorded approximately $4.2 million of accelerated amortization of deferred debt issuance costs to interest expense in our Condensed Consolidated Statements of Operations and we capitalized $15.2 million of debt issuance costs related to the new indebtedness. The nine months ended September 30, 2011 consisted of the following activity:

	Debt Issuance Costs (in thousands)	
Debt issuance costs balance at December 31, 2010	$	5,238
Write-off related to previously existing indebtedness		(4,199)
Capitalization of financing fees and other costs		15,231
Amortization expense		(1,868)
Debt issuance costs balance at September 30, 2011	$	14,402

10. Financial Instruments and Credit Risk

Financial Instruments

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

In June 2010, we entered into a $215.0 million notional amount interest rate swap agreement. This agreement was effective on January 3, 2011 and was set to expire on January 3, 2012. However, on February 10, 2011, in connection with the refinancing of our existing indebtedness, we terminated and settled the interest rate swap agreement, and as a result, recognized $1.0 million of interest expense.

In June 2011, we entered into a $75.0 million notional amount interest rate swap agreement. This agreement was effective as of July 15, 2011 and matures on June 15, 2014. The interest rate swap agreement provides for a fixed rate of 1.0%; therefore, including the current 3.0% margin on our Term Loan, our current hedged fixed rate is 4.0%. We recorded an unrealized loss of $0.9 million in accumulated other comprehensive income related to the effective portion of this interest rate swap as of September 30, 2011.

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

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

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. In accordance with ASC 820, these two types of inputs have created the following fair value hierarchy:

Level 1 Quoted unadjusted prices for identical instruments in active markets.

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable.

The following table presents the carrying values and approximate fair values of our long-term debt as of September 30, 2011 and December 31, 2010:

	September 30, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in thousands)			
Term Loans	$ 144,375	$ 144,375	$ 219,425	$ 219,425
6.75% unsecured notes	250,000	236,408	0	0
12.00% discount notes	0	0	250	324
8.125% notes	0	0	163,000	164,630
8.125% notes held as treasury bonds	0	0	7,000	7,070

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

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The financial assets and liabilities measured at fair value on a recurring basis are as follows:

	Balance Sheet Location	September 30, 2011	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			(in thousands)		
Derivative liability 2011 Interest rate swap	Other payables and accruals	$ 481	$ 0	$ 481	$ 0
Derivative liability 2011 Interest rate swap	Other long-term liabilities	440	0	440	0
Total		$ 921	$ 0	$ 921	$ 0

	Balance Sheet Location	December 31, 2010	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
			(in thousands)		
Derivative liabilities 2009 Interest rate swap	Other payables and accruals	$ 362	$ 0	$ 362	$ 0
Derivative liabilities 2010 Interest rate swap	Other payables and accruals	1,073	0	1,073	0
Total		$ 1,435	$ 0	$ 1,435	$ 0

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

Credit Risk. Our customers are diversified by industry and geography with more than 700 customers in over 60 countries and as a result, we do not believe we have concentrations of credit risk. We analyze our counterparties financial condition prior to extending credit and we establish credit limits and monitor the appropriateness of those limits on an ongoing basis. We also obtain cash, letters of credit or other acceptable forms of security from customers to provide credit support, where appropriate, based on our financial analysis of the customer and the contractual terms and conditions applicable to each transaction.

11. Income Taxes

Our income tax expense for the three months ended September 30, 2011 and 2010, was $3.4 million and $4.8 million, respectively, and $10.1 million and $14.2 million for the nine months ended September 30, 2011 and 2010, respectively. Our effective tax rate for the three months ended September 30, 2011 and 2010, was 7.4% and 14.7%, respectively, and 8.3% and 14.1% for the nine months ended September 30, 2011 and 2010, respectively. Our effective tax rate was lower than the statutory tax rate of 35.0% primarily due to the mix of pre-tax income earned in foreign jurisdictions and the partial release of our valuation allowance during these periods. Excluding the release of our valuation allowance related to current period earnings, our effective tax rate for the three months ended September 30, 2011 and 2010, would have been 25.6% and 35.0%, respectively, and 22.1% and 34.3% for the nine months ended September 30, 2011 and 2010, respectively.

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We are required to provide a valuation allowance for certain deferred tax assets in excess of deferred tax liabilities because we have concluded that it is more likely than not that such deferred tax assets ultimately will not be realized. We have recorded changes in the valuation allowance on deferred tax assets as a result of our assessed ability to realize the tax benefit of our net operating loss carryforwards in the United States and France. For the nine months ended September 30, 2011, we released a portion of our valuation allowance in the amount of $19.3 million and $0.5 million for the United States and France, respectively, of which $16.9 million reflects the benefit of tax net operating loss carryforwards realized during this period. In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the reversal of deferred tax liabilities within the net operating loss carryforward period, projected future taxable income and tax planning strategies in making this assessment.

As of September 30, 2011, we had $1.8 million of unrecognized tax benefits related to foreign tax positions, all of which, if recognized, would impact the effective tax rate. During the nine months ended September 30, 2011, we released a $2.1 million reserve to recognize the tax benefit related to certain foreign tax positions.

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

On September 29, 2011, we were notified by the Internal Revenue Service (IRS) of their intent to examine our 2009 U.S. federal income tax return. The outcome of this examination cannot be predicted with accuracy at this time. However, we do not expect the final resolution of this matter to have a material impact on our financial position or results of operations.

12. Commitments and Contingencies

Legal Proceedings. We and certain of our subsidiaries are parties to several legal proceedings that have arisen in the ordinary course of business. While the outcome of these proceedings cannot be predicted with certainty, management does not expect these matters, individually or in the aggregate, to have a material adverse effect upon our financial position, results of operations or cash flows.

Asset Retirement Obligations. We account for asset retirement obligations pursuant to the provisions of ASC 410-20, *Asset Retirement Obligations* (ARO). The U.S. Environmental Protection Agency (EPA) issued new maximum achievable control technology (MACT) standar for controlling hazardous air emissions from industrial boilers. The Boiler MACT standards are required under Sections 112 of the Clean Air Act. This new regulation applies to the coal-burning boilers at our Belpre, Ohio, facility. The final rule was published in the Federal Register on March 21, 2011 and was to have become effective 60 days later on May 20, 2011, if it was not otherwise changed or delayed. On May 16, 2011, the EPA announced a stay and reconsideration of the Boiler MACT standards and established a new comment period, which was open until July 15, 2011, in order to allow the EPA to continue to seek additional public comment before revised Boiler MACT standards are proposed. We expect the revised rule based on these additional comments to be published in May, 2012, with a possible extension of the compliance date from three years to five years after the date of promulgation. Thus, we expect the compliance date to be no earlier than May, 2015. The Boiler MACT may make operation of the Belpre coal-burning boilers uneconomical after the compliance date. We recorded an ARO of $5.0 million in the three months ended March 31, 2011 related to replacing these coal-burning boilers. We also accelerated the depreciation of the coal-burning boilers (net book value of $12.8 million as of January 31, 2011) by changing the remaining estimated useful lives from 128 months to 36 months such that these assets will be fully depreciated by January 2014 pending the final revised Boiler MACT standards. For the three and nine months ended September 30, 2011, we recorded depreciation expense of $1.2 million and $2.9 million, respectively, related to the coal-burning boilers.

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

	ARO Liability Balance (in thousands)	
Asset Retirement Obligations Liability:		
Balance at December 31, 2009	$	4,171
Additional accruals		3,024
Accretion expense		57
Obligations settled		(2,583)
Revisions in estimated cash flows		(1,291)
Balance at December 31, 2010	$	3,378
Additional accruals		5,004
Accretion expense		312
Obligations settled		0
Revisions in estimated cash flows		(394)
Balance at September 30, 2011	$	8,300

There have been no other material changes to our Commitments and Contingencies disclosed in our most recently filed Annual Report on Form 10-K, as subsequently amended on October 28, 2011.

13. Employee Benefits

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

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(in thousands)		(in thousands)	
Defined Benefit				
Components of net period benefit cost:				
Service cost	$ 660	$ 580	$ 1,980	$ 1,783
Interest cost	1,303	1,230	3,903	3,676
Expected return on plan assets	(1,310)	(1,213)	(3,930)	(3,639)
Amortization of prior service cost	252	17	746	38
Net periodic benefit cost	$ 905	$ 614	$ 2,699	$ 1,858

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We made contributions of $6.1 million to our pension plan in the nine months ended September 30, 2011 and expect total contributions to be $7.4 million in 2011.

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(in thousands)		(in thousands)	
Other Post-retirement Benefits				
Components of net period benefit cost:				
Service cost	$ 104	$ 91	$ 324	$ 287
Interest cost	310	303	925	863
Amortization of prior service cost	102	63	300	141
Net periodic benefit cost	&			