

GEORGIA GULF CORP /DE/
Form 10-K
February 24, 2012

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

FORM 10-K

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

For the fiscal year ended December 31, 2011

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)

Registrant's telephone number, including area code: **(770) 395-4500**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, \$0.01 par value

Name of each exchange on which registered

New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

Aggregate market value of the common stock held by non-affiliates of the registrant, computed using the closing price on the New York Stock Exchange for the registrant's common stock on June 30, 2011 was \$820,359,373.

Indicate the number of shares outstanding of the registrant's common stock as of the latest practicable date.

Class	Outstanding at February 21, 2012
Common Stock, \$0.01 par value	34,240,377 shares

DOCUMENTS INCORPORATED BY REFERENCE

(To the Extent Indicated Herein)

Table of Contents

TABLE OF CONTENTS

Item	Page Number
<u>PART I</u>	
1) <u>Business</u>	<u>1</u>
1A) <u>Risk Factors</u>	<u>11</u>
1B) <u>Unresolved Staff Comments</u>	<u>20</u>
2) <u>Properties</u>	<u>20</u>
3) <u>Legal Proceedings</u>	<u>22</u>
4) <u>Mine Safety Disclosures</u>	<u>24</u>
<u>PART II</u>	
5) <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>25</u>
6) <u>Selected Financial Data</u>	<u>28</u>
7) <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>30</u>
7A) <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>51</u>
8) <u>Financial Statements and Supplementary Data</u>	<u>52</u>
9) <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>114</u>
9A) <u>Controls and Procedures</u>	<u>114</u>
9B) <u>Other Information</u>	<u>117</u>
<u>PART III</u>	

<u>10) Directors, Executive Officers, and Corporate Governance</u>	<u>118</u>
<u>11) Executive Compensation</u>	<u>118</u>
<u>12) Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>119</u>
<u>13) Certain Relationships and Related Transactions, and Director Independence</u>	<u>119</u>
<u>14) Principal Accountant Fees and Services</u>	<u>119</u>
<u>PART IV</u>	
<u>15) Exhibits and Financial Statement Schedules</u>	<u>120</u>
<u>Signatures</u>	<u>124</u>
Certifications	

Table of Contents

PART I

Item 1. BUSINESS.

General

Georgia Gulf Corporation (a Delaware company incorporated in 1983) is a leading North American manufacturer and international marketer of chemicals and building products. Our Chlorovinyls reportable segment consists of two product groups: i) Electrovinyls products, which are composed of chlorine, caustic soda, ethylene dichloride ("EDC"), vinyl chloride monomer ("VCM"), and vinyl resins; and ii) Compound products, which are composed of vinyl compounds, compound additives and plasticizers. Our Building Products reportable segment consists of two primary product groups: i) Window and Door Profiles and Mouldings; and ii) Outdoor Building Products, which currently consists of siding, pipe and pipe fittings and deck, fence and rail products. Our Aromatics reportable segment also contains two commodity chemical product groups: i) cumene; and ii) phenol and acetone.

Our building products businesses source a majority of their raw materials from our chlorovinyls chemicals business in the form of vinyl resins, vinyl compounds, and compound additives. The following chart illustrates our chlorovinyls and building and home improvement products integration.

Table of Contents

Early Redemption and Repayment of Notes

On April 4, 2011, we redeemed all of our 7.125% senior notes due 2013 and 9.5% notes due 2014 that remained outstanding for the aggregate principal amount of \$22.2 million, and as a result thereof, incurred a \$1.1 million loss comprised of fees and unamortized discounts. On October 20, 2011, we redeemed all of our 10.75% senior subordinated notes due 2016 that remained outstanding for the aggregate principal amount of \$44.1 million including early redemption cost. During December 2011, we repaid in full our note payable for \$18.0 million. As a result of the foregoing, we redeemed and repaid an aggregate of approximately \$81.2 million of our debt during 2011.

2009 Recapitalization

In 2009, we undertook a significant financial and operational restructuring, which included an exchange of approximately \$736.0 million of the outstanding debt for newly issued equity securities (the "debt exchange") and related 1-for-25 reverse stock split. This restructuring, which is described in more detail elsewhere herein, was necessitated by the significant impact of the global recession on our industry our company and our significant debt, including the approximately \$1.5 billion in debt incurred in connection with our 2006 acquisition of Royal Group, Inc. a manufacturer of home improvement, building and construction products.

Segment Information

We operate through three reportable segments: chlorovinyls products; building products; and aromatics products. These three reportable segments reflect the organization used by our management for purposes of allocating resources and assessing performance. The chlorovinyls segment consists of a highly integrated chain of products, which includes chlorine, caustic soda, EDC, VCM and vinyl resins, vinyl compounds and compound additives and plasticizers. Our building products segment manufactures window and door profiles, mouldings, siding, pipe and pipe fittings and currently deck, fence, and rail products and markets vinyl-based building and home improvement products under the Royal Building Products brand names. We expect to discontinue manufacturing and selling fence products in March 2012. The aromatics segment consists of cumene and the co-products phenol and acetone.

Reportable Segments	Key Products
Chlorovinyls	<i>Electrovinyl products:</i> Chlorine/Caustic Soda EDC VCM Vinyl Resins <i>Compound products:</i> Vinyl Compounds Compound Additives and plasticizers
Building Products	<i>Window and door profiles and mouldings products:</i> Window and Door Profiles Mouldings <i>Outdoor building products:</i> Siding Pipe and Pipe Fittings Deck, Fence and Rail
Aromatics	Cumene Phenol/Acetone

Table of Contents

For selected financial information concerning our three reportable segments and our domestic and international sales, see Note 18 of the Notes to the Consolidated Financial Statements included in Item 8.

Products and Markets by Reportable Segment***Chlorovinyls Segment***

The chlorovinyls segment consists of a highly integrated chain of products, which includes electrovinyl products consisting of chlorine, caustic soda, EDC, VCM, vinyl resins, and compound products consisting of vinyl compounds and compound additives. We have leading market positions in our key chlorovinyls products. In North America, we are one of the largest producers of VCM, vinyl resins, and vinyl compounds. The following table shows our total annual production capacity by product as of December 31, 2011, for our chlorovinyls segment's two primary product lines, Electrovinyls Products and Compound Products:

Product Line	Capacity
<i>Electrovinyl Products:</i>	
Vinyl Resins	2.75 billion pounds
VCM	3.0 billion pounds
Caustic Soda	520,000 tons
Chlorine	474,500 tons
<i>Compound Products:</i>	
Vinyl Compounds	1.3 billion pounds
Compound Additives and Plasticizers	184 million pounds

Electrovinyl Products

Our electrovinyl products are primarily commodity chemical products produced to meet globally accepted standards for product grades and classifications. As a result, pricing closely follows globally quoted index prices with standard adjustments based on production grades. Electrovinyl products are as follows:

Vinyl Resins. Vinyl resins are among the most widely used plastics in the world today, and we supply numerous grades of vinyl resins to a broad number of end-use markets. During 2011, approximately 48 percent of our vinyl resins production was sold into the U.S. and Canadian merchant market where our vinyl resins were used in a wide variety of flexible and rigid vinyl end-use applications. In 2011, the largest end-uses of our products were for pipe and pipe fittings, siding, extruded sheet & film and window profiles. Approximately 19 percent of our production was sold into the export market, and approximately 33 percent of our vinyl resins are used internally in the manufacture of our vinyl compounds and vinyl building products.

VCM. During 2011, we used about 97 percent of our VCM production in the manufacture of vinyl resins in our PVC manufacturing operations. VCM production not used internally is sold to other vinyl resins producers in domestic and international markets.

Chlorine and Caustic Soda. All of the chlorine we produce is used internally in the production of VCM. As a co-product of chlorine, caustic soda further diversifies our revenue base. We sell substantially all of our caustic soda to customers domestically and overseas in numerous industries, with the pulp and paper, chemical and alumina industries constituting our largest markets. Other markets for our caustic soda include soap and detergents and the water treatment industries.

Table of Contents

Compound Products

Compound products are as follows:

Vinyl Compounds. Vinyl compounds are highly customized formulations that offer specific end-use properties based upon customer-determined manufacturing specifications that enable our customers to utilize them directly in their manufacturing processes to fabricate their finished products. We produce flexible and rigid compounds, which are used in many different applications, including wire and cable insulation and jacketing, electrical outlet boxes and pipe fittings, window and furniture profiles and food-grade and general-purpose bottles. We also supply chlorinated vinyl compounds, or CPVC, to the extrusion and injection molding markets, mainly for production of hot water pipe and pipe fittings.

Compound Additives and Plasticizers. The primary additives that we produce are lubricants, stabilizers, impact modifiers and process aids used in the production of compounds, and which are part of the typical compound formulations. The majority of our additives and plasticizers are consumed internally.

Building Products Segment

The building products segment consists of two primary product groups: i) Window and Door Profiles and Mouldings Products, which includes extruded vinyl window and door profiles and interior and exterior mouldings products; and ii) Outdoor Building Products, which currently includes siding, pipe and pipe fittings, deck, fence and rail products. The Window and Door Profiles and Mouldings Products have a higher level of customization based on customer specifications, whereas Outdoor Building Products are based more on industry standards. The demand and pricing for our Window and Door Profiles and Mouldings Products generally trend in similar patterns based on the product features and benefits of customized vinyl products when compared to alternative products, such as wood. Outdoor Building Products are made to precise industry standards, thus providing for a high level of compatibility within the construction and renovation systems in which they are used. The demand and pricing for our Outdoor Building Products generally trend in similar patterns primarily based on the cost of the underlying raw materials.

Window and Door Profiles and Mouldings Products

Window and Door Profiles. We manufacture and extrude vinyl window profiles including frames, sashes, trim and other components, as well as vinyl patio door components and fabricated patio doors, which are sold primarily to window and door fabricators. Our sales are primarily to the custom segment of the vinyl window profile market with the profile design customized to a window fabricator's specific requirements.

Mouldings. We manufacture and market extruded decorative mouldings and millwork. Our decorative trim products are used for interior mouldings, such as crown, base and chair rail. For exterior mouldings, our products are used in applications such as brick mouldings, and as components used in the fabrication of doors, windows and spas. This product line includes a series of offerings, such as bendable trim and paintable/stainable trim.

Outdoor Building Products

Our outdoor building products are made to industry standards, thus providing for a high level of compatibility within the construction and renovation systems in which they are used. Our OBP include siding; pipe and pipe fittings; and deck, fence, and rail.

Table of Contents

Siding. We manufacture vinyl siding, and we also offer a wide range of complementary accessories including vinyl soffit, aluminum soffit, fascia and trim and molded vent mounts and exterior shutters. The acquisition of Exterior Portfolio in February 2011 for a net purchase price of approximately \$71.4 million, provided additional product offerings in the premium siding category including insulated siding. These additional product offerings complement our existing offerings, which include rich, dark, color-fast shades as well as a siding system, which enables siding panels to withstand harsh wind conditions.

Pipe and Pipe Fittings. We manufacture pipe and pipe fittings for the municipal and electrical markets, as well as pipe for plumbing applications. Our municipal pipe and pipe fittings product lines are used in potable water applications as well as in storm and sewer applications. Our plumbing lines are used in residential and industrial applications to move storm and sanitary wastewater from the building to the municipal sewer at the property line. This product line is primarily targeted at drain, waste and vent applications. Electrical, pipe, conduit and fittings are available in a wide variety of sizes and configurations, to meet the needs of both commercial and residential applications.

Deck, Fence and Rail. We currently manufacture vinyl deck, fence and rail products that are used for both the do-it-yourself ("D-I-Y") and professionally installed market segments. We expect to discontinue manufacturing and selling fence products in March 2012. Products directed at the D-I-Y segment are made in pre-built sections designed for quick and easy installation, and are sold through "big-box" home improvement retail stores. We offer decorative columns and rails to complement our deck products. Our deck, fence and rail product lines are positioned as a lower-maintenance alternative to conventional wood and metal products.

Aromatics Segment

The aromatics segment is highly integrated and consists of cumene and phenol/acetone products. Phenol/acetone products are co-products made from cumene in the same production process. Since phenol and acetone are made from cumene, their pricing and sales volume is similarly impacted by industry and global economic conditions and supply and demand fundamentals for the underlying raw materials. Our aromatic products are primarily commodity based products produced to meet globally accepted standards for product grades and classifications. As a result, pricing closely follows raw material prices and capacity utilization. The following table shows our total annual production capacities as of December 31, 2011 for our aromatics segment's primary product groups:

Product Groups	Capacity
Cumene (1)	2.0 billion pounds
Phenol/Acetone (2)	811 million pounds

(1) We operate the world's largest cumene plant, located in Pasadena, Texas.

(2) Our phenol/acetone plant in Plaquemine, LA has the annual capacity to produce 500 million pounds of phenol and 311 million pounds of acetone.

Cumene

Cumene is used as an intermediate to make phenol and acetone and specialty chemicals and can be sold as an additive for gasoline blending. About 39 percent of our cumene was consumed internally during 2011 to produce phenol and acetone. Cumene production not used internally is sold to other phenol and acetone manufacturers in domestic and international markets.

Table of Contents

Phenol/Acetone Products

Phenol. Phenol is sold to a broad base of customers who are producers of a variety of phenolic resins, engineering plastics and specialty chemicals. Phenolic resins are used as adhesives for wood products such as plywood and Oriented Strand Board, or OSB. Engineering plastics are used in compact discs, digital video discs, automobiles, household appliances, electronics and protective coating applications. We also sell phenol for use in insulation, electrical parts, oil additives and chemical intermediates. In 2011, the largest sales segment of our phenol was the export sector.

Acetone. As a co-product of phenol, acetone further diversifies our revenue base. Acetone is a chemical used primarily in the production of acrylic resins, engineering plastics and industrial solvents. We sell the majority of our acetone into the acrylic resins market, where it is used in the manufacture of various plastics and coatings used for signage, automotive parts, household appliances, paints and industrial coatings. Other uses range from solvents for automotive and industrial applications to pharmaceuticals and cosmetics.

Production, Raw Materials and Facilities

Production

Chlorovinyls and Aromatics Chemical Products. In our chlorovinyls segment, we produce chlorine and its co-product caustic soda by electrolysis of salt brine. We produce VCM by reacting purchased ethylene with chlorine, which is both produced internally and purchased from third parties. Generally, our internal production of VCM slightly exceeds our internal demand requirements. We produce vinyl resins by polymerization of VCM in a batch reactor process. We formulate our vinyl compounds to specific customer needs by blending our vinyl resins with various additives such as plasticizers, impact modifiers, stabilizers and pigments, most of which are purchased. We also have the capacity to produce EDC, an intermediate in the manufacture of VCM, for external sales. In our aromatics segment, we produce cumene utilizing benzene and refinery grade propylene ("propylene") purchased from third parties. Cumene is then oxidized to produce cumene hydroperoxide, which is split into the co-products phenol and acetone.

Building and Home Improvement Products. Extrusion is a process by which vinyl compounds are heated until they melt and then forced through a uniquely shaped opening, referred to as a die, to form various shapes and thickness. For example, when producing decking, a slip resistant design may be embossed onto the planks. Variations in extrusion are used to give products other desired qualities. For example, in producing mouldings and some deck products, we use cellular extrusion, which involves the process of encapsulating air bubbles in the vinyl extrusion, which reduces weight and cost. As the extruded product leaves the die, it is immediately cooled resulting in resolidification of the vinyl into a product matching the die pattern. Cooling is accomplished by using water and/or air.

We also produce some pipe fittings through injection molding. These products are produced by heating vinyl compounds until they melt and then injecting them under pressure into a hollow mold to create three dimensional parts.

Raw Materials

Chlorovinyls and Aromatics Chemical Products. The significant raw materials we purchase from third parties include benzene, ethylene, propylene, compound additives, natural gas and chlorine. During 2011, we made a significant amount of raw material purchases from one of our suppliers totaling approximately \$422 million. The majority of our purchases of ethylene and chlorine are made under long-term supply agreements, and we purchase natural gas, benzene and propylene in both the open market and under long-term contracts. We believe we have reliable sources of supply for our raw materials under normal market conditions. We cannot, however, predict the likelihood or impact of any

Table of Contents

future raw material shortages. Any shortages could have a material adverse impact on our results of operations.

Building and Home Improvement Products. The principal raw material we use in production of our building and home improvement product lines is vinyl resin, which is blended with other compound additives to form vinyl compounds, which are then extruded or injection molded. We believe internal production of vinyl resins, compounds and most compound additives by our chlorovinyls segment assures quality and facilitates efficient production of our vinyl-based products. Additives assist in processing vinyl resins efficiently and can be used to make the resulting product flexible or rigid, to add color or texture or other desired properties. For example, UV inhibitors may be added to protect an exterior product from sun damage, which could cause fading.

Facilities

Plaquemine, Louisiana Facilities. Our operations at these facilities include the production of chlorine, caustic soda, EDC, VCM, vinyl resins, phenol and acetone. We have a long-term lease on a nearby salt dome with reserves in excess of twenty years from which we supply our salt brine requirements. We use all of our chlorine production in the manufacture of VCM at this facility, and we sell substantially all of our caustic soda production externally. All of the ethylene requirements for our VCM production are supplied by pipeline. Most of our Plaquemine VCM production is consumed on-site in our vinyl resins production or shipped to our other vinyl resins facilities, with the remainder sold to third parties. We produce a significant portion of our vinyl resins at this facility. As part of a modernization project at this facility completed in 2007, we increased our vinyl resins production capacity by approximately 450 million pounds annually. Our cumene requirements for the production of phenol and its co-product acetone are shipped from our Pasadena, Texas facility by dedicated barges.

Our 250-megawatt cogeneration facility supplies all of the electricity and steam needs at our Plaquemine facilities. An on-site air separation unit that we sold to a third party in January 2012 for approximately \$18 million resulting in a gain of approximately \$17 million, is operated by the third party purchaser and provides all of the Plaquemine facilities' nitrogen and oxygen gas requirements. Concurrent with the sale, we entered into a long-term supply agreement with the purchaser to supply these products.

Lake Charles, Louisiana Facilities. We produce VCM at our Lake Charles, Louisiana facility and through our manufacturing joint venture, PHH Monomers, LLC, which is in close proximity to our Lake Charles VCM facility. PHH Monomers is a joint venture with PPG Industries, Inc. that entitles us to 50 percent of the VCM production. Virtually all of the chlorine and ethylene needs of our Lake Charles VCM facility and PHH Monomers facility are supplied by pipeline. VCM from these facilities supplies our Aberdeen, Mississippi facility. On occasion, a small portion of VCM produced at the Lake Charles facilities is sold in spot sales to third parties.

Aberdeen, Mississippi Facility. We produce vinyl resins at our Aberdeen, Mississippi facility from VCM supplied by railcar from our various VCM manufacturing facilities. In addition, the Aberdeen facility produces plasticizers, which are consumed internally for flexible vinyl compound production.

Vinyl Compounds and Compound Additives Facilities. We have six vinyl compound facilities located in Aberdeen, Gallman, Madison and Prairie, Mississippi, Vaughan, Ontario and Bradford, Ontario. These vinyl compound facilities are supplied from our vinyl resins facilities by railcar, truck, or in the case of Aberdeen, pipeline. We also have a compound additive manufacturing facility located in Bradford, Ontario and a compound plasticizer manufacturing facility in Aberdeen, Mississippi.

Pasadena, Texas Facilities. At our Pasadena, Texas facilities we have the capability to produce 2.0 billion pounds of cumene, making this facility the world's largest cumene plant. We produce cumene utilizing purchased benzene and propylene. We purchase propylene and benzene at market

Table of Contents

prices from various suppliers delivered by multiple transportation modes to our cumene facility. Based on current industry capacity, we believe we have adequate access to benzene and propylene under normal conditions.

Building Products Facilities. In our building products segment, we currently operate 25 manufacturing facilities located in Canada and the U.S. In addition we operate distribution centers, some of which are co-located with manufacturing plants. Vinyl resins and vinyl compounds as well as compound additives from the plants operated by our chlorovinyls segment are supplied to our facilities by truck or rail. We also purchase additional additives from various sources at market prices. The other principal cost to produce these products is electricity to power our facilities.

Operation of numerous manufacturing facilities located strategically near customers, such as is the case in our window and door profiles division, facilitates marketing and customer support, and also minimizes transportation costs. Transportation costs limit sales of pipe from our facilities. Because our pipe plants are located in Ontario and British Columbia, sales of our pipe are concentrated within the northeastern and northwestern portions of the U.S. and in Canada. Our building and home improvement products are delivered primarily by truck.

In December 2011, we initiated a restructuring plan in our Building Products segment ("the 2011 Building Products Restructuring Plan") to further consolidate our window and door profiles business and our deck, fence and rail business. This plan includes: (i) the shutdown of a plant in Milford, Indiana; (ii) discontinuing our fence product line (iii) and the further consolidation of three plants, two in the window and door profiles business, and one in the pipe business. In May 2009, we announced plans to rationalize two window and door profile manufacturing facilities in our Building Products reportable segment and closed those two plants, which were located in McCarran, Nevada and Vaughn, Ontario in November and December 2009, respectively.

Seasonality

Operating income for all three of our reportable segments is affected by the seasonality of the construction industry, which experiences its highest level of activity during the spring and summer months. Therefore, our second and third quarter operating results are typically the strongest. Our first and fourth quarter operating results usually reflect a decrease in construction activity due to colder weather and holidays.

Inventory Practices and Product Returns

In our chlorovinyls and aromatics businesses, by the nature of our commodity based products, we do not maintain significant inventories relative to the volumes produced and sold and product returns are insignificant.

As is typical for the industry, in our home improvement and building products business, we maintain stocks of inventories across most of our product lines. We generally build additional inventory in advance of the peak construction season to assure product availability.

Generally, our home improvement and building products may be returned only if defective. However, in certain circumstances, we may allow the return of products as a customer accommodation, such as in the case of a change in product lines.

Sales and Marketing

No single customer accounted for more than 10 percent of our consolidated revenues for the years ended December 31, 2011, 2010, or 2009. In addition to our domestic sales, we export some of our products.

Table of Contents

Chlorovinyls and Aromatics Chemical Products. Our sales and marketing program is aimed at supporting our existing customers and expanding and diversifying our customer base. In our chemicals business, we have a dedicated sales force organized by product line and region. In addition, we rely on distributors to market products to smaller customers. We have a product development and technical service staff that primarily supports our vinyl resins and vinyl compounds businesses. This staff works closely with customers to qualify existing Georgia Gulf products for use by our customers.

Building and Home Improvement Products. In our building products business, sales and marketing activities vary by product line and distribution channel. Our window and door profiles are primarily sold by our dedicated sales force and supported by marketing support activities that may include brochure development for window fabricators, technical advisory and design services for fabricators and advertising directed at installers suggesting that they look for windows fabricated with Royal building products profiles. Our mouldings products are distributed primarily by our dedicated sales force to independent dealers, fabricators, distributors and home centers, who resell the products directly to builders, installers or homeowners. The majority of our vinyl siding and accessories sales are in North America, where products are distributed through independent building product distributors who are solicited primarily by our dedicated sales force. In Canada, vinyl siding and accessories are distributed through company-owned as well as independent building product distributors. These distributors generally sell to professional building product installers in North America. Our pipe and pipe fittings are generally sold through municipal and electrical distributors. Our sales and technical staff work with end use customers to provide technical information to promote the use of our PVC pipe and fitting products. The majority of pipe and pipe fitting sales occur in Canada, where products are sold nationally through pipe distributors to contractors. In the United States, we sell our pipe fittings nationally, but sell our pipe principally in the Northeast and Northwest due to close proximity to Canadian manufacturing plants and higher costs associated with shipping to other regions. Deck, fence and rail products are sold through retail home improvement stores, and are also sold to professionals through distributors, but we expect to discontinue selling fence products in March 2012. The sales force for these products is primarily company employees. Our building products businesses engage in advertising programs primarily directed at trade professionals that are intended to develop awareness and interest in its products. In addition, our building products businesses display their products at a series of national and regional trade shows.

Competition

We experience competition from numerous manufacturers in our chlorovinyls, aromatics and building and home improvement products businesses. We compete on a variety of factors including price, product quality, delivery and technical service.

In our chemicals business, we face competition from numerous manufacturers of chemicals and vinyl resins and compounds. In our building and home improvement products business, we face competition for each of our products from other manufacturers of vinyl products as well as numerous manufacturers of traditional building materials. We believe that our vinyl building and home improvement products are preferred by builders and homeowners because of their durability and ease of installation and maintenance as compared to traditional building materials. In the window and door profile market, we face competition from manufacturers of wood, aluminum and fiberglass products. In the siding market, we face competition from manufacturers of cement, brick, wood, stucco, stone, concrete and aluminum products. We face competition from manufacturers of concrete and metal products in the pipe and pipe fittings market. Similarly, we face competition from manufacturers of composite materials, wood and metal products in the deck, fence and rail markets. In addition, competition for certain price sensitive products from countries such as China is increasing.

In all businesses, we believe that we are well-positioned to compete as a result of integrated product lines and the operational efficiency of our plants. In the case of our chemical plants, access to

Table of Contents

North American natural gas, which is cheap, compared to oil used by many global competitors, and proximity of our facilities near major water and/or rail transportation terminals offers advantages in terms of pricing and delivery. We also believe that for many of our extruded products, our ability to produce our dies internally is a competitive advantage over producers who must rely on third parties. For example, we believe our ability to produce our own dies generally results in our responding more quickly and efficiently to the customer. Finally, we believe the breadth of our extruded building and home improvement product lines to be a competitive advantage.

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 United States Environmental Protection Agency ("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 and the matters discussed in Item 3 "Legal Proceedings," we are currently aware of the following potentially material environmental issues. No assurance can be provided that we will not become aware of additional environmental issues in the future that will have a material adverse effect on our business, results of operations or financial condition.

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 VCM production facility at our Lake Charles, Louisiana location we acquired from CONDEA Vista Company ("CONDEA Vista" is now Sasol North America, Inc.) in 1999 and substantial investigation of the groundwater at the site has been conducted. Groundwater contamination was first identified in 1981. Groundwater remediation through the installation of groundwater recovery wells began in 1984. The site currently contains an extensive network of monitoring wells and 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. It is possible that 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, known as the Calcasieu Estuary. It is possible 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 potentially responsible parties ("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.

Table of Contents

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 known at the time of acquisition (November 1999), we may make a claim for indemnification at any time. For any environmental matters that were then unknown we must generally have made such claims for indemnification before November 12, 2009. No such material claims were made.

At our Lake Charles VCM facility, CONDEA Vista continued to conduct the ongoing remediation at its expense until November 12, 2009. We are now responsible for remediation costs up to \$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. At December 31, 2011, we had incurred an aggregate of approximately \$1.6 million of such excess remediation costs. As part of our ongoing assessment of our environmental contingencies, we determined certain remediation costs to be probable and reasonably estimable and had a \$2.9 million accrual in liabilities as of December 31, 2011. We do not discount the recorded liabilities.

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.

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 estimate or predict the aggregate cost of compliance resulting from any such changes.

Employees

As of December 31, 2011, and 2010, we had 3,744 and 3,619 full-time employees respectively. We employ approximately 408 employees under collective bargaining agreements that expire at various times from 2012 through 2014. We believe our relationships with our employees are good.

Available Information

We make available free of charge on our website at www.ggc.com our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such materials with, or furnish them to, the Securities and Exchange Commission ("SEC"). The information contained on our website is not a part of, or incorporated by reference into, this annual report on Form 10-K.

Item 1A. RISK FACTORS.

Our business, financial condition and results from operations may be adversely affected by the risks described below as well as the other risks described in this Annual Report on Form 10-K. In addition, our business financial condition and results from operations may be materially adversely impacted by risks and developments not currently known to us, or that we currently consider immaterial.

Table of Contents

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 adversely impacts our capacity utilization and causes 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 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 periodic 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. We are continuing to take further actions and monitor cost control initiatives; however, it is uncertain as to when demand will return, or whether demand for our products will decline, and when these businesses will return to significant and sustained profitability.

Extensive environmental, health and safety laws and regulations impact our operations and assets; compliance with these regulations could adversely affect our results of operations.

Our operations on and ownership of real property are subject to extensive environmental, health and safety regulation, including laws and regulations related to air emissions, water discharges, waste disposal and remediation of contaminated sites, at both the national and local levels in the U.S. We are also subject to similar regulations in Canada. The nature of the chemical and building products industries exposes us to risks of liability under these laws and regulations due to the production, storage, use, transportation and sale of materials that can cause contamination or personal injury, including, in the case of commodity chemicals, potential releases into the environment. Environmental laws may have a significant effect on the costs of use, transportation and storage of raw materials and finished products, as well as the costs of the storage and disposal of wastes. We have and must continue to incur operating and capital costs to comply with environmental laws and regulations. In addition, we may incur substantial costs, including fines, damages, criminal or civil sanctions and remediation costs, or experience interruptions in our operations for violations arising under these laws.

Also, some environmental laws, such as the federal Superfund statute, 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

Table of Contents

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. A number of environmental liabilities have been associated with the facilities at Lake Charles, Louisiana that we acquired as part of the acquisition of the vinyls business of CONDEA Vista Company ("CONDEA Vista," which is now known as Sasol North America, Inc.) and which may be designated as Superfund sites. Although CONDEA Vista retained financial responsibility for certain environmental liabilities that relate to the facilities that we acquired from it and that arose before the closing of our acquisition in November 1999, there can be no assurance that CONDEA Vista will be able to satisfy its obligations in this regard, particularly in light of the long period of time in which environmental liabilities may arise under the environmental laws. If CONDEA Vista fails to fulfill its obligation regarding these environmental liabilities, then we could be held responsible. Furthermore, we severally are responsible for, and do not have indemnification for, any environmental liabilities relating to other acquisitions, including several liabilities resulting from Royal Group's operations prior to our acquisition of the company.

Our policy is to accrue costs relating to environmental matters when it is probable that these costs will be required and can be reasonably estimated. However, estimated costs for future environmental compliance and remediation may be too low or we may not be able to quantify the potential costs. We expect to be continually subjected to increasingly stringent environmental and health and safety laws and regulations. It is difficult to predict the future interpretation and development of these laws and regulations or their impact on our future earnings and operations. We anticipate continued compliance will require increased capital expenditures and increased operating costs. Any increase in these costs could adversely affect our financial condition and performance.

Concerns related to climate change are continuing to grow leading to efforts to limit greenhouse gas ("GHG") emissions. In the fourth quarter of 2009, the EPA issued rules requiring reporting of GHG emissions in the U.S. beginning in 2010. In addition, the United States Congress is considering legislation which may require companies such as Georgia Gulf to restrict or control GHG emissions. Also, the United States has recently engaged in discussions under the United Nations Framework Convention on Climate Change at Copenhagen. Such discussions may result in international treaties requiring additional controls on GHG emissions. The cost impact of complying with such legislation, regulation or international negotiations would depend on the specific requirements enacted and cannot be determined at this time. For example, the impact of certain proposed legislation relating to GHG emissions would depend on factors such as the specific GHG limits imposed and the timing of the implementation of these requirements. The EPA regulatory requirement to report GHG emissions may result in the need to install or modify monitoring equipment at certain of our U.S. manufacturing facilities to monitor GHG emissions.

The potential impact of these and related future international, legislative or regulatory actions on our operations cannot be predicted at this time but could be significant. Such impacts would include the potential for significant compliance costs, including capital expenditures, and could result in operating restrictions. Any increase in the costs related to these initiatives could adversely affect our financial condition and performance.

The heightened interest in climate change issues could have the potential to affect business operations. There is a potential for indirect consequences of climate change regulation on business trends. In addition, some have alleged an association with changes in weather patterns on climate change. The Company may, in the future, be required to expend money to defend claims based on the alleged association of climate change with changes in weather patterns.

On February 13, 2012, the United States Environmental Protection Agency issued its final rule to update emissions limits for air toxics from polyvinyl chloride and copolymers production (PVC)

Table of Contents

production). The rule, known as the National Emission Standards for Hazardous Air Pollutants for Polyvinyl Chloride and Copolymers Production, will be submitted to the Federal Register for publication. The rule establishes new, more stringent, emission standards for certain regulated "hazardous air pollutants," including vinyl chloride monomer. The rule sets maximum achievable control technology (MACT) standards for major sources of PVC production. The final rule also establishes certain working practices, as well as monitoring, reporting and recordkeeping requirements. Existing sources that become subject to those requirements would have three years from the effectiveness of the rule to come into compliance. The final rule was promulgated following extensive input from a variety of stakeholders, including industry participants, during the formal comment period, as well as several scheduled public hearings. The timing of the implementation of any final rule may still be affected by possible legal challenges. The timing to assert any legal challenges begins once the rule is published in the Federal Register. Although the Company has evaluated the potential impact of the rule when it was in its proposed form, the final rule is lengthy, and so the Company is still reviewing the final rule to determine what changes have been made from the proposed rule, and what the ultimate expected impact on the Company might be. Such impacts could include the potential for significant compliance costs, including significant capital expenditures, and could result in operating restrictions. Any increase in costs related to these regulations, or restrictions on our operations, could adversely affect our financial condition and performance.

Natural gas, electricity, fuel and raw materials costs, and other external factors beyond our control, as well as downturns in the home repair and remodeling and new home construction sectors of the economy, can cause wide fluctuations in our margins.

The cost of our natural gas, electricity, fuel and raw materials, and other costs, may not correlate with changes in the prices we receive for our products, either in the direction of the price change or in absolute magnitude. Natural gas and raw materials costs represent a substantial part of our manufacturing costs, and energy costs, in particular electricity and fuel, represent a component of the costs to manufacture building products. Most of the raw materials we use are commodities and the price of each can fluctuate widely for a variety of reasons, including changes in availability because of major capacity additions or significant facility operating problems. Other external factors beyond our control can cause volatility in raw materials prices, demand for our products, product prices, sales volumes and margins. These factors include general economic conditions, the level of business activity in the industries that use our products, competitors' actions, international events and circumstances, and governmental regulation in the United States and abroad. These factors can also magnify the impact of economic cycles on our business. While we attempt to pass through price increases in energy costs and raw materials, we have been unsuccessful in doing so in some circumstances in the past and there can be no assurance that we can do so in the future.

Additionally, our business is impacted by changes in the North American home repair and remodeling sectors, as well as the new construction sector, which may be significantly affected by changes in economic and other conditions such as gross domestic product levels, employment levels, demographic trends, consumer confidence, increases in interest rates and availability of consumer financing for home repair and remodeling projects as well as availability of financing for new home purchases. These factors can lower the demand for and pricing of our products, which could cause our net sales and net income to decrease and require us to recognize additional impairments of our assets.

Hazards associated with manufacturing may occur, which could adversely affect our results of operations.

Hazards associated with chemical manufacturing as well as building products manufacturing, and the related use, storage and transportation of raw materials, products and wastes may occur in our operations. These hazards could lead to an interruption or suspension of operations and have an

Table of Contents

adverse effect on the productivity and profitability of a particular manufacturing facility or on our operations as a whole. These hazards include:

pipeline and storage tank leaks and ruptures;

explosions and fires;

inclement weather and natural disasters;

mechanical failure;

unscheduled downtime;

labor difficulties;

transportation interruptions;

remediation complications;

terrorist acts; and

chemical spills and other discharges or releases of toxic or hazardous substances or gases.

These hazards may cause personal injury and loss of life, severe damage to or destruction of property and equipment, and environmental damage, any of which could lead to claims or liability under environmental laws. Additionally, individuals could seek damages for alleged personal injury or property damage due to exposure to chemicals at our facilities or to chemicals otherwise owned, controlled or manufactured by us. We are also subject to present and future claims with respect to workplace exposure, workers' compensation and other matters. Although we maintain property, business interruption and casualty insurance of the types and in the amounts that we believe are customary for the industry, we are not fully insured against all potential hazards incident to our business.

We rely on a limited number of outside suppliers for specified feedstocks and services.

We obtain a significant portion of our raw materials from a few key suppliers. If any of these suppliers are unable to meet their 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 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, subject to existing contracts, 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 additional security in the form of prepayments or with letters of credit.

Table of Contents

Our level of debt could adversely affect our ability to operate our business.

We have debt which requires significant interest payments, including interest payments of approximately \$51 million in 2012, based on interest rates in effect at December 31, 2011. As of December 31, 2011, we had total debt of \$497.5 million. In addition, as of December 31, 2011, we had \$284.2 million of undrawn availability under our ABL Revolver, which gives us the ability to incur additional debt. Our level of debt could have important consequences. For example, it could:

require us to dedicate a portion of our cash flow from operations to payments on our debt, reducing the amount of cash flow available for other purposes, such as capital expenditures, acquisitions, dividends and working capital;

limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate;

place us at a disadvantage compared to our competitors that have less debt, and thus, who may have greater flexibility to use their cash flows to pursue business opportunities that may improve their businesses and financial performance;

expose us to fluctuations in the interest rate environment because the interest rates on borrowings under our ABL Revolver are variable;

increase our cost of borrowing; and

limit the amount of additional debt we could borrow.

While we believe we should be able to meet the requirements of our debt agreements, our ability to do so depends on many factors beyond our control, including general economic, financial, competitive, legislative and regulatory factors, and the impact any one or more of those factors may have on our business at any given time or over any period of time. In addition, if and when we attempt to refinance our ABL Revolver, which expires in 2016, and/or our 9% senior secured notes, due 2017, it is possible that the debt markets could be less favorable at that time, which could result in higher interest rates on any debt that we refinance, more restrictive covenants in the debt agreements for any debt we refinance and other factors that could be less favorable to our business.

Our ABL Revolver and the indenture governing the 9.0% senior secured notes due 2017 (the "9.0 percent notes") impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities and taking some actions.

The agreements that govern the terms of our debt, including our ABL Revolver and the indenture that governs the 9.0 percent notes, impose significant operating and financial restrictions on us. These restrictions limit our ability to, among other things:

incur additional indebtedness;

incur liens;

make investments and sell assets, including the stock of subsidiaries;

pay dividends and make other distributions;

purchase our stock;

engage in business activities unrelated to our current business;

enter into transactions with affiliates; or

consolidate, merge or sell all or substantially all of our assets.

Table of Contents

As a result of these covenants and restrictions, we are limited in how we conduct our business and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. A breach of any of these covenants could result in a default in respect of the related indebtedness. If a default occurs, the relevant lenders could elect to declare the indebtedness, together with accrued interest and other fees, to be due and payable immediately and proceed against any collateral securing that indebtedness.

Furthermore, there are limitations on our ability to incur the full \$300.0 million of commitments under our ABL Revolver. Borrowings under our ABL Revolver are limited by a specified borrowing base consisting of a percentage of eligible accounts receivable and inventory, less customary reserves. In addition, if our availability under the ABL Revolver falls below a certain amount, we will be subject to compliance with a minimum fixed charge maintenance covenant, which will require us to maintain a fixed charge coverage ratio of at least 1.1 to 1.0. Our ability to comply with the required fixed charge coverage ratio can be affected by events beyond our control, and we cannot assure you we will meet this ratio. A breach of any of these covenants could result in a default under our ABL Revolver.

The industries in which we compete are highly competitive, with some of our competitors having greater financial and other resources than we have; competition may adversely affect our results of operations.

The commodity chemical industry is highly competitive. Many of our competitors are larger and have greater financial and other resources and less debt than us. Moreover, barriers to entry, other than capital availability, are low in most product segments of our commodity chemical business. Capacity additions or technological advances by existing or future competitors also create greater competition, particularly in pricing. We cannot provide assurance that we will have access to the financing necessary to upgrade our facilities in response to technological advances or other competitive developments.

In addition, we compete with national and international manufacturers of vinyl-based building and home improvement products. Some of these companies are larger and have greater financial resources and less debt than us. Accordingly, these competitors may be better able to withstand changes in conditions within the industries in which we operate and may have significantly greater operating and financial flexibility than us. Some of these competitors, who compete with our building product lines, may also be able to compete more aggressively in pricing and could take a greater share of sales and cause us to lose business from our customers. Many of our competitors have operated in the building products industry for a long time. Additionally, our building products face competition from alternative materials: wood, metal, fiber cement and masonry in siding, wood and aluminum in windows and iron and cement in pipe and fittings. An increase in competition from other vinyl exterior building products manufacturers and alternative building materials could cause us to lose customers and lead to decreases in net sales. To the extent we lose customers in the renovation and remodeling markets, we would likely have to market to the new home construction market, which historically has experienced more fluctuations in demand.

We face potential product liability claims relating to the production and manufacture of building products.

We are exposed to product liability risk and the risk of negative publicity if our building products do not meet customer expectations. Although we maintain insurance for products liability claims, the amount and scope of such insurance may not be adequate to cover a products liability claim that is successfully asserted against us. In addition, product liability insurance could become more expensive and difficult to maintain and, in the future, may not be available to us on commercially reasonable terms or at all. There can be no assurance that we will be able to obtain or maintain adequate insurance coverage against possible products liability claims at commercially reasonable levels, or at all.

Table of Contents

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, barges and other 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.

Operation on multiple ERP information systems may negatively impact our operations.

We are highly dependent on our information systems infrastructure in order to process orders, track inventory, ship products in a timely manner, prepare invoices to our customers, maintain regulatory compliance and otherwise carry on our business in the ordinary course. We currently operate on multiple Enterprise Resource Planning, or ERP, information systems, which complicate our processing, reporting and analysis of business transactions and other information. Since we must process and reconcile our information from multiple systems, the chance of errors is increased and we may incur additional costs. Inconsistencies in the information from multiple ERP systems could adversely impact our ability to manage our business efficiently and may result in heightened risk to our ability to maintain our books and records and comply with regulatory requirements.

Further, from time to time we may transition a portion of our operations from one of our ERP systems to another. The transition to a different ERP system involves numerous risks, including:

diversion of management's attention away from normal daily business operations;

increased demand on our operations support personnel;

initial dependence on unfamiliar systems while training personnel to use new systems; and

increased operating expenses resulting from training, conversion and transition support activities.

We may pursue dispositions, asset acquisitions, and joint ventures, and other transactions that may impact our results of operations, including difficulties in integrating any acquired business operations, which may result in our failure to realize expected cost savings and operational efficiencies.

We may enter into agreements to dispose of certain assets. However, we cannot assure you that we will be able to dispose of these assets at any anticipated prices, or at all, or that any such sale will occur during any anticipated time frame. In addition, we may engage in additional business combinations, purchases or sales of assets, or contractual arrangements or joint ventures. To the extent permitted under our debt agreements, some of these transactions may be financed with additional borrowings by us. The integration of any business we acquire may be disruptive to our business and may result in a significant diversion of management attention and operational resources. Additionally, we may suffer a loss of key employees, customers or suppliers, loss of revenues, increases in costs or other difficulties. If the expected efficiencies and synergies of any transactions are not fully realized, our results of operations could be adversely affected, because of the costs associated with such transactions. Other transactions may advance future cash flows from some of our businesses, thereby yielding increased short-term liquidity, but consequently resulting in lower cash flows from these operations over the longer term.

Table of Contents

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 our building products 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.

Fluctuations in foreign currency exchange and interest rates could affect our consolidated financial results.

We earn revenues, pay expenses, own assets and incur liabilities in countries using currencies other than the U.S. dollar, principally the Canadian dollar. Because our consolidated financial statements are presented in U.S. dollars, we must translate revenues and expenses into U.S. dollars at the average exchange rate during each reporting period, as well as assets and liabilities into U.S. dollars at exchange rates in effect at the end of each reporting period. Therefore, increases or decreases in the value of the U.S. dollar against other major currencies will affect our net revenues, operating income and the value of balance sheet items denominated in foreign currencies. Because of the geographic diversity of our operations, weaknesses in various currencies might occur in one or many of such currencies over time. From time to time, we may use derivative financial instruments to further reduce our net exposure to currency exchange rate fluctuations. However, we cannot assure you that fluctuations in foreign currency exchange rates, particularly the strengthening of the U.S. dollar against major currencies, would not materially affect our financial results.

In addition, we are exposed to volatility in interest rates. When appropriate, we may use derivative financial instruments to reduce our exposure to interest rate risks. We cannot assure you, however, that our financial risk management program will be successful in reducing the risks inherent in exposures to interest rate fluctuations.

Forward-Looking Statements

This Form 10-K and other communications to stockholders may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These statements relate to, among other things, our outlook for future periods, our expectations regarding supply and demand, pricing trends and market forces within the chemical industry, cost reduction strategies and their results, planned capital expenditures, 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. Actual results could differ materially due to various factors. Factors that could cause actual results to differ materially from those in, or implied by, forward-looking statements are, among others, those contained in the "Risk Factors" section above, as well as continued compliance with covenants in our ABL Revolver and our indenture for our 9.0 percent notes, changes in the general economy, changes in demand for our products or increases or decreases in overall industry capacity that could affect production volumes and/or pricing, changes and/or cyclicity in the industries to which our products are sold, availability and pricing of raw materials, technological changes affecting production, difficulty in plant operations and product transportation, risks associated with plant closures, consolidations and other cost cutting actions, governmental and environmental regulations and other unforeseen circumstances. A number of these factors are discussed in this Form 10-K and in our other periodic filings with the SEC. We undertake no obligation to update any forward-looking statements, whether as a result of a change in circumstances or otherwise.

Table of Contents

Item 1B. UNRESOLVED STAFF COMMENTS.

None.

Executive Officers of the Company

The following is additional information regarding our executive officers as of February 21, 2012:

Joseph C. Breunig, 50 has served as Executive Vice President, Chemicals, since August 2010. Before then he was employed by BASF Corporation where since 2005, he held the position of Executive Vice President and President of Market and Business Development for North America.

Paul D. Carrico, 61, has been a director and has served as our President and Chief Executive Officer since February, 2008. Before then, he had served as Vice President, Chemicals and Vinyls since October 2006, Vice President, Polymer Group from May 2005 until October 2006, and Business Manager, Resin Division from 1999, when he joined the Company, until May 2005.

Mark J. Orcutt, 56, has served as Executive Vice President, Building Products since December 2008. Before then, he was employed by PPG Industries, Inc., most recently as Vice President Performance Glazing since 2003.

Gregory C. Thompson, 56, has served as Chief Financial Officer since February 2008. Before then, he served as Senior Vice President and Chief Financial Officer of Invacare Corporation, a medical equipment manufacturer, since 2002.

James L. Worrell, 57, has served as Vice President, Human Resources, since September 2006. Before then, Mr. Worrell served as the Director of Human Resources since 1993, prior to which he was a Manager of Human Resources since our inception.

Executive officers are elected by, and serve at the pleasure of, the board of directors.

Item 2. PROPERTIES.

We believe current capacity will adequately meet anticipated demand requirements.

Table of Contents**Chemical Production**

Our chemical manufacturing sites are located in the U.S. and Canada. During 2011, our chlorovinyls and aromatics production facilities operated at approximately 79 percent of capacity. The following table sets forth the location of each chemical manufacturing facility we own, products manufactured at each facility and the approximate annual production capacity of each product, assuming normal plant operations, as of December 31, 2011.

	Location	Products	Annual Capacity
<i>Chlorovinyls</i>		<i>Electrovinyls:</i>	
	Plaquemine, LA	Chlorine	474,500 tons
	Plaquemine, LA	Caustic Soda	520,000 tons
	Plaquemine, LA	VCM) 3.0 billion pounds
	Lake Charles, LA (two plants) (1)	VCM)
	Plaquemine, LA	Vinyl Resins) 2.75 billion pounds
	Aberdeen, MS	Vinyl Resins)
		<i>Compounds:</i>	
	Aberdeen, MS	Vinyl Compounds)
	Gallman, MS	Vinyl Compounds)
	Madison, MS	Vinyl Compounds) 1.3 billion pounds
	Prairie, MS	Vinyl Compounds)
	Vaughan, ON	Vinyl Compounds)
	Bradford, ON	Vinyl Compounds)
	Compound		
Bradford, ON	Additives	162 million pounds	
Aberdeen, MS	Plasticizers	22 million pounds	
<i>Aromatics</i>	Pasadena, TX	Cumene	2.0 billion pounds
	Plaquemine, LA	Phenol	500 million pounds
	Plaquemine, LA	Acetone	311 million pounds

- (1) Reflects 100 percent of the production at our owned facility in Lake Charles and our 50 percent share of PHH Monomers' 1.15 billion pounds of total VCM capacity.

Our chemical manufacturing facilities are located near major water and/or rail transportation terminals, facilitating efficient delivery of raw materials and prompt shipment of finished products. In addition, our chemical operations have a fleet of about 3,537 railcars that are leased pursuant to operating leases with varying terms through the year 2018. The total lease expense for these railcars and other transportation equipment was approximately \$14.2 million for 2011, \$15.3 million for 2010, and \$16.3 million for 2009.

Table of Contents**Buildings Products**

The following table sets forth the location of each home improvement and building products manufacturing facility we own or lease and the principal products manufactured at each facility as of December 31, 2011.

Principal Products	Location
<i>Window and Door Profiles and Mouldings:</i>	
Window and Door Profiles	Vaughan, ON (2 plants) (1) Laval, QC Lachenaie, QC St. Laurent, QC St. Hubert, QC Delmont, PA Everett, WA
Mouldings Products	Marion, VA (2 plants) Bristol, TN
<i>Outdoor building products:</i>	
Vinyl Siding	Vaughan, ON Newbern, TN Columbus, OH (2 plants)
Aluminum Siding Accessories	Concord, ON (1) Ste. Lambert-de-Lauzon, PC (1)
Pipe and Pipe Fittings	Shelby Township, MI Surrey, BC (1) Vaughan, ON (3 plants) (2) Abbotsford, BC
Deck, Fence and Rail	Newbern, TN Milford, IN

(1) Leased.

(2) One of the three Vaughan facilities is leased.

Certain of the above facilities are also used as distribution centers. In addition, we operate a number of distribution locations, most of which are leased, to serve our home improvement and building products customers, primarily in Canada, which represented a total of about 346,000 square feet at December 31, 2011.

Other

We lease office space for our principal executive offices in Atlanta, Georgia, and for information services in Baton Rouge, Louisiana. Additionally, space is leased for sales and marketing offices in Houston, Texas and for numerous storage terminals throughout the United States.

Substantially all of our owned facilities are pledged as security for our senior secured 9.0 percent notes due 2017 and our ABL Revolver maturing in January 2016.

Item 3. LEGAL PROCEEDINGS.

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

Table of Contents

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. In 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 2007, we reached agreement with the USEPA regional office 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. The parties have executed a consent decree, which was approved by the federal district court in Atlanta, Georgia. Under the consent decree, we were required to, among other things; undertake certain other environmental improvement capital projects. We estimate that the remaining cost of completing these capital projects is approximately \$3 million.

We have not yet reached a settlement with the USEPA regional office responsible for Oklahoma and Louisiana. However, on November 17, 2009, we received a unilateral administrative order ("UAO") from this USEPA regional office relating to our Lake Charles, Louisiana and Oklahoma City, Oklahoma facilities. The UAO, issued pursuant to Section 3013(a) of the Resource Conservation and Recovery Act ("RCRA"), requires us to take and we are undertaking certain monitoring and assessment activities in and around several of our wastewater and storm water conveyance systems at those locations.

We have also received several compliance orders and notices of potential penalties from the Louisiana Department of Environmental Quality (LDEQ). On December 17, 2009, we received a Notice of Potential Penalty (NOPP) from LDEQ containing allegations of violations of Louisiana's hazardous waste management regulations. On October 7, 2010, we received a Consolidated Compliance Order (CCO) from LDEQ addressing the same allegations as were contained in the December 17, 2009 NOPP. On October 1, 2010, we received Consolidated Compliance Orders and Notices of Potential Penalties (CCONPPs) for both the Plaquemine, Louisiana and Lake Charles, Louisiana facilities. These CCONPPs allege violations of reporting, recordkeeping, and other requirements contained in Louisiana's air pollution control regulations.

Some of the allegations contained in these compliance orders and notices of potential penalties may potentially be similar to the "areas of concern" raised by USEPA that are discussed above. These compliance orders and notices of potential penalties do not identify specific penalty amounts. 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 have estimated our exposure arising from this matter and established a reserve based on that estimate. We do not expect that the aggregate amount of that exposure will have a material effect on our financial position, results of operations or cash flows.

On January 18, 2012, a putative shareholder class action styled Mark James v. Georgia Gulf Corporation, et al., was filed against Georgia Gulf and the individual members of its board of directors (collectively, the "Board") in the Superior Court of DeKalb County, Georgia. The complaint generally alleges that the Board breached its fiduciary duties to Georgia Gulf shareholders by, among other things, refusing to enter into meaningful negotiations with Westlake Chemical Corporation ("Westlake") in connection with Westlake's unsolicited proposal (the "Proposal"), refusing Westlake's request to perform certain due diligence, and adopting a shareholder rights plan (the "Rights Plan") as a defense to the Proposal. The complaint seeks, among other things, a declaration that the defendants have breached fiduciary duties owed to Georgia Gulf shareholders, injunctive relief directing the defendants to consider and respond in good faith to acquisition offers that would maximize value to Georgia Gulf shareholders, an injunction against initiation of further defensive measures against acquisitions, damages, and costs and attorneys' fees associated with the action.

Table of Contents

On January 31, 2012, a second putative shareholder class action styled Wilbert B. Morales, Jr. v. Paul D. Carrico, et al., was filed against the Board in the Superior Court of DeKalb County, Georgia. The complaint generally alleges that the Board breached its fiduciary duties to Georgia Gulf shareholders by, among other things, refusing to enter into meaningful negotiations with Westlake in connection with the Proposal, failing to consider all available information and alternate transactions, and adopting the Rights Plan as a defense to the Proposal. The complaint seeks, among other things, an injunction preventing the Board from breaching fiduciary duties owed to Georgia Gulf shareholders or initiating any defensive measures against the Proposal, an injunction directing the Board to rescind the Rights Plan and/or a declaration that the Rights Plan is invalid, imposition of a constructive trust, and costs and attorneys' fees associated with the action.

On February 15, 2012, the Superior Court of DeKalb County, Georgia, entered an order consolidating the two actions. Under the order, the plaintiffs will file a consolidated amended complaint. None of the defendants are under any obligation to answer or otherwise respond to any previously filed complaints.

Georgia Gulf believes the alleged claims are without merit, and intends to vigorously defend these matters.

In addition, we are currently, and may in the future become, subject to other claims and legal actions that 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, results of operations or cash flows.

Item 4. MINE SAFETY DISCLOSURES.

Not applicable.

Table of Contents**PART II****Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

Georgia Gulf Corporation's common stock is listed on the New York Stock Exchange under the symbol "GGC." At February 21, 2012, there were 292 stockholders of record. The following table sets forth the New York Stock Exchange high and low closing stock prices for Georgia Gulf's common stock for the periods indicated.

	High	Low
2011		
First quarter	\$ 38.15	\$ 23.68
Second quarter	40.59	22.57
Third quarter	25.35	13.69
Fourth quarter	20.83	12.19
2010		
First quarter	\$ 19.08	\$ 13.91
Second quarter	21.79	13.26
Third quarter	17.00	11.11
Fourth quarter	24.75	15.61

Since the fourth quarter of 2008, we have suspended any cash dividends on our common stock. Dividends may be paid when and if our board of directors deems appropriate, subject to covenants in our ABL Revolver, the indenture for our 9.0% senior secured notes due 2017 and any other agreement which limits our ability to pay cash dividends. Under the ABL Revolver, cash dividend payments may be made if both our ability to borrow under the ABL Revolver then exceeds \$100 million and our fixed charge coverage ratio (as defined therein) for the prior month exceeds 1.1 to 1.0, each on a pro forma basis after giving effect to the proposed cash dividend payment.

Table of Contents

PERFORMANCE GRAPH

The graph below presents a comparison of the five-year cumulative total return of an investment in each of Georgia Gulf Corporation ("GGC") common stock, Standard & Poor's SmallCap 600 Index (the "600 Index") and Standard & Poor's Chemical SmallCap Index (the "Chemical Index"). We believe these indices provide the closest comparison to our line of business. Stock performances, including our stock performance, were calculated using the assumption that all dividends, including distributions of cash, were reinvested in common stock. Furthermore, the indicated performance of GGC stock from and after July 29, 2009 includes the impact of our 1-for-25 reverse stock split affected on such date.

**Total Shareholder Returns (Indexed)
GGC vs S&P Smallcap 600 Index and S&P 600 Chemicals Index**

As described in more detail elsewhere herein, as a result of the significant deterioration of general economic and business conditions and our then-existing capital structure, in 2009 we undertook a number of significant corporate recapitalization activities. These corporate recapitalization activities included our debt exchange resulting in the issuance of common and convertible preferred stock and the 1-for-25 reverse stock split effected on July 29, 2009. As a result of the significant impact of these transactions on our capital structure, we believe that the foregoing graph may not provide a complete presentation of our recent financial results and stock price performance.

The graph below presents a comparison of the cumulative total return of an investment in each of GGC common stock, the 600 Index and the Chemical Index on July 29, 2009, the date we completed our 1-for-25 reverse stock split, until December 31, 2011. We believe this graph, as well as the foregoing graph and the remainder of the information presented in this annual report on Form 10-K, should be considered by investors when evaluating our recent results of operations and stock price performance. Stock performances, including our stock performance, were calculated using the assumption that all dividends, including distributions of cash, were reinvested in common stock.

Table of Contents

**Total Shareholder Returns (Indexed) from July 29, 2009
GGC vs S&P Smallcap 600 Index and S&P 600 Chemicals Index**

Pursuant to SEC rules, this "Performance Graph" section of this Annual Report on Form 10-K is not deemed "filed" with the SEC and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Table of Contents**Item 6. SELECTED FINANCIAL DATA.**

The following table provides selected financial data for the Company, and should be read in conjunction with management's discussion and analysis of financial condition and results of operations and our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

(In thousands, except per share data, percentages and employees)	Year Ended December 31,				
	2011	2010	2009	2008	2007
Results of Operations:					
Net sales	\$ 3,222,884	\$ 2,818,040	\$ 1,990,091	\$ 2,916,477	\$ 3,157,270
Cost of sales	2,919,625	2,543,638	1,778,998	2,717,409	2,851,426
Selling, general and administrative expenses	168,221	160,031	182,937	168,572	225,607
Long-lived asset impairment charges	8,318		21,804	175,201	158,293
Restructuring costs	3,271	102	6,858	21,973	3,659
(Gains) losses on sale of assets	(1,150)		62	(27,282)	1,304
Operating income (loss)	124,599	114,269	(568)	(139,396)	(83,019)
Interest expense	(65,645)	(69,795)	(131,102)	(134,513)	(134,568)
Loss on redemption and other debt costs	(4,908)		(42,797)		
Gain on debt exchange			400,835		
Foreign exchange (loss) gain	(786)	(839)	(1,400)	(4,264)	6,286
Interest income	280	322	583	1,308	805
Income (loss) from continuing operations before taxes	53,540	43,957	225,551	(276,865)	(210,496)
(Benefit) provision for income taxes (1)	(4,217)	1,279	94,492	(21,695)	34,188
Income (loss) from continuing operations	57,757	42,678	131,059	(255,170)	(244,684)
Loss from discontinued operations, net of tax					(10,864)
Net income (loss)	\$ 57,757	\$ 42,678	\$ 131,059	\$ (255,170)	\$ (255,548)
Basic earnings (loss) per share:					
Income (loss) from continuing operations	\$ 1.66	\$ 1.22	\$ 8.27	\$ (191.21)	\$ (186.17)
Loss from discontinued operations					(7.91)
Net income (loss)	\$ 1.66	\$ 1.22	\$ 8.27	\$ (191.21)	\$ (194.08)
Diluted earnings (loss) per share:					
Income (loss) from continuing operations	\$ 1.66	\$ 1.22	\$ 8.26	\$ (191.21)	\$ (186.17)
Loss from discontinued operations					(7.91)
Net income (loss)	1.66	1.22	8.26	(191.21)	(194.08)
Dividends per common share	\$	\$	\$	\$ 6.00	\$ 8.00
Financial Highlights:					
Net working capital	\$ 384,729	\$ 400,447	\$ 340,721	\$ 225,187	\$ 200,745
Property, plant and equipment, net	640,900	653,137	687,570	760,760	967,188
Total assets	1,644,211	1,665,701	1,604,640	1,610,401	2,201,664
Total debt	497,464	577,557	632,569	1,302,677	1,269,359
Lease financing obligation	109,899	112,385	106,436	91,473	112,649
Asset securitization (2)				111,000	147,000
Net cash provided by operating activities	187,449	183,799	723	41,392	128,557
Net cash (used in) provided by investing activities	(136,510)	(44,645)	(26,025)	24,569	21,589
Net cash (used in) provided by financing activities	(85,658)	(55,719)	(29,099)	15,402	(150,906)
Depreciation and amortization	101,522	99,691	117,330	143,718	150,210
Capital expenditures	66,382	45,714	30,085	62,545	83,670
Acquisition, net of cash acquired	71,371				
Maintenance expenditures	109,317	137,448	104,472	109,130	111,187

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Table of Contents

Year Ended December 31,

(In thousands, except per share data, percentages and employees)

Other Selected Data:

	2011	2010	2009	2008	2007
Adjusted EBITDA (3)	\$ 230,329	\$ 208,454	\$ 161,515	\$ 163,052	\$ 230,532
Weighted average common shares outstanding basic	34,086	33,825	14,903	1,378	1,374
Weighted average common shares outstanding diluted	34,122	33,825	14,908	1,378	1,374
Common shares outstanding	34,236	33,962	33,718	1,379	1,376
Return on sales	1.8%	1.5%	5.8%	(8.7)%	(8.1)
Employees	3,744	3,619	3,489	4,463	5,249

(1) Provision for income taxes for 2007 includes the effect of a \$43.4 million valuation allowance on deferred tax assets in Canada.

(2) During 2009, the asset securitization facility was replaced with the ABL Revolver.

(3) Georgia Gulf supplements its financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) with Adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization, cash and non-cash restructuring charges and certain other charges, if any, related to financial restructuring and business improvement initiatives, gain (loss) on substantial modification of debt and sales of assets, and goodwill, intangibles, and other long-lived asset impairments) because investors commonly use Adjusted EBITDA as a main component of valuation analysis of cyclical companies such as Georgia Gulf. Adjusted EBITDA is not a measurement of financial performance under GAAP and should not be considered as an alternative to net income as a measure of performance or to cash provided by operating activities as a measure of liquidity. In addition, our calculation of Adjusted EBITDA may be different from the calculation used by other companies and, therefore, comparability may be limited. A reconciliation of net income (loss) determined in accordance with GAAP to Adjusted EBITDA is provided below.

Year Ended December 31,

	2011	2010	2009	2008	2007
Net income (loss)	\$ 57,757	\$ 42,678	\$ 131,059	\$ (255,170)	\$ (255,548)
Loss from discontinued operations, net of tax					10,864
(Benefit) provision for income taxes	(4,217)	1,279	94,492	(21,695)	34,188
Interest income	(280)	(322)	(583)	(1,308)	(805)
Gain on debt exchange			(400,835)		
Loss on redemption and other debt costs	4,908		42,797		
Interest expense	65,645	69,795	131,102	134,513	134,568
Depreciation and amortization expense	101,522	99,691	117,690	143,718	150,210
Long-lived asset impairment charges	8,318		21,804	175,201	158,293
Restructuring costs	3,271	102	6,858	21,973	3,659
(Gains) losses on sale of assets	(1,150)		62	(27,282)	1,304
Other (a)	(5,445)	(4,769)	17,069	(6,898)	(6,201)
Adjusted EBITDA	\$ 230,329	\$ 208,454	\$ 161,515	\$ 163,052	\$ 230,532

(a) Other for all years consists of loan cost amortization which is included in both the depreciation and amortization expense line and interest expense line above. Other for the year ended December 31, 2009 also includes \$13.9 million of equity compensation related to the 2009 equity and performance incentive plan, \$13.1 million of operational and financial restructuring consulting fees, partially offset by \$9.6 million of loan cost amortization. Other for the year ended December 31, 2011 also includes \$3.0 million acquisition costs and inventory purchase accounting adjustment, partially offset by \$4.4 million reversal of non-income tax reserves.

Table of Contents

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We are a leading North American manufacturer and an international marketer of chlorovinyl and aromatics chemicals and also manufacture and market vinyl-based building and home improvement products. Our chlorovinyls and aromatics chemical products are sold for further processing into a wide variety of end-use applications, including plastic pipe and pipe fittings, siding and window frames, bonding agents for wood products, high-quality plastics, acrylic sheeting and coatings for wire and cable. Our building products segment manufactures window and door profiles, mouldings, siding, pipe and pipe fittings and currently deck, fence, and rail products and markets vinyl-based building and home improvement products under the Royal Building Products and Exterior Portfolio brand names.

Chlorovinyls and Aromatics Chemical Business Overview

Our chlorovinyls products include electrovinyls products consisting of chlorine, caustic soda, VCM, and vinyl resins, and our compounds products consisting of compound additives and vinyl compounds. For the year ended December 31, 2011, we consumed all of our chlorine production internally in making VCM, we consumed 6 percent of our caustic soda production, we consumed 97 percent of our VCM production in manufacturing vinyl resins, we consumed 33 percent of our vinyl resins, 77 percent of our compound additives in the manufacturing of vinyl compounds and we consumed about 24 percent of our vinyl compounds in the manufacturing of fabricated building products. The remainder of our caustic soda, VCM, vinyl resins, vinyl compounds and compound additives were sold to third parties. Our primary aromatics products are cumene, phenol and acetone. For the year ended December 31, 2011, approximately 61 percent of our cumene was sold to third parties with the remainder used internally to manufacture phenol and acetone. All of our phenol and acetone was sold to third parties. Our products are used primarily by customers as raw materials to manufacture a diverse range of products, which serve numerous consumer and industrial markets for durable and non-durable goods and construction.

Our chemical business and the chemical industry in general are cyclical in nature and are affected by domestic and worldwide economic conditions. Cyclical price swings, driven by changes in supply and demand, can lead to significant changes in our overall profitability. The demand for our chemicals tends to reflect fluctuations in downstream markets that are affected by consumer spending for durable and non-durable goods as well as construction.

Global capacity also materially affects the prices of chemical products. Historically, in periods of high operating rates, prices rise and margins increase and, as a result, new capacity is announced. Since world-scale size plants are generally the most cost-competitive, new increases in capacity tend to be on a large scale and are often undertaken by existing industry participants. Usually, as new capacity is added, prices decline until increases in demand improve operating rates and the new capacity is absorbed or, in some instances, until less efficient producers withdraw capacity from the market. As the additional supply is absorbed, operating rates rise, prices increase and the cycle repeats.

Purchased raw materials and natural gas costs account for the majority of our cost of sales and can also have a material effect on our profitability and margins. Some of our primary raw materials, including ethylene, benzene and propylene, are crude oil and natural gas derivatives and therefore follow the oil and gas industry price trends. Chemical Market Associates, Incorporated ("CMAI") reported annual U.S. industry prices for crude oil increased 20 percent and natural gas decreased 7 percent from 2010 to 2011. CMAI reported in December 2010, "in 2009 and 2010, natural gas prices have remained low despite increases in crude oil prices, because of the large amount of supplies available from shale gas. The relatively new technology is still achieving improvements in efficiency and cost, allowing more natural gas to be produced at lower prices." What is also extremely important to the petrochemical industry is the persistently low natural gas to crude oil ratio, which has changed the

Table of Contents

economics of many petrochemical processes and improved the competitiveness of the U.S. petrochemical industry. Also, CMAI reported in January 2011, "For the past two years, the 'shale gale' has caused North American gas production to surge. Production has been more than sufficient to meet the extra demand from several consecutive seasons of extreme weather while maintaining record storage inventories and weak prices." From 2009 to 2010, CMAI reported U.S. industry prices for crude oil and natural gas increased 29 percent and 12 percent, respectively.

Significant volatility in raw material costs tends to put pressure on product margins as sales price increases can lag behind raw material cost increases. Product margins may also suffer from a sharp decline in raw material costs due to the time lag between the purchase of raw materials and the sale of the finished goods manufactured using those raw materials. As an example, from September 2011 to October 2011, the aromatics industry experienced a sharp decline in feedstock and product prices. CMAI reported U.S. industry prices for benzene and propylene decreased 68 percent and 19 percent, respectively, as a result of which most producers were unable to fully recover previously purchased raw materials costs.

In 2011, our chlorovinyls segment experienced increased sales compared to 2010, primarily as a result of increased domestic contract sales offset partially by lower export sales. When comparing 2010 to 2011, North American vinyl resin industry sales volume increased 3 percent as a result of an increase in exports of 16 percent offset by a decrease in domestic sales volume of 4 percent, according to American Chemistry Council Plastics Industry Producers Statistics Group ("PIPS") in December 2011. According to Chemical Data Inc. ("CDI"), North American vinyl resin industry operating rates decreased from 84 percent in 2010 to 81 percent in 2011 as an increase in U.S. capacity offset the increase in vinyl resin demand. CMAI reported an industry price increase for ethylene of 22 percent and chlorine of 2 percent from 2010 to 2011, and a decrease in the price of natural gas of 7 percent over the same period. Vinyl resin industry prices increased 13 percent from 2010 to 2011 due to increased feedstock costs. Caustic soda industry prices increased 50 percent from 2010 to 2011 due to supply disruption around the world during 2011.

Our aromatics segment sales increased 4 percent in 2011 compared to 2010 due to increased export sales volume resulting from industry plant outages and strong demand in Asia. According to CDI, North American industry operating rates for phenol and acetone decreased from about 83 percent in 2010 to about 80 percent in 2011. CMAI reported industry price decreases during 2011 for the feedstocks benzene and propylene 9 percent and 23 percent, respectively. As a result of the decrease in feedstocks costs during 2011, industry sales prices also decreased by 10 percent for phenol, 4 percent for acetone and 11 percent for cumene, according to CMAI. Consequently, most producers were not able to adequately recover previously purchased raw materials costs in a decreasing sales price environment due to the time lag between the purchase of raw materials and the sale of the related finished goods. Conversely, CMAI reported industry prices increased during 2010 for the feedstocks benzene and propylene of 10 percent and 8 percent, respectively, which allowed most producers to more than recover previously purchased raw materials costs in an increasing sales price environment.

Building Products Business Overview

Our vinyl-based building and home improvement products are used primarily in new residential and industrial construction, municipality infrastructure and residential remodeling. Our sales revenue by geographic area for our building and home improvement products for 2011 was about 47 percent in the U.S. and the remainder in Canada. All of our building and home improvement products are ultimately sold to external customers.

Annual sales for our building and home improvement products, excluding the effect of the Exterior Portfolio acquisition, decreased 2 percent from 2010 to 2011. Our building and home improvement products sales increase in the U.S. was more than offset by softer sales in Canada, which

Table of Contents

has been negatively impacted, in part, by the elimination of 2010 tax law changes and incentives in Canada. Once the incentives expired in the second half of 2010, the housing market declined from the first half. U.S. housing starts increased by about 3 percent from 2010 to 2011 according to a report furnished jointly by the U.S. Census Bureau and the U.S. Department of Housing and Urban Development in January 2012. The continued weakness in the U.S. residential housing and construction markets was the primary cause of the North America vinyl-based industry sales decrease for extruded window and doors of 19 percent, siding of 15 percent, mouldings of 6 percent and rigid pipe of 2 percent from 2010 to 2011, according to PIPS.

Acquisition

On February 9, 2011, we acquired Exterior Portfolio by Crane from the Crane Group. Exterior Portfolio, headquartered in Columbus, Ohio, is a leading U.S. manufacturer and marketer of siding products with 2010 revenues of approximately \$100.0 million. Exterior Portfolio markets siding and related accessories under the CraneBoard®, Portsmouth Shake®, Solid Core Siding® and Architectural Essentials brand names. The aggregate cash consideration paid, was approximately \$71.4 million and was funded with cash on hand. The Exterior Portfolio acquisition financial results are reported in the building products segment, and are included from the date of acquisition.

Results of Operations

The following table sets forth our condensed consolidated statement of income data for the three years ended December 31, 2011, 2010 and 2009, and the percentage of net sales of each line item presented. Totals may not add due to rounding.

(Dollars in millions)	Year Ended December 31,					
	2011		2010		2009	
Net sales	\$ 3,222.9	100.0%	\$ 2,818.0	100.0%	\$ 1,990.1	100.0%
Cost of sales	2,919.6	90.6	2,543.6	90.3	1,779.0	89.4
Gross margin	303.3	9.4	274.4	9.7	211.1	10.6
Selling, general and administrative expenses	168.2	5.2	160.0	5.7	182.9	9.2
Long-lived asset impairment charges	8.3	0.3			21.8	1.1
Restructuring costs	3.3	0.1	0.1		6.9	0.3
(Gains) losses on sale of assets	(1.2)				0.1	
Operating income (loss)	124.6	3.9	114.3	4.0	(0.6)	
Interest expense, net	65.4	2.0	69.5	2.5	130.5	6.6
Loss on redemption and other debt costs	4.9	0.2			42.8	2.2
Gain on debt exchange					(400.8)	(20.1)
Foreign exchange loss	0.8		0.8		1.4	0.1
(Benefit from) provision for income taxes	(4.2)	(0.1)	1.3		94.5	4.7
Net income	\$ 57.8	1.8%	\$ 42.7	1.5%	\$ 131.1	6.6%

We have identified three reportable segments through which we conduct our operating activities: (i) chlorovinyls; (ii) building products; and (iii) aromatics. These three segments reflect the organization used by our management for internal reporting. The chlorovinyls segment consists of a highly integrated chain of electrovinyl products, which includes chlorine, caustic soda, VCM and vinyl resins, and our compound products consisting of compound additives and vinyl compounds. Our vinyl-based building and home improvement products, including window and door profiles and mouldings products and outdoor building products consisting of siding, pipe and pipe fittings and, deck, fence and rail products are marketed under the Royal Building Products and the previously mentioned Exterior Portfolio brand names, and are managed within the building products segment. We expect to

Table of Contents

discontinue manufacturing and selling fence products in March 2012. The aromatics segment is also integrated and includes the products cumene and the co-products phenol and acetone.

The following table sets forth certain financial data by reportable segment for each of the three years ended December 31, 2011, 2010 and 2009.

(Dollars in millions)	Year Ended December 31,					
	2011		2010		2009	
Net sales						
Chlorovinyls products	\$ 1,318.7	40.9%	\$ 1,224.7	43.4%	\$ 940.6	47.3%
Building products	883.9	27.4	793.6	28.2	728.2	36.6
Aromatics products	1,020.3	31.7	799.7	28.4	321.3	16.1
Total net sales	\$ 3,222.9	100.0%	\$ 2,818.0	100.0%	\$ 1,990.1	100.0%
Operating income (loss)						
Chlorovinyls products	\$ 143.3 (1)		\$ 114.3		\$ 79.5	
Building products	7.5 (2)		14.6		(26.7) (3)	
Aromatics products	10.4		23.3		16.9	
Unallocated Corporate	(36.6)		(37.9)		(70.2) (4)	
Total operating income (loss)	\$ 124.6		\$ 114.3		\$ (0.6)	

-
- (1) Includes \$1.2 million gain related to sale of assets.
- (2) Includes \$2.7 million of restructuring costs, \$8.3 million of asset impairment charges, \$2.9 million of acquisition related transaction costs and inventory purchase accounting adjustments, partially offset by \$3.6 million reversal of non-income tax reserve.
- (3) Includes \$4.3 million of restructuring related costs. Also includes \$21.6 million in asset impairment charges.
- (4) Includes \$9.3 million for fees related to operation and financial restructuring activities and \$14.4 million in stock compensation primarily in association with the July 27, 2009 restricted stock grant in connection with the completion of our private debt for equity exchange offers. Also includes loan cost amortization increase of \$4.4 million as a result of the new asset securitization program entered into in March 2009, which was subsequently terminated and refinanced in December 2009.

Year Ended December 31, 2011 Compared With Year Ended December 31, 2010

Net Sales. For the year ended December 31, 2011, net sales totaled \$3,222.9 million, an increase of 14 percent compared to \$2,818.0 million for the same period last year. The net sales increase was primarily a result of an increase in our overall average sales price of 17 percent (or 16 percent on a constant currency basis) offset partially by a decrease in our sales volume of 2 percent. Our overall sales price increase was primarily a result of increases in the prices of all of our electrovinyl products and aromatics products and a favorable Canadian dollar currency impact. The sales price increases reflect higher cost for all of our raw materials and tighter supply as a result of global industry operating issues. Our overall sales volume was impacted by an increase in domestic contract sales, additional sales from the Exterior Portfolio acquisition in February 2011, opportunistic export sales and strong phenol and acetone products sales, offset partially by unplanned outages at our Plaquemine, Louisiana facility during the year and logistical issues during the second quarter of 2011 due to high water on the Mississippi River system. U.S. housing starts increased 3 percent from the year ended December 31, 2010 to the same period this year, according to reports furnished jointly by the U.S. Census Bureau and the U.S. Department of Housing and Urban Development issued in January 2012.

Table of Contents

Gross Margin. Total gross margin percentage decreased slightly to 9.4 percent of sales for the year ended December 31, 2011 from 9.7 percent of sales for the year ended December 31, 2010. This change in gross margin percentage was primarily a result of a margin expansion in our chlorovinyls segment from higher sales prices due to industry operating issues in the U.S. and Asia being more than offset by lower aromatics margins due to not being able to adequately recover prices paid for previously purchased raw materials in a decreasing sales price environment. The total gross margin amount increased by \$28.9 million for the year ended December 31, 2011, as compared to the year ended December 31, 2010 primarily due to our chlorovinyls segment's margin expansion, our building products segment's Exterior Portfolio acquisition and a favorable Canadian dollar currency impact offset partially by our aromatics segment's lower margin. Our sales price increases more than offset an increase in our raw material costs. Our primary raw materials and natural gas costs in our chlorovinyls and aromatics segments normally track industry prices. CMAI reported a price increase of 18 percent for benzene, 35 percent for propylene, 22 percent for ethylene and 2 percent for chlorine from 2010 to 2011 and a price decrease of 7 percent for natural gas over the same period.

Selling, General and Administrative Expenses. Selling, general and administrative expenses totaled \$168.2 million for the year ended December 31, 2011, a 5 percent increase from the \$160.0 million for the year ended December 31, 2010. This selling, general and administrative expense increase of \$8.2 million is primarily due to: (i) \$13.4 million of additional selling, general and administrative expenses in our building products segment related to the Exterior Portfolio acquisition, (ii) \$3.2 million of stock compensation expense increase related to May 2011 equity awards, and (iii) \$2.3 million in unfavorable currency impact on our costs in Canada resulting from the strengthening of the Canadian dollar against the U.S. dollar, offset by: (iv) the favorable impact of a \$4.4 million non-income tax reserve that was returned to income, primarily in our building products segment during the first quarter of 2011 as the tax exposure was no longer probable, and (v) a decrease in salaries and wages of \$6.6 million primarily due to lower performance based compensation as compared to last year.

Long-lived asset impairment charges. For the year ended December 31, 2011 we incurred \$8.3 million of asset impairment charges which were primarily related to the "2011 Building Products Restructuring Plan". This plan includes (i) the shutdown of a plant in Milford, Indiana; (ii) discontinuing our fence product line; and (iii) the consolidation of three plants, two in the window and door profiles business and one in the pipe business. For the year ended December 31, 2010, we did not have any significant write downs of any property, plant and equipment.

Restructuring Costs. Restructuring expense in the year ended December 31, 2011 of \$3.3 million in severance and other exit costs, which was primarily related to the "2011 Building Products Restructuring Plan" as described above. For the year ended December 31, 2010, there were no material restructuring costs.

Loss on redemption and other debt costs. On April 4, 2011, we redeemed all of our 7.125% senior notes due 2013 and 9.5% senior notes due 2014 that remained outstanding for the aggregate principal amount of \$22.2 million plus redemption cost. On October 20, 2011, we redeemed all of our 10.75% senior subordinated notes due 2016 that remained outstanding for the aggregate principal amount of \$44.1 million including early redemption cost. In December 2011, we repaid in full our note payable for \$18.0 million. Total loss on extinguishment of debt and other debt cost in 2011 was \$4.9 million and there was no similar loss incurred in the 2010 period.

Interest Expense, net. Interest expense, net decreased to \$65.4 million for the year ended December 31, 2011 from \$69.5 million for the year ended December 31, 2010. This decrease in interest expense, net, of \$4.1 million was primarily attributable to lower interest rates during the year ended December 31, 2011 compared to the prior year as well as the early redemption in 2011 of all outstanding aggregate principle amounts of our 7.125% senior notes due 2013, 9.5% senior notes due 2014 and our 10.75% senior subordinated notes due 2016.

Table of Contents

(Benefit from) provision for income taxes. The benefit from income taxes was \$4.2 million for the year ended December 31, 2011 compared to a provision for income taxes of \$1.3 million for the year ended December 31, 2010. The change in the provision for income taxes resulted primarily from the resolution of uncertain tax positions, primarily in Canada, that arose before the acquisition of Royal Group in October 2006, offset by the increase in income for the year ended December 31, 2011 as compared to the prior year. Our effective income tax rates for the year ended December 31, 2011 and 2010 were negative 7.9 percent and positive 2.9 percent, respectively. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2011 was primarily due to the resolution of uncertain tax positions, primarily in Canada, that arose before the acquisition of Royal Group, offset by the increase in the valuation allowance recorded against certain deferred tax assets in Canada. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2010 was primarily due to the resolution of uncertain tax positions, primarily in Canada, that arose before the acquisition of Royal Group, and the release of a portion of the valuation allowance recorded against certain deferred tax assets in Canada.

Chlorovinyls Segment

Net Sales. Net sales totaled \$1,318.7 million for the year ended December 31, 2011, an increase of 8 percent compared with net sales of \$1,224.7 million for the same period last year primarily from our electrovinyl products group. The net sales increase was a result of an increase in our overall average sales price of 16 percent, offset partially by a decrease in sales volume of 7 percent as compared to the year ended December 31, 2010. Our overall average sales prices increased primarily due to the increase in the price of caustic soda, vinyl resin and compound products. According to CMAI, the caustic soda industry sales price increased 50 percent from 2010 to 2011. The caustic soda sales price increase was primarily attributable to global supply issues and to an increase in industrial demand. Our overall chlorovinyls sales volume decrease of 7 percent for the year ended December 31, 2011, as compared to the prior year, was due to a decrease in opportunistic spot export sales that, in turn, resulted from inadequate margins on such sales and unplanned outages at our Plaquemine, Louisiana facility, during 2011, as well as logistical issues during the second quarter of 2011 due to high water on the Mississippi River system. Our domestic vinyl resin and compound sales volume increased 10 percent and 7 percent, respectively. North American vinyl resin industry sales volume increased 3 percent from 2010 to 2011 as a result of an increase in exports of 16 percent partially offset by a decrease in domestic sales volume of 4 percent, according to statistics from the PIPS issued in December 2011.

Operating Income. Operating income increased by \$29.0 million to \$143.3 million for the year ended December 31, 2011 from \$114.3 million for the year ended December 31, 2010. This operating income increase was due to an increase in caustic soda, vinyl resin and vinyl compounds sales prices, increased North American vinyl resins sales volumes and lower natural gas costs, all of which were partially offset by increased raw material costs and a decrease in export sales. Overall raw material costs increased 13 percent compared to the same period of last year, primarily as a result of increases in ethylene and compound additives costs. CMAI reported that industry prices of our primary feedstocks ethylene and chlorine increased 22 percent and 2 percent, respectively, from the 2010 to 2011. Our chlorovinyls operating rate was about 80 percent for the year 2011 and 81 percent for the year 2010.

Building Products Segment

Net Sales. Net sales totaled \$883.9 million for the year ended December 31, 2011, an increase of 11 percent (or 9 percent on a constant currency basis), compared to \$793.6 million for the year ended December 31, 2010. The net sales increase was driven by the benefit of the acquisition of Exterior Portfolio in February 2011. After adjusting for the impact of the acquisition, sales volume declined

Table of Contents

2 percent for 2011 compared to 2010, as improved demand in the outdoor building products line in the U.S. was more than offset by softer demand in Canada, which has been negatively impacted, in part, by the elimination of 2010 Canadian tax incentives. According to PIPS industry data for our products, North America extruded vinyl resin volumes declined 6 percent from 2010 to 2011. For the year ended December 31, 2011, our building products segment geographical sales were Canadian sales of 52 percent compared to U.S. sales of 47 percent.

Operating Income. Operating income of \$7.5 million for the year ended December 31, 2011 decreased by \$7.1 million from operating income of \$14.6 million for the year ended December 31, 2010, which includes \$11.1 million of restructuring and asset impairment charges in 2011. Excluding the impact of the restructuring and asset impairment charges our operating income improved by \$4.0 million to an operating income of \$18.6 million for the year ended December 31, 2011. Gross margin increased and gross margin percentage improved as a result of the addition of Exterior Portfolio. This increase in operating income was driven by a \$4.4 million net reversal of a non-income tax reserve as the exposure is no longer probable, and by lower administration labor costs, and a small improvement in conversion costs partially offset by higher selling costs driven higher by customer promotions. The year ended December 31, 2010 includes income from the reversal of non-income tax related items of \$2.1 million. Restructuring costs in the year ended December 31, 2011 of \$11.1 million included \$8.3 million of asset impairment charges and \$2.8 million in severance and other exit restructuring costs, which was primarily related to the "2011 Building Products Restructuring Plan". This plan includes (i) the shutdown of a plant in Milford, Indiana; (ii) discontinuing the fence product line; and (iii) the consolidation of three plants, two in the window and door profiles business and one in the pipe business. For the year ended December 31, 2010, there were no material restructuring costs.

Aromatics Segment

Net Sales. Net sales were \$1,020.3 million for the year ended December 31, 2011, an increase of 28 percent compared to \$799.7 million for the year ended December 31, 2010. The net sales increase was primarily a result of an increase in our overall average sales price of 23 percent and sales volume of 4 percent as compared to the year ended December 31, 2010. Our overall average sales price increased as a result of an increase in the prices of cumene of 27 percent, and phenol and acetone of 18 percent. The sales price increases reflect higher costs for the feedstocks benzene and propylene. CMAI reported that industry prices of our primary feedstocks benzene and propylene increased 18 percent and 35 percent, respectively, from 2010 to 2011. Our overall aromatics sales volumes increased as a result of increases in the sales volumes of phenol and acetone of 26 percent, which was offset partially by a decrease in cumene sales volume of 9 percent. Our aromatics sales volume increases were due to strong phenol demand in North America and Asia as well as a tighter supply due to industry operating issues in the U.S.

Operating Income. Operating income decreased to \$10.4 million for the year ended December 31, 2011 from \$23.3 million for the year ended December 31, 2010. This decrease in operating income of \$12.9 million was due primarily to not being able to adequately recover previously purchased raw materials costs in a decreasing sales price environment due to the time lag between the purchase of raw materials and the sale of the related finished goods. CMAI reported industry price decreases during 2011 for the feedstocks benzene and propylene of 9 percent and 23 percent, respectively. As a result of the decrease in feedstocks costs during 2011, industry sales prices also decreased by 10 percent for phenol, 4 percent for acetone and 11 percent for cumene, according to CMAI. This decline in raw material costs resulted in \$9.2 million of inventory holding losses during 2011. Conversely, CMAI reported industry price increases during 2010 for the feedstocks benzene and propylene of 10 percent and 8 percent, respectively, which allowed most producers to more than recover previously purchased raw materials costs in an increasing sales price environment. Our aromatics operating rate increased from 71 percent for the year ended December 31, 2010 to about 75 percent for the year ended December 31, 2011.

Table of Contents

Year Ended December 31, 2010 Compared With Year Ended December 31, 2009

Net Sales. For the year ended December 31, 2010, net sales totaled \$2,818.0 million, an increase of 42 percent compared to \$1,990.1 million for the prior year. The net sales increase was primarily a result of an increase in our overall sales volumes of 25 percent and sales prices of 12 percent on a constant currency basis. Our overall sales volume increase was mainly attributable to an increase in domestic contract sales, opportunistic export spot sales and the seasonally adjusted annual U.S. and Canadian housing starts of 6 percent and 27 percent, respectively, from 2009 to 2010, according to reports furnished jointly by the U.S. Census Bureau and the U.S. Department of Housing and Urban Development in January 2011 and Canada Mortgage and Housing Corporation in February 2011. Our overall sales price increase was primarily a result of increases in the prices of some of our electrovinyl products and all of our aromatics products and a favorable Canadian dollar currency impact. The sales price increases reflect higher cost for all of our raw materials.

Gross Margin. Total gross margin decreased from 10.6 percent of sales for the year ended December 31, 2009 to 9.7 percent of sales for the year ended December 31, 2010. This decrease in gross margin percentage was primarily due to a greater increase in sales volume of our lower margin aromatics products as compared to the sales volume increase in our higher margin chlorovinyl and building product segments. The \$63.3 million increase in the amount of gross margin was primarily due to an increase in sales volume for most of our products and a favorable Canadian dollar currency impact. Our sales price increases were offset by an increase in our raw material and natural gas costs. Our primary raw materials and natural gas costs in our chlorovinyls and aromatics segments normally track industry prices. CMAI reported a price increase of 43 percent for benzene, 42 percent for propylene, 49 percent for ethylene, 12 percent for chlorine and 12 percent for natural gas from 2009 to 2010. We implemented numerous cost savings initiatives during 2009 that we continue to execute, with the goal of further improved gross margins.

Selling, General and Administrative Expenses. Selling, general and administrative expenses totaled \$160.0 million for the year ended December 31, 2010, a 13 percent decrease from the \$182.9 million for the year ended December 31, 2009. This selling, general and administrative expense decrease of \$22.9 million is primarily due to the favorable impacts of: (i) a decrease in stock compensation expense of \$14.2 million related to a July 27, 2009 stock grant as described in Note 13 of the Notes to the Consolidated Financial Statements, (ii) a \$15.9 million decrease in fees paid to several consultants engaged in 2009 to assist us in reducing overall indebtedness and related interest expense and continued performance improvement, transportation management and indirect sourcing cost reduction initiatives, among other areas of the business, (iii) a \$11.0 million decrease in bad debt expense, of which \$6.8 million was attributable to our chlorovinyls segment and \$4.1 million was attributable to our building products segment, and (iv) a decrease in the discount on sale of interests in our trade receivables of \$11.4 million in our unallocated corporate overhead due to the December 2009 termination of our asset securitization program. These decreases were partially offset by the unfavorable impacts of: (i) a \$12.3 million increase in performance based incentive compensation, (ii) \$5.6 million in unfavorable currency impact on our costs in Canada in our building products segment, (iii) a \$3.8 million gain from litigation settlements in the year ended December 31, 2009 in our chlorovinyls segment, and (iv) \$1.8 million of insurance proceeds received in the year ended December 31, 2009 in our chlorovinyls segment.

Long-lived asset impairment charges. In May 2009, we initiated the 2009 Window and Door Consolidation Plan. In connection with this plan, we closed certain manufacturing plants and wrote down the property, plant and equipment, resulting in a \$21.8 million charge in the year ended December 31, 2009 in our building products segment. For the year ended December 31, 2010, we did not have any significant write downs of any property, plant and equipment.

Table of Contents

Restructuring Costs. For the year ended December 31, 2009, we incurred \$4.4 million of severance and other exit costs, which are reflected in the accompanying Consolidated Statements of Operations. Also for the year ended December 31, 2009, we incurred \$2.5 million in fees paid to consultants, to assist us in 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. For the year ended December 31, 2010, there was no material restructuring costs.

Loss on redemption and other debt costs. On March 16, 2009, we executed the fifth amendment to our senior secured credit facility and accounted for this amendment as an extinguishment of the Term Loan B in accordance with ASC subtopic 470-50 section 40, *Modifications and Extinguishments*. 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 December 22, 2009, we refinanced our senior secured credit facility and asset securitization agreement with a four-year term \$300.0 million senior secured asset-based revolving credit facility and \$500.0 million of senior secured 9.0 percent notes. The full extinguishment of our old senior secured credit facility and asset securitization agreement resulted in the write off of the Term Loan B debt discount and related financing costs of \$163.8 million. Both the gain from the fifth amendment to our senior secured credit facility and loss from the refinancing of our senior secured credit facility and asset securitization were netted in the \$42.8 million loss on debt modification and extinguishment, net in the consolidated statement of operations for the year ended December 31, 2009.

Gain on debt exchange. On July 29, 2009, we consummated the 2009 debt exchange. In accordance with ASC subtopic 470-60, *Troubled Debt Restructuring by Debtors*, this debt exchange was a troubled debt restructuring and thus an extinguishment of the notes for which we recognized a net gain of \$400.8 million. This gain included \$731.5 million of principal debt, net of original issuance discounts, \$53.7 million accrued interest, \$14.1 million in deferred financing fees written off and \$12.4 million of third party fees which was exchanged for the \$357.9 million fair value of our common and preferred stock.

Interest Expense, net. Interest expense, net decreased to \$69.5 million for the year ended December 31, 2010 from \$130.5 million for the year ended December 31, 2009. This decrease in interest expense (net) of \$61.0 million was primarily attributable to a lower overall debt balance during 2010 compared to 2009. The lower overall debt balance was due primarily to the 2009 debt exchange. This reduction in debt effectively decreased our annual cash interest expense by approximately \$69.7 million.

Provision for (benefit from) income taxes. The provision for income taxes was \$1.3 million for the year ended December 31, 2010 compared with an income tax provision of \$94.5 million for the year ended December 31, 2009. Income before income taxes decreased \$181.6 million from \$225.6 million in 2009 to \$44.0 million in 2010 primarily due to the \$400.8 million gain on the 2009 debt exchange. Our effective tax rate for 2010 and 2009 was 2.9 percent and 41.9 percent, respectively. The difference in the effective tax rate as compared to the U.S. statutory federal income tax rate in 2010 was primarily due to the resolution of certain uncertain tax positions, primarily in Canada, that arose before the acquisition of Royal Group, and the release of a portion of the valuation allowance recorded against certain deferred tax assets in Canada. 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, offset by the valuation allowance recorded against certain deferred tax assets in Canada.

Table of Contents**Chlorovinyls Segment**

Net Sales. Net sales totaled \$1,224.7 million for the year ended December 31, 2010, an increase of 30 percent compared with net sales of \$940.6 million for the prior year primarily from our electrovinyls products group. The net sales increase was a result of an increase in our overall sales prices of 16 percent and sales volume of 12 percent as compared to the year ended December 31, 2009. Our overall sales price increases were primarily due to vinyl resins sales price increases of 26 percent. The vinyl resins sales prices increase reflects higher prices for the feedstocks ethylene and chlorine, which price increases were passed through to customers. Our overall chlorovinyls sales volume increase of 12 percent was due to an increase in domestic contract sales in North American markets and opportunistic export spot sales. Our domestic vinyl resin and vinyl compounds sales volume increased 22 percent and 12 percent, respectively. North American vinyl resin industry sales volume increased 10 percent as a result of an increase in exports of 85 percent offset by a decrease in domestic sales volume of 10 percent, according to PIPS in January 2011.

Operating Income. Operating income increased by \$34.8 million from \$79.5 million for the year ended December 31, 2009 to \$114.3 million for the year ended December 31, 2010. This operating income increase was due to an increase in vinyl resins and vinyl compound sales prices, increased North American vinyl resins sales volumes and also several cost saving initiatives implemented during 2009 which were realized in 2010. This increase in operating income was partially offset by higher raw material costs and lower caustic soda sales prices. Although caustic soda prices decreased 7 percent on average year over year, CMAI reported that caustic soda industry sales prices trended upward 114 percent during 2010. During 2009, caustic soda prices trended downward 77 percent due to the global supply increasing from new chlor-alkali capacity additions in Asia and the significant global economic downturn during 2009 effectively removing large segments of the demand for caustic through shutdowns and rate reductions by end users. Within the electrovinyls products, the primary driver is vinyl resin. Our overall raw materials and natural gas costs during 2010 increased 19 percent compared to 2009. CMAI reported that industry prices of our primary feedstocks, ethylene and chlorine, increased 49 percent and 12 percent, respectively from 2009 to 2010. In addition, during the year ended December 31, 2010, we had three scheduled and unscheduled plant turnarounds for maintenance compared to one during the year ended December 31, 2009. Our chlorovinyls operating rate increased from about 75 percent for 2009 to about 82 percent for 2010.

Building Products Segment

Net Sales. Net sales totaled \$793.6 million for the year ended December 31, 2010, an increase of 9 percent (or 2 percent on a constant currency basis) compared to \$728.2 million for the year ended December 31, 2009. The net sales increase was supported by a favorable currency impact on sales in Canada and, to a lesser extent, improved volumes of 4 percent as demand in the Canadian housing and construction markets remained stable during the first half of the year. Our building and home improvement products business experienced increased sales growth in the first half of 2010, fueled by tax law changes and incentives in the U.S. and Canada. However, once the incentives expired in the second half of 2010, the housing market declined from the first half. In the U.S., volumes declined from 2009 as we were negatively impacted by the loss of a seasonal program with a large retail customer. According to PIPS industry data for our products, North American extruded vinyl resin sales declined 19 percent for the year. For 2010, our building products segment geographical sales continued to show a higher Canadian weighting of 60 percent compared to 39 percent for the U.S. as a result of the stronger demand in Canada, the Canadian currency benefit and the previously mentioned 2009 loss of a U.S.-based seasonal retail customer.

Operating Income (Loss). Operating income increased by \$41.3 million from an operating loss of \$26.7 million for the twelve months ended December 31, 2009 to operating income of \$14.6 million for the twelve months ended December 31, 2010. This increase in operating income was due to an increase

Table of Contents

in sales volumes, a favorable currency impact, and benefits from numerous cost saving initiatives implemented during 2009 which were realized in 2010. In addition, 2009 results include an asset impairment charge of \$21.6 million and restructuring charge of \$4.4 million, while 2010 results include \$0.4 million of restructuring expense. The building products sales volume increase was primarily due to increased demand in the North American housing and construction markets which was most evident in Canada. Also in May 2009, we implemented a plan to reduce 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, which contributed to the improved gross margin realized by the building products segment for the year ended December 31, 2010 as compared to the prior year.

Aromatics Segment

Net Sales. Net sales were \$799.7 million for the year ended December 31, 2010, an increase of 149 percent compared to \$321.3 million for the prior year. The net sales increase was primarily a result of an increase in our overall sales volume of 83 percent and sales prices of 36 percent as compared to the year ended December 31, 2009. Our overall aromatics sales volumes increased as a result of increases in the sales volumes of cumene of 79 percent, and about 92 percent for phenol and acetone. Our aromatics sales volume increases were due to an increase in opportunistic spot sales in both North America and export markets due to industry operating issues and strong demand in Asia. Our overall average sales prices increased as a result of an increase in the prices of cumene of 46 percent, and phenol and acetone of 23 percent. The sales prices increases reflect higher costs for the feedstocks benzene and propylene.

Operating Income. Operating income increased by \$6.4 million from \$16.9 million for the year ended December 31, 2009 to \$23.3 million for the year ended December 31, 2010. This increase in operating income was due primarily to an 83 percent increase in aromatics sales volume. Our aromatics sales volume increases were due to an increase in opportunistic spot sales in both North America and export markets due to industry operating issues and strong demand in Asia. Our aromatics operating rate increased from about 38 percent for 2009 to about 71 percent for 2010. Our sales volumes and price increases for all of our aromatics products were partially offset by a significant increase in our raw materials costs. Overall raw material costs increased 50 percent from 2009 to 2010 primarily as a result of increases in benzene and propylene costs. CMAI reported that industry prices of our primary feedstocks, benzene and propylene, increased 43 percent, and 42 percent, respectively from 2009 to 2010. In addition, our operating income improvement last year was driven by raw material prices rising throughout 2009 resulting in inventory holding gains. We also had incurred two scheduled plant turnaround for maintenance during 2010.

Liquidity and Capital Resources

Operating Activities. During the years ended December 31, 2011, 2010, and 2009, cash flows provided by operating activities were \$187.4 million, \$183.8 million, and \$0.7 million, respectively. The improvement of cash flow during these years is mostly due to the improvements in operating results and increased focus on working capital efficiencies. At December 31, 2011, we have \$88.6 million of cash and cash equivalents of which approximately \$45.2 million is held outside the United States for which there are no significant restrictions or cost for the company to access or bring this cash and cash equivalents into the United States.

Net working capital at December 31, 2011 was \$384.7 million as compared to \$400.4 million at the previous year end. The reduction of working capital of \$15.7 million at December 31, 2011, as compared to December 31, 2010, includes a reduction of cash of \$34.2 million, a reduction of receivables of \$10.9 million, and an increase of accounts payable of \$35.5 million. The reductions were

Table of Contents

partly offset by an increase in inventories of \$26.3 million, a reduction in the current portion of debt of \$22.1 million, and a reduction in accrued compensation of \$18.6 million.

The early retirement of \$85.1 million of debt, including early retirement premiums, in 2011 resulted in the continued decrease in interest expense for 2011. The interest expense for the fiscal years ended 2011, 2010, and 2009 was \$65.6 million, \$69.8 million, and \$131.1 million, respectively. In 2009 we completed a debt for equity exchange to reduce our debt by \$736.0 million as described in the financing section below. With the additional debt retired in 2011, we expect to continue to benefit from a reduction in interest expense under our current capital structure.

Positive cash flow from operations was the largest contributor to the increase of cash on hand as of December 31, 2010. For 2010, cash flows provided by operating activities were favorably affected by a \$114.8 million improvement in operating results and an improvement in net working capital. Net working capital increased by \$59.7 million for the year ended December 31, 2010 as compared to the prior year. This increase was largely represented by an increase in cash of \$84.0 million due to increased cash generated from operations, offset by increases in compensation accrual and interest payable of \$22.3 million and \$19.7 million, respectively; and decreases in income taxes receivable, prepaid expenses, and the current portion of long term debt of \$29.4 million, \$7.4 million, and \$6.1 million, respectively. The increased working capital amounts during the 2010 fiscal year were due to significantly higher sales levels throughout the year and higher raw material prices.

The major use of cash for fiscal year 2009 was a \$111.0 million repurchase of previously sold accounts receivable as a result of the termination and replacement of our asset securitization agreement as part of our December 2009 refinancing that included a new ABL Revolver and issuance of \$500.0 million aggregate principal amount of 9.0 percent senior secured notes. Additionally we incurred costs of approximately \$21.8 million on restructuring and process improvement initiatives. Total working capital at December 31, 2009 was \$340.7 million, an increase of \$115.5 million during the year.

Investing Activities. Net cash used in investing activities was \$136.5 million for the year ended December 31, 2011. Cash used for investing activities in 2011 also includes our February 9, 2011 purchase of Exterior Portfolio for a net purchase price of approximately \$71.4 million that was mostly funded with cash on hand. In addition to the acquisition, we also used \$66.4 million for capital expenditures in 2011, and received \$1.2 million related to previously contingent consideration from the sale of equipment. This is an increase in cash used for capital expenditures of \$20.7 million over the amount spent in the year ended December 31, 2010.

We expect to invest approximately \$80 to \$90 million for capital expenditures in 2012. In our chemicals businesses, we expect to make the productivity and reliability investments that are required to run the higher operating rates we expect in the coming years. In our building products businesses, we expect to invest in productivity improvements as well as accelerating our new product development efforts ahead of the expected eventual recovery in these markets.

For the fiscal year 2010, cash used in investing activities was \$44.7 million. The largest use of cash was \$22.9 million of capital investment for our U.S. chemical facilities. For the 2009 fiscal year, cash used in investing activities was \$26.0 million. The major use of cash was \$30.1 million for capital expenditures for our facilities, partially offset by insurance proceeds of \$2.0 million and proceeds from the sale of assets of \$2.1 million.

We incurred maintenance expense for our production facilities of \$109.3 million, \$137.4 million and \$104.5 million during the years ended December 31, 2011, 2010, and 2009, respectively.

Financing Activities. Cash used in financing activities was \$85.7 million for the year ended December 31, 2011, compared to \$55.7 million for the previous year, and was mostly comprised of the use of \$85.1 million for the early redemption and repayment of debt, including: (i) the redemption in

Table of Contents

April 2011 of all of our 7.125% senior notes due 2013 and 9.5% senior notes due 2014 that remained outstanding for the aggregate principal amount of \$22.2 million; and (ii) the redemption in October 2011 of all of our 10.75% senior subordinated notes due 2016 for the aggregate principal amount of \$44.1 million, including early redemption cost. The redemption of these notes required payments on original issuance discounts and retirement premiums that are included in the \$4.9 million of loss on redemption and other debt cost. During December 2011 we repaid in full our other note payable for \$18.0 million. The company also used \$2.0 million of cash primarily for the modification of the ABL revolver to remove the \$15.0 million block on availability and to extend the maturity of the revolver until 2016.

At December 31, 2011, our outstanding debt consisted of \$497.5 million of senior secured 9.0 percent notes due 2017, which were issued at a discount. We also have lease financing obligations of \$109.9 million due to a 2007 sale lease back transaction. Our requirements on the lease financing obligation consists of rent of approximately \$8 million a year until 2016 for a total of approximately \$40.5 million, and do not represent an obligation to repay the lease financing obligation of \$109.9 million. At December 31, 2011, under our ABL Revolver, we had a maximum borrowing capacity of \$300.0 million, and net of outstanding letters of credit of \$15.8 million and current borrowings of \$nil, we had remaining availability of \$284.2 million.

Borrowings under the ABL Revolver, if any, are at variable interest rates. Our short term borrowings consist of our ABL Revolver. At December 31, 2011, we had no short term borrowings.

(\$ in millions)	As of and for the quarter ended December 31, 2011	As of and for the year ended December 31, 2011	As of and for the year ended December 31, 2010	As of and for the year ended December 2009
Short-Term Borrowings from Banks:				
Outstanding amount at period ending	\$	\$	\$	\$ 56.5
Weighted average interest rate at period ending		%	%	%
* Average daily amount outstanding for the period	\$ 14.8	\$ 48.8	\$ 54.3	\$ 144.6
Weighted average daily interest rate for the period	4.7%	4.3%	5.1%	8.9%
Maximum month end amount outstanding during the period	\$ 33.8	\$ 110.7	\$ 117.7	\$ 207.7

*

As of the 2011 year end, the applicable rate for future borrowings would have been 3.1 to 4.8 percent and for the 2010 year end, the applicable rate for future borrowings would have been 3.6 to 5.5 percent.

The ABL Revolver provides for revolving credit including letters of credit through January 2016, subject to borrowing base availability. The borrowing base is determined on a monthly basis and is equal to specified percentages of our eligible accounts receivable and inventories and reserves reasonably determined by the co-collateral agents. Interest on this facility is variable at a rate per annum, at our option, based on the prime rate plus the applicable pricing margin or the London Interbank Offered Rate, ("LIBOR") plus the applicable pricing margin. The ABL Revolver is secured by substantially all of our assets and contains certain restrictive covenants including restrictions on debt incurrence, granting of liens, dividends, acquisitions and investments.

Management believes based on current and projected levels of operations and conditions in our markets and cash flow from operations, together with our cash and cash equivalents on hand of \$88.6 million and the availability to borrow an additional \$284.2 million under our ABL Revolver as of December 31, 2011, the Company has adequate funding for the foreseeable future to make required

Table of Contents

payments of interest on our debt, fund our working capital and capital expenditure requirements and comply with the financial ratios of the ABL Revolver and covenants under the indenture for our 9.0 percent senior secured notes. The company has no required payments of principle on its debt until January 2017. To the extent our cash flow and liquidity exceeds the levels necessary for us to make required payments on our debt, fund our working capital and capital expenditure requirements and comply with our ABL revolver and the indenture for our 9.0 percent senior secured notes we may use the excess liquidity to further grow our business through investments or acquisitions, payment of dividends and/or to further reduce our debt through early redemptions of our outstanding 9.0 percent senior secured notes.

Cash used in financing activities for the year ended December 31, 2010 was \$55.7 million, an increase of \$26.6 million from the previous year, primarily related to the \$56.4 million full repayment of borrowings under the ABL Revolver. Our ability to fully repay borrowing under the ABL revolver in 2010 was due to our improved cash flow in 2010, which in turn, was due in part to our improved debt structure resulting from the 2009 recapitalization described below.

Cash used in financing activities was \$29.1 million for the year ended December 31, 2009. During the 2009 fiscal year we successfully recapitalized our balance sheet including the refinancing of our senior secured credit facility and our \$175 million asset securitization facility. At the time of the refinancing our senior secured credit facility consisted of a \$300 million revolving credit facility and a \$347.7 million Term Loan B. We replaced the senior secured credit facility and asset securitization facility with the four-year term senior secured \$300 million ABL Revolver and the issuance of \$500.0 million in principal amount of 9.0 percent senior secured notes due 2017. These notes were issued at a discount to effectively provide a 9.12 percent interest rate. We also consummated our 2009 debt exchange totaling approximately \$736.0 million (principal amount), comprised of \$91.0 million of the \$100 million of outstanding 2013 notes, \$486.8 million of the \$500 million of outstanding 2014 notes, and \$158.1 million of the \$200 million of outstanding 2016 notes. An aggregate of approximately 30.2 million shares of convertible preferred stock and approximately 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.

The recapitalization activities and a \$17.0 million payoff of other debt are the primary contributors to reducing our total debt by \$655.1 million at December 31, 2009. The recapitalization also significantly extended the duration of our debt maturities. Further, the recapitalization reduced our cash interest costs and removed the quarterly maintenance covenants that required waivers and amendments from our lenders in the past. The 2009 debt exchange was a troubled debt restructuring and thus an extinguishment of the notes for which we recognized a net gain of \$400.8 million, or approximately \$16.18 per share. Cash tax payments in 2009 were approximately \$10 million. As a result of the enactment of the American Recovery and Reinvestment Act passed in 2009, we have the option to defer the federal taxes payable as a result of the debt exchange to 2014 and then pay those taxes ratably over five years. We made this election in our 2009 federal tax return and therefore do not have a large current tax liability.

Table of Contents

Contractual Obligations. Our aggregate future payments under contractual obligations by category as of December 31, 2011, were as follows:

(In millions)	Total	2012	2013	2014	2015	2016	2017 and thereafter
Contractual obligations:							
Long-term debt principal	\$ 500	\$	\$	\$	\$	\$	\$ 500
Long-term debt interest	227	45	45	45	45	45	2
Lease financing obligations	41	7	8	8	8	8	2
Operating lease obligations	73	22	15	13	9	7	7
Purchase obligations	2,030	983	540	415	10	10	72
Expected pension contributions	47	1	7	10	12	9	8
Asset retirement obligation	11						11
Total	\$ 2,929	\$ 1,058	\$ 615	\$ 491	\$ 84	\$ 79	\$ 602

Long-Term Debt. Long-term debt includes principal and interest payments based upon our interest rates as of December 31, 2011. Long-term debt obligations are listed based on when they are contractually due.

Lease Financing Obligations. We lease land and buildings for certain of our Canadian manufacturing facilities under leases with varying maturities through the year 2017.

Operating Lease Obligations. We lease railcars, storage terminals, computer equipment, automobiles and warehouse and office space under non-cancelable operating leases with varying maturities through the year 2017. We did not have significant capital lease obligations as of December 31, 2011.

Purchase Obligations. Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding and that specify all significant terms. We have certain long-term raw material supply contracts and energy purchase agreements with various terms extending through 2018. These commitments are designed to assure sources of supply for our normal requirements. Amounts are based upon contractual raw material volumes and market rates as of December 31, 2011.

Expected Pension Contributions. Pension funding represents the projected minimum required contributions based on current assumptions for the Georgia Gulf Corporation Retirement Plan in accordance with the Employee Retirement Income Security Act. Contributions for the U.S. Supplemental Executive Retirement Agreements are also included.

Asset Retirement Obligation. We have recognized a liability for the present value of cost we estimate we will incur to retire certain assets. The amount reported in the table above represents the undiscounted estimated cost to retire such assets.

Uncertain Income Tax Positions. We have recognized a liability for our unrecognized uncertain income tax positions of approximately \$28.9 million as of December 31, 2011. We do not believe we are likely to pay any amounts during the year ended December 31, 2012. The ultimate resolution and timing of payment for remaining matters continues to be uncertain and are therefore excluded from the above table.

Outlook

We based our 2012 operating plans on conservative macro-economic assumptions regarding the main drivers of our businesses. We assume a slight recovery in U.S. and Canadian housing starts and, gross domestic product ("GDP") growth in both the U.S. and Canada greater than 2 percent over 2011, a continuation of favorable conditions for PVC exports, and natural gas costs lower than 2011.

Table of Contents

We expect we will invest \$80 million to \$90 million of capital expenditures in our businesses in 2012. In our Chlorovinyls and Aromatics segments, we expect we will make the productivity and reliability investments that are required to run the higher operating rates we expect in the coming years. In our Building Products segment, we expect to invest in productivity improvements as well as accelerating our new product development efforts ahead of the expected eventual recovery in these markets.

Inflation

The most significant component of our cost of sales is raw materials, which include basic oil-based commodities and natural gas or derivatives thereof. The costs of raw materials and natural gas are based primarily on market forces and have not been significantly affected by inflation. Inflation has not had a material impact on our sales or income from operations.

New Accounting Pronouncements

In December 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-29, which amends Accounting Standards Codification ("ASC") topic 805 ("Topic 805"), *Business Combinations*. The amendments in this update specify that if a public entity presents comparative pro forma financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments in this update also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments related directly to the business combination included in the pro forma revenue and earnings. ASU 2010-29 is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Implementation of this standard did not have a material impact on our financial statements.

In May 2011, the FASB issued ASU 2011-04, which amends ASC topic 820, *Fair Value Measurements and Disclosures*, to achieve common fair value measurement and disclosure requirements under U.S Generally Accepted Accounting Principles ("GAAP") and International Financial Reporting Standards ("IFRS"). This standard gives clarification for the highest and best use valuation concepts. The ASU also provides guidance on fair value measurements relating to instruments classified in stockholders' equity and instruments managed within a portfolio. Further, ASU 2011-04 clarifies disclosures for financial instruments categorized within level 3 of the fair value hierarchy that require companies to provide quantitative information about unobservable inputs used, the sensitivity of the measurement to changes in those inputs, and the valuation processes used by the reporting entity. Early adoption is not permitted. Implementation of this standard is effective in the first fiscal year beginning after December 15, 2011. We are currently evaluating the newly prescribed standard, but do not expect it will have a material impact on our consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, which amends ASC topic 220, *Comprehensive Income*. This amendment gives entities the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Entities will no longer be allowed to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. This amendment also required the entity to present on the face of its financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income. However in December 2011, the FASB issued ASU 2011-12 which deferred this requirement. During the deferral period, companies are required to report reclassifications out of accumulated other comprehensive income either on the face of the financial statements or in the notes to the financial statements. Also during this deferral period, companies will

Table of Contents

not be required to separately present or disclose the reclassification adjustments in net income. The FASB plans to re-evaluate this requirement, and is expected to reach a final decision during fiscal year 2012. All other requirements in ASU 2011-5 are not affected by ASU 2011-12. Early adoption of ASU 2011-5 is permitted. Implementation of this standard will be required in the first fiscal year beginning after December 15, 2011. We have historically presented the components of other comprehensive income as a part of the consolidated statements of changes in stockholders' equity (deficit) or in a separate footnote. We are presenting our comprehensive income in a separate financial statement for the year ended December 31, 2011.

In September 2011, the FASB issued ASU 2011-8 which amends ASC topic 350, *Intangibles Goodwill and Other*. The amendments in this ASU give companies the option to first perform a qualitative assessment to determine whether it is more likely than not (a likelihood of more than 50%) that the fair value of a reporting unit is less than its carrying amount. If a company concludes that this is the case, it must perform the two-step goodwill impairment test. Otherwise, a company is not required to perform this two-step test. Under the amendments in this ASU, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. Early adoption is permitted. Implementation of this standard is required for fiscal years beginning after December 15, 2011. We are currently evaluating the newly prescribed evaluation process.

Critical Accounting Policies and Estimates

Critical accounting policies are those that are important to our financial condition and require management's most difficult, subjective, or complex judgments. Different amounts would be reported under different operating conditions or under alternative assumptions. We have evaluated the accounting policies used in the preparation of the accompanying consolidated financial statements and related notes and believe those policies to be reasonable and appropriate. See Note 1 of the Notes to Consolidated Financial Statements in Item 8 for a complete listing of our accounting policies. We believe the following to be our most critical accounting policies applied in the preparation of our financial statements.

Environmental and Legal Accruals. In our determination of the estimates relating to ongoing environmental costs and legal proceedings (see Note 10 of the Notes to Consolidated Financial Statements included in Item 8), we consult with our advisors (consultants, engineers and attorneys). Such consultation provides us with the information on which we base our judgments on these matters and under which we accrue an expense when it has been determined that it is probable that a liability has been incurred and the amount is reasonably estimable. While we believe that the amounts recorded in the accompanying consolidated financial statements related to these contingencies are based on the best estimates and judgments available to us, the actual outcomes could differ from our estimates. To the extent that actual outcomes differ from our estimates by 10 percent, our net income would be higher or lower by approximately \$1.1 million, on an after-tax basis, depending on whether the actual outcomes were better or worse than the estimates.

Valuation of Goodwill and Other Intangible Assets. Goodwill is the excess of cost of an acquired entity over the amounts specifically assigned to assets acquired and liabilities assumed in purchase accounting for business combinations. Other identifiable intangible assets are intangible assets such as customer lists, trade names and technology that are identified during acquisitions. Our carrying value of our goodwill and indefinite lived intangible assets are tested for impairment annually on October 1 and are tested for impairment between annual impairment tests if an event occurs or circumstances change that would indicate the carrying amounts may be impaired. Indicators include, but are not limited to significant declines in the markets and industries which buy our products, changes in the estimated future cash flows of our reporting units, changes in capital markets and changes in our market capitalization. Impairment testing for indefinite-lived intangible assets other than goodwill consists of

Table of Contents

comparing the fair value of the asset to the carrying value. Our indefinite-lived assets primarily consist of trade names. The fair values of our trade names are estimated based on the relief from royalty method under the income approach. This approach utilizes a discounted cash flow analysis. Impairment testing for goodwill is a two-step test performed at a reporting unit level. The first step is to identify potential impairment by comparing the fair value of the reporting unit to the book value, including goodwill. If the fair value of the reporting unit exceeds the book value, goodwill is not considered impaired. If the book value exceeds the fair value, the second step of the process is performed to measure the amount of impairment. Our goodwill evaluations utilized discounted cash flow analyses and market multiple analyses in estimating fair value. Our weighting of the discounted cash flow and market approaches varies by each reporting unit based on factors specific to each reporting unit. Inherent in our fair value determinations are certain judgments and estimates relating to future cash flows, including interpretation of current economic indicators and market conditions, overall economic conditions and our strategic operational plans with regard to our operations. In addition, to the extent significant changes occur in market conditions, overall economic conditions or our strategic operational plan; it is possible that goodwill not currently impaired may become impaired in the future.

Inherent in our fair value determinations are certain judgments and estimates relating to future cash flows, including interpretation of current economic indicators and market conditions, overall economic conditions and our strategic operational plans with regard to our operations. A change in any of these assumptions may cause a change in the results of the analyses performed. In addition, to the extent significant changes occur in market conditions, overall economic conditions or our strategic operational plan; it is possible that goodwill not currently impaired may become impaired in the future. We have two segments that contain reporting units with goodwill and intangible assets. The Chlorovinyls segment includes goodwill in our Compound reporting unit and the Building Products segment includes goodwill primarily from our Window and Door profiles and Siding reporting units. Based on the results of our evaluation in connection with our annual goodwill impairment test as of our measurement date, October 1, 2011, we did not record an impairment charge to goodwill in 2011. The estimated fair value of our reporting units with goodwill exceeds the carrying value by more than ten percent. See Note 8 of the Notes to Consolidated Financial Statements included in Item 8 for further details of the 2011 goodwill and other intangible asset impairment test. We did not have any impairment to our goodwill and other intangible assets in 2010 or 2009.

Valuation of Long-Lived Assets. Our long-lived assets, such as property, plant, and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset. Our judgments regarding the existence of impairment indicators are based on legal factors, market conditions and assumptions for operational performance of our businesses. The assumptions used to estimate our future undiscounted cash flows are predominately identified from our financial forecasts. The actual impairment charge incurred could vary significantly from amounts that we estimate. Additionally, future events could cause us to conclude that impairment indicators exist and that associated long-lived assets of our businesses are impaired.

During 2011, we had long-lived asset impairments charges totaling \$8.3 million related to the further consolidation of manufacturing plants in our window and door profiles and pipe businesses and the closure of a manufacturing facility in Milford, Indiana. There were no long-lived asset impairments charges during 2010. During 2009, we consolidated certain Window and Door profiles plants resulting in impairments of \$21.6 million.

Pension Liabilities. Accounting for employee retirement plans involves estimating the cost of benefits that are to be provided in the future and attempting to match, for each employee, that

Table of Contents

estimated cost to the period worked. To accomplish this, we make assumptions about discount rates, expected long-term rates of return on plan assets, salary increases, employee turnover and mortality rates, among others. We reevaluate all assumptions annually with our independent actuaries taking into consideration existing as well as forecasted economic conditions, and our policy and strategy with regard to the plans. We believe our estimates, the most significant of which are stated below, to be reasonable.

The discount rate reflects the rate at which pension benefit obligations could be effectively settled. We determined our discount rate by matching the expected cash flows of our pension obligations to a yield curve generated from a broad portfolio of high-quality fixed rate debt instruments. The discount rate assumption used for determining annual pension expense for our U.S. pension plans in 2011 was 5.6 percent. At December 31, 2011, this rate was 5.0 percent for determining 2012 annual pension expense for our U.S. pension plans. A 25 basis point increase or decrease in this discount rate would immaterially decrease or increase our annual pre-tax pension expense for our U.S. pension plans. In addition to the expense, a 25 basis point increase in our discount rate would decrease our year-end benefit obligations by \$4.5 million, whereas a 25 basis point decrease would increase our year-end benefit obligations by \$4.7 million for our U.S. pension plans.

The expected long-term rate of return on plan assets assumption is based on historical and projected rates of return for current and planned asset classes in the plan's investment portfolio. Our weighted average asset allocation as of December 31, 2011, is 64.3 percent equity securities, 23.4 percent debt securities, 1.3 percent real estate and 11.0 percent other. Assumed projected rates of return for each of the plan's projected asset classes were selected by us after analyzing historical experience and future expectations of the returns and volatility of the various asset classes. The expected long-term rate of return assumption used for determining annual pension expense for 2011 was 8.5 percent for our U.S. pension plans. At December 31, 2011, this rate was 8.3 percent for determining 2012 annual pension expense for our U.S. pension plans. A 25 basis point increase or decrease in the long-term rate of return on plan assets assumption would decrease or increase our annual pre-tax pension expense by \$0.3 million for our U.S. pension plans. A 25 basis point increase or decrease in the expected long-term rate of return assumption for our foreign pension plans is not material.

Taxes. Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. At December 31, 2011 and 2010, we had a net deferred tax liability balance of \$162.7 million and \$174.5 million, respectively.

In evaluating the ability to realize our deferred tax assets we rely on forecasted taxable income using historical and projected future operating results and the reversal of existing temporary differences. At December 31, 2011 and 2010, we had deferred tax assets for state tax credit carryforwards of \$15.8 million and \$15.9 million, respectively, which carryforward indefinitely. We believe we will achieve taxable income in the related jurisdictions in order to realize the deferred tax assets for state tax credit carryforwards. In addition, at December 31, 2011 we had deferred tax assets for net operating loss carryforwards in the U.S. and Canada of \$1.6 million and \$10.0 million, respectively, of which we have an \$11.1 million valuation allowance to record these deferred tax assets related to net operating losses at their estimated realizable values.

We increased the valuation allowance attributable to certain Canadian deferred tax assets by \$0.8 million in 2011 due to operating losses in the relevant Canadian entities. In 2010, we released

Table of Contents

approximately \$5.6 million of previously established valuation allowance attributable to certain Canadian deferred tax assets which offset our 2010 deferred income tax provision in Canada. In 2009, we recorded a \$7.3 million valuation allowance on certain deferred tax assets in Canada that, in the judgment of management, are not more likely than not to be realized. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carryforward periods), projected taxable income and tax-planning strategies available to the company in making this assessment. In order to fully realize the deferred tax assets, we will need to generate future taxable income before the expiration of the deferred tax assets governed by the tax code. Based on the level of historical cumulative losses, management believes that it is more likely than not that the company will realize the benefits of these deductible differences, net of the existing valuation allowances at December 31, 2011. As a result of the debt exchange completed in July 2009, we experienced a change in control as defined by the Internal Revenue Code. Because of this change in control, we will be unable to realize a benefit from the U.S. federal net operating loss arising before the acquisition of the Royal Group in October 2006. Therefore, we no longer carry those net operating losses as a deferred tax asset. The change in control also limits our ability to realize certain expenses in the future and we have recorded deferred tax liabilities to reflect this.

In addition, we have accrued a reserve for non-income tax contingencies of \$3.4 million and \$8.0 million, at December 31, 2011 and 2010, respectively. The decrease in the reserve is related primarily to the settlement of a Canadian issue, the lapsing of the statute of limitations and a reduction in accrued interest related to these matters. We accrue for non-income tax contingencies when it is probable that a liability to a taxing authority has been incurred and the amount of the contingency can be reasonably estimated. The non-income tax contingency reserves are adjusted for, among other things, changes in facts and circumstances, receipt of tax assessments, expiration of statutes of limitations, interest and settlements and additional uncertainties.

Stock-Based Compensation. All share-based payments to employees and non-employee directors, including grants of stock options, restricted and deferred stock units, restricted stock and employee stock purchase rights are required to be recognized in our financial statements based on their respective grant date fair values. The fair value of each share-based payment award is estimated on the date of grant using an option-pricing model that meets certain requirements. We currently use the Black-Scholes option-pricing model to estimate the fair value of our share-based payment awards subject primarily to service besting criteria. We also use Monte Carlo simulation models to estimate the fair value of certain performance share-based payment awards. The fair values generated by these models may not be indicative of the actual fair values of our awards as models do not consider certain factors important to our awards, such as continued employment, periodic vesting requirements and limited transferability. Future stock-based compensation expense and unearned stock-based compensation will increase to the extent that we grant additional equity awards to employees or we assume unvested equity awards in connection with acquisitions. The determination of the fair value of share-based payment awards utilizing the Black-Scholes and Monte Carlo models is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. 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 historical dividend yield and expectation of future dividend payouts. The fair value of our restricted and deferred stock units and restricted stock are based on the fair market value of our stock on the date of grant. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Stock-based

Table of Contents

compensation expense recognized in our financial statements is based on awards that are ultimately expected to vest. We evaluate the assumptions used to value our awards on a quarterly basis. If factors change and we employ different assumptions, stock-based compensation expense may differ significantly from what we have recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, we may be required to accelerate, increase or cancel any remaining unearned stock-based compensation expense.

Environmental

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 USEPA and comparable state 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. Our Canadian operations are subject to similar laws and regulations.

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.

In addition, on February 13, 2012, the United States Environmental Protection Agency issued its final rule to update emissions limits for air toxics from polyvinyl chloride and copolymers production (PVC production). The rule, known as the National Emission Standards for Hazardous Air Pollutants for Polyvinyl Chloride and Copolymers Production, will be submitted to the Federal Register for publication. The rule establishes new, more stringent, emission standards for certain regulated "hazardous air pollutants," including vinyl chloride monomer. The rule sets maximum achievable control technology (MACT) standards for major sources of PVC production. The final rule also establishes certain working practices, as well as monitoring, reporting and recordkeeping requirements. Existing sources that become subject to those requirements would have three years from the effectiveness of the rule to come into compliance. The final rule was promulgated following extensive input from a variety of stakeholders, including industry participants, during the formal comment period, as well as several scheduled public hearings. The timing of the implementation of any final rule may still be affected by possible legal challenges. The timing to assert any legal challenges begins once the rule is published in the Federal Register. Although the Company has evaluated the potential impact of the rule when it was in its proposed form, the final rule is lengthy, and so the Company is still reviewing the final rule to determine what changes have been made from the proposed rule, and what the ultimate expected impact on the Company might be. Such impacts could include the potential for significant compliance costs, including significant capital expenditures, and could result in operating restrictions. Any increase in costs related to these regulations, or restrictions on our operations, could adversely affect our financial condition and performance.

Table of Contents**Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are subject to certain market risks related to long-term financing and derivative financial instruments, related to foreign currency exchange rates and raw material commodity prices. These financial exposures are managed as an integral part of our risk management program, which seeks to reduce the potentially adverse effect that the volatility of the interest rate, exchange rate, raw material commodity and natural gas markets may have on our operating results. We do not engage in speculative transactions, nor do we hold or issue financial instruments for trading purposes.

Interest Rate Risk Management. The following table is "forward-looking" information that provides information about our debt obligations and other significant financial instruments that are sensitive to changes in interest rates. Our policy is to manage interest rates through the use of a combination of fixed and floating rate debt instruments. At times, we may utilize interest rate swap agreements to help manage our interest rate risk. As of December 31, 2011 and 2010 we had no outstanding interest rate swaps. As of December 31, 2011, our only variable rate instrument is our ABL Revolver which does not have any outstanding principal amounts. The table presents principal cash flows and related weighted average interest rates by expected maturity dates for the financial instruments.

(In thousands)	2012	2013	2014	2015	2016	Thereafter	Total	Fair value at 12/31/11
Financial instruments:								
Fixed rate principal	\$	\$						