GEORGIA GULF CORP /DE/
Form 10-Q/A
August 16, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

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

For the quarterly period ended March 31, 2010

OR

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

For the transition period from to

Commission File Number 1-9753

GEORGIA GULF CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	**58-1563799** (I.R.S. Employer Identification No.)
115 Perimeter Center Place, Suite 460, Atlanta, Georgia (Address of principal executive offices)	**30346** (Zip Code)

(770) 395-4500

(Registrant's telephone number, including area code)

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

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

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

(Check one):

Large accelerated filer o	Accelerated filer o	Non-accelerated filer ý (Do not check if a smaller reporting company)	Smaller reporting company o

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

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

Class	**Outstanding as of August 10, 2010**
Common Stock, $0.01 par value	33,962,222

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Explanatory Note

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2010 (the "Amendment"), originally filed with the Securities and Exchange Commission (the "SEC") on May 7, 2010 (the "Original Report"), to restate our unaudited Condensed Consolidated Balance Sheet as of March 31, 2010, our unaudited Condensed Consolidated Statements of Operations for the three months March 31, 2010 and 2009, our unaudited Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2010 and 2009, and certain footnote disclosures thereto.

During 2009, the Company undertook a number of financial restructuring activities, including: 1) amendments to our senior secured credit facility; 2) a debt for equity exchange pursuant to which we issued equity in exchange for a portion of our then-outstanding notes; and 3) a subsequent repayment and replacement of our senior secured credit facility and accounts receivable securitization facility using the proceeds from a new, asset based revolving credit facility and the issuance of $500.0 million of 9.0% senior secured notes due 2017 (collectively, "the 2009 financial restructuring activities"). In connection with the 2009 financial restructuring activities, we recognized Cancellation of Debt Income ("CODI") for tax purposes. The principal effect of the CODI was a reduction in various tax attributes, including a reduction in the tax basis of our assets and our net operating losses. The rules and regulations of the Internal Revenue Code of 1986, as amended (the "IRC"), that apply to our 2009 financial restructuring activities are complex. Due to the complex nature of these transactions and the related tax implications, we engaged a firm of third-party tax professionals to assist us in determining the U.S. federal income tax consequences of these transactions.

In 2010, we engaged a different third party firm of tax professionals to assist us with the preparation of our 2009 U.S. federal income tax return. During the preparation of that tax return we, with the support of our tax advisors, identified certain issues that caused us to re-evaluate the application of the relevant provisions of the IRC relating to the 2009 financial restructuring activities. Consequently, we determined that a manual input error to a spreadsheet used in the tax calculations relating to the tax impact of our 2009 financial restructuring activities had been made, and that certain applications of the relevant provisions of the IRC were incorrect. As a result, the reduction in various tax attributes resulting from the CODI we recognized in 2009 was understated. This error caused our deferred income taxes (liability) to be understated by $36.4 million at each of March 31, 2010 and December 31, 2009. This adjustment did not, however, result in any additional tax liability payable by us to tax authorities in respect of 2009 or earlier periods.

In addition, we have determined that in 2007 and continuing through the quarter ended March 31, 2010, there were misapplications of the Financial Accounting Standards Board's Accounting Standards Codification Topic 740, *Accounting for Income Taxes* ("ASC Topic 740"), related to uncertain tax positions. Those misapplications primarily included: 1) the use of an incorrect statute of limitations period for an uncertain tax position, the accrual for which should have been reversed prior to December 31, 2009; 2) the incorporation of the impact of our reserve for uncertain tax positions in our assessment of our valuation allowance for deferred tax assets in Canada as of December 31, 2007; and 3) other general misapplications of accounting for uncertain tax positions.

The incorrect statute of limitations period caused our long term liability for unrecognized income tax benefits to be overstated as of December 31, 2009 and March 31, 2010 by $12.6 million and $13.6 million, respectively, with a corresponding overstatement of our provision for income taxes by $0.2 million for the three months ended March 31, 2009.

The other misapplications of ASC Topic 740 that occurred upon adoption on January 1, 2007 related to uncertain tax positions in connection with our acquisition of Royal Group. These misapplications resulted in a net overstatement of our long-term liability for unrecognized income tax benefits of approximately $5.0 million as of each of December 31, 2009 and March 31, 2010.

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As a result of all of the foregoing, as of and for the three months ended March 31, 2010, prepaid expenses were overstated by $0.3 million, deferred income tax assets were overstated by $0.9 million, liability for unrecognized tax benefits was overstated by $18.0 million, deferred tax liabilities were understated by $31.0 million and accumulated deficit was understated by $16.7 million. For the three months ended March 31, 2009, the provision for income taxes was overstated by $0.2 million and net income was understated by $0.2 million. As of December 31, 2009, prepaid expenses were overstated by $0.3 million, deferred income tax assets were overstated by $0.9 million, liability for unrecognized tax benefits was overstated by $17.6 million, deferred income tax liabilities were understated by $33.0 million, and accumulated deficit was understated by $16.7 million.

For additional information regarding the overall impact of the restatements on all of our historical financial statements, also see Note 22 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K/A for the year ended December 31, 2009, filed with the Securities and Exchange Commission on August 16, 2010.

This Amendment is being filed to correct the financial information and related disclosures with respect to the errors to our tax provision relating to the 2009 financial restructuring activities and the errors in our application of ASC Topic 740 relating to uncertain tax positions as described above. For a more detailed description of the restatement, see Note 20 to the accompanying unaudited Condensed Consolidated Financial Statements in this Amendment.

The following sections of this Amendment have been amended from the disclosures in the Original Report as a result of the restatements described above:

Part I Item 1 Financial Statements

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

Part I Item 4 Controls and Procedures

Pursuant to the rules of the SEC, Item 6 of Part II has also been amended to contain currently dated certifications from the Company's Principal Executive Officer and Principal Financial Officer as required by Section 302 and 906 of the Sarbanes Oxley Act of 2002. The certifications of the Company's Principal Executive Officer and Principal Financial Officer are attached to this Amendment as Exhibits 31 and 32.

Except for information included herein, the Original Report continues to speak as of the date thereof (or such other date as may be referred to in the Original Report). Events occurring subsequent to the filing of the Original Report and disclosures necessary to reflect any subsequent events have been or will be addressed in our filings with the SEC for periods subsequent to the period covered by the Original Report.

GEORGIA GULF CORPORATION FORM 10-Q/A

QUARTERLY PERIOD ENDED MARCH 31, 2010

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PART I. FINANCIAL INFORMATION.

Item 1. FINANCIAL STATEMENTS.

GEORGIA GULF CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except par value and share data)	March 31, 2010 (Restated)	December 31, 2009 (Restated)
ASSETS		
Cash and cash equivalents	$ **47,934**	$ 38,797
Receivables, net of allowance for doubtful accounts of $16,743 in 2010 and $16,453 in 2009	**280,650**	208,941
Inventories	**284,400**	251,397
Prepaid expenses	**26,594**	24,002
Income tax receivables	**26,620**	30,306
Deferred income taxes	**10,952**	13,177
Total current assets	**677,150**	566,620
Property, plant and equipment, net	**683,856**	687,570
Goodwill	**207,361**	203,809
Intangible assets, net of accumulated amortization of $11,236 in 2010 and $10,996 in 2009	**15,062**	15,223
Other assets, net	**105,915**	116,494
Non-current assets held for sale	**14,227**	14,924
Total assets	$ **1,703,571**	$ 1,604,640
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current portion of long-term debt	$ **37,350**	$ 28,231
Accounts payable	**165,445**	124,829
Interest payable	**16,453**	2,844
Income taxes payable	**1,262**	1,161
Accrued compensation	**14,089**	16,069
Liability for unrecognized income tax benefits and other tax reserves	**9,942**	9,529
Other accrued liabilities	**44,697**	43,236
Total current liabilities	**289,238**	225,899
Long-term debt	**766,518**	710,774
Liability for unrecognized income tax benefits	**48,814**	46,796
Deferred income taxes	**196,674**	207,428
Other non-current liabilities	**35,340**	37,036
Total liabilities	**1,336,584**	1,227,933
Commitments and contingencies (Note 10)		
Stockholders' equity:		
Preferred stock $0.01 par value; 75,000,000 shares authorized; no shares issued		
Common stock $0.01 par value; 100,000,000 shares authorized; shares issued and outstanding: 33,722,121 in 2010 and 33,718,367 in 2009	**337**	337
Additional paid-in capital	**475,449**	472,018
Accumulated deficit	**(108,463)**	(89,431)
Accumulated other comprehensive loss, net of tax	**(336)**	(6,217)

Total stockholders' equity		**366,987**		376,707
Total liabilities and stockholders' equity	**$**	**1,703,571**	$	1,604,640

See accompanying notes to unaudited condensed consolidated financial statements.

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GEORGIA GULF CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(In thousands, except per share data)	**Three Months Ended March 31, 2010**	**2009 (Restated)**
Net sales	**$ 631,450**	$ 407,331
Operating costs and expenses:		
Cost of sales	**604,371**	392,322
Selling, general and administrative expenses	**37,858**	32,676
Restructuring (income) costs	**(305)**	8,037
Total operating costs and expenses	**641,924**	433,035
Operating loss	**(10,474)**	(25,704)
Gain on substantial modification of debt		121,033
Interest expense, net	**(17,835)**	(35,172)
Foreign exchange (loss) gain	**(5)**	22
(Loss) income before income taxes	**(28,314)**	60,179
(Benefit) provision for income taxes	**(9,283)**	11,697
Net (loss) income	**$ (19,031)**	$ 48,482
(Loss) earnings per share:		
Basic	**$ (0.56)**	$ 34.65
Diluted	**$ (0.56)**	$ 34.65
Weighted average common shares:		
Basic	**33,720**	1,385
Diluted	**33,720**	1,385

See accompanying notes to unaudited condensed consolidated financial statements.

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GEORGIA GULF CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)	Three Months Ended March 31, 2010 (Restated)	Three Months Ended March 31, 2009 (Restated)
Cash flows from operating activities:		
Net (loss) income	**$ (19,031)**	$ 48,482
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	**24,887**	31,344
Gain on substantial modification of debt		(121,033)
Foreign exchange (gain) loss	**(531)**	1,924
Deferred income taxes	**(12,222)**	10,680
Tax deficiency related to stock plans	**(583)**	(1,032)
Stock based compensation	**712**	878
Other non-cash items	**6,188**	(833)
Change in operating assets, liabilities and other	**(41,429)**	(8,062)
Net cash used in operating activities	**(42,009)**	(37,652)
Cash flows from investing activities:		
Capital expenditures	**(10,955)**	(12,525)
Proceeds from sale of property, plant and equipment, and assets held-for sale	**770**	421
Proceeds from insurance recoveries related to property, plant and equipment		1,958
Net cash used in investing activities	**(10,185)**	(10,146)
Cash flows from financing activities:		
Borrowings on revolving line of credit		46,967
Repayments on ABL revolver	**(132,378)**	
Borrowings on ABL revolver	**193,562**	
Repayments of long-term debt	**(13)**	(908)
Stock compensation plan activity		(25)
Fees paid to amend or issue debt facilities	**(3,020)**	(22,372)
Tax benefits from employee share-base exercises	**3,328**	
Net cash provided by financing activities	**61,479**	23,662
Effect of exchange rate changes on cash and cash equivalents	**(148)**	(868)
Net change in cash and cash equivalents	**9,137**	(25,004)
Cash and cash equivalents at beginning of period	**38,797**	89,975
Cash and cash equivalents at end of period	**$ 47,934**	$ 64,971

See accompanying notes to unaudited condensed consolidated financial statements.

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GEORGIA GULF CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The accompanying condensed consolidated financial statements do reflect all of the adjustments that, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows for the interim periods reported. Such adjustments are of a normal, recurring nature. Our operating results for the three-month period ended March 31, 2010 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2010.

These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to consolidated financial statements included in our Annual Report on Form 10-K/A for the year ended December 31, 2009. There have been no material changes in the significant accounting policies followed by us during the period ended March 31, 2010, other than effective January 1, 2010 we changed our segment reporting as described in Note 17.

2. NEW ACCOUNTING PRONOUNCEMENTS

In June 2009, the Financial Accounting Standards Board, ("FASB"), issued Accounting Standards Codification ("ASC") topic 810, *Amendments to FASB Interpretation No. 46(R)*, which amends the consolidation guidance applicable to variable interest entities and the definition of a variable interest entity ("VIE") and requires enhanced disclosures to provide more information about an enterprise's involvement in a VIE. In addition, it requires an enterprise to perform an analysis to determine whether the enterprise's variable interest gives it a controlling interest in a VIE. The analysis identifies the primary beneficiary of the VIE as the enterprise that has both (a) the power to direct the activities of the VIE and (b) the obligation to absorb losses of the VIE. This statement is effective for us in the first quarter of 2010. On December 23, 2009, the FASB issued Accounting Standard Update ("ASU") 2009-17. The amendments contained in ASU 2009-17 replace the quantitative-based risks-and-rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a VIE with an approach focused on identifying which reporting entity has the power to direct the activities of a VIE that most significantly affect the entity's economic performance and the obligation to absorb losses of, or the right to receive benefits from, the entity. The ASU also requires additional disclosures about a reporting entity's involvement with VIEs and about any significant changes in risk exposure as a result of that involvement. On February 25, 2010, the FASB issued ASU 2010-10, which amends certain provisions of ASC topic 810. The ASU defers the effective date of the ASC for a reporting enterprise's interest in certain entities and for certain money market mutual funds. In addition, the ASU amends certain provisions of the ASC to change how a decision maker or service provider determines whether its fee is a variable interest. We adopted ASC topic 810 and the ASU's noted above as of January 1, 2010 and the impact of this guidance did not have a material impact on our consolidated financial statements.

In June 2009, the FASB issued ASC topic 860, *Accounting for Transfers of Financial Assets an amendment of FASB Statement No. 140*, which improves the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance and cash flows; and a transferor's continuing involvement, if any, in the transferred assets. This statement is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after

November 15, 2009. Early adoption is prohibited. The adoption of ASC topic 860 on January 1, 2010 did not have an impact on our consolidated financial statements.

In April 2009, the FASB issued ASC subtopic 820-10, *Fair Value Measurements and Disclosures,* section 65-4, *Transition Related to FASB Staff Position ("FSP") Statement of Financial Accounting Standards ("SFAS") 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly.* This ASC subtopic emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This ASC subtopic was effective for the second quarter of 2009 and did not have a material impact on our consolidated financial statements. On August 28, 2009, the FASB issued ASU 2009-05, *Measuring Liabilities at Fair Value,* (previously exposed for comments as proposed FSP 157-f) to provide guidance on measuring the fair value of liabilities under ASC 820. This ASU clarifies that the quoted price for the identical liability, when traded as an asset in an active market, is also a Level 1 measurement for that liability when no adjustment to the quoted price is required. The ASU also provides guidance in the absence of a Level 1 measurement. The ASU was effective for the first interim or annual reporting period beginning after the ASU's issuance. The adoption of this ASU did not have a material impact on our consolidated financial statements.

On January 21, 2010, the FASB issued ASU 2010-06 which amends ASC topic 820, *Fair Value Measurements and Disclosures*, to add to new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The ASU also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. Further, the ASU amends guidance on employers' disclosures about postretirement benefit plan assets under ASC topic 715 to require that disclosures be provided by classes of assets instead of major categories of assets. The ASU is effective for the first reporting period (including interim periods) beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Early adoption is permitted. The adoption of this ASU did not have a material impact on our consolidated financial statements. We are currently evaluating the Level 3 activity disclosures and do not expect this portion of the ASU, when effective, will have a material impact on our consolidated financial statements.

On March 23, 2010, President Obama signed into law the Patient Protection and Affordable Care Act (the "Act"). The Act is a comprehensive health care reform bill that includes revenue raising provisions for nearly $400 billion over ten years through tax increases on high-income individuals, excise taxes on high cost group health plans, and new fees on selected health-care-related industries. The Act eliminates the tax deduction for the portion of the prescription drug costs for which an employer receives a Medicare Part D federal subsidy (i.e., it reduces a company's tax deduction). As a result of this enacted legislation, a company may need to reduce its deferred tax asset associated with the deductible temporary differences related to its other postemployment benefit obligation. The Act will not have a material impact on our consolidated financial statements.

3. RESTRUCTURING ACTIVITIES

In March 2008, our outdoor storage building business was sold for $13.0 million resulting in a loss of approximately $4.6 million recorded in the first quarter of 2008. As part of exiting this business, we initiated a restructuring plan (the "Outdoor Storage Plan"). In connection with the Outdoor Storage Plan, we incurred costs related to termination benefits, operating lease termination costs, asset impairment charges, relocation and other exit costs and have recognized these costs in accordance with ASC subtopic

420-10 and related accounting standards. No significant costs related to the Outdoor Storage Plan were incurred in the three months ended March 31, 2010, and we do not expect there to be any significant future costs associated with the Outdoor Storage Plan. These costs and recovery are included in restructuring costs in the consolidated statement of operations.

In the fourth quarter of 2008, we initiated a restructuring plan (the "Fourth Quarter 2008 Restructuring Plan") that included the permanent shut down of our 450 million pound polyvinyl chloride ("PVC") manufacturing facility in Sarnia, Ontario, the exit of a recycled PVC compound manufacturing facility in Woodbridge, Ontario, the consolidation of various manufacturing facilities, and elimination of certain duplicative activities in our operations. In connection with the Fourth Quarter 2008 Restructuring Plan, we incurred costs related to termination benefits, including severance, pension and postretirement benefits, operating lease termination costs, asset impairment charges, relocation and other exit costs and have recognized these costs in accordance with ASC subtopic 420-10 and related accounting standards. For the three months ended March 31, 2010, we realized a recovery of $0.8 million related to the Fourth Quarter 2008 Restructuring Plan primarily due to reversal of remediation costs that did not have to be incurred or reimbursed by us. This amount is noted as a reduction in the additions column in the table below. In addition, we incurred $0.1 million in long-lived asset impairment charges. Other than the involuntary termination benefits accrued, we do not expect there to be any future costs associated with the Fourth Quarter 2008 Restructuring Plan. The expenses associated with the Fourth Quarter 2008 Restructuring Plan charged for the three months ended March 31, 2009 for severance and exit costs totaled $5.6 million. These costs and recovery are included in restructuring costs in the consolidated statement of operations.

In May 2009, we initiated plans to further consolidate plants in our window and door profiles business (the "2009 Window and Door Consolidation Plan"). As a result we incurred restructuring costs, including fixed asset impairment charges, termination benefits and other exit costs which have been recognized in accordance with ASC subtopic 420-10 and related accounting standards. For the three months ended March 31, 2010, an additional $0.4 million of restructuring expenses were incurred and are noted in the table below. There were no related expenses for the three months ended March 31, 2009. Additional future costs for the 2009 Window and Door Consolidation Plan are estimated to be approximately $0.6 million, consisting primarily of future non-workforce related costs.

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A summary of our restructuring activities recognized as a result of the Fourth Quarter 2008 Restructuring Plan, the Outdoor Storage Plan and the 2009 Window and Door Consolidation Plan, by reportable segment (see Note 17) for the three months ended March 31, 2010 is as follows:

(In thousands)	Balance at December 31, 2009	Additions	Cash Payments	Foreign Exchange and Other Adjustments	Balance at March 31, 2010
Chlorovinyls					
Fourth Quarter 2008 Restructuring Plan:					
Involuntary termination benefits	**$ 1,030**	$	$ (991)	$ 10	**$ 49**
Exit costs	**1,976**	(1,088)	(223)	(123)	**542**
Building Products					
Fourth Quarter 2008 Restructuring Plan:					
Involuntary termination benefits	**2,418**	225	(613)	73	**2,103**
Exit costs		55	(55)		
2009 Window and Door Consolidation Plan:					
Involuntary termination benefits	**879**	(68)	(184)	24	**651**
Exit costs	**179**	456	(635)		
Outdoor Storage Plan:					
Involuntary termination benefits	**163**	(21)	(19)	4	**127**
Corporate					
Fourth Quarter 2008 Restructuring Plan:					
Involuntary termination benefits	**48**			1	**49**
Total	**$ 6,693**	$ (441)	$ (2,720)	$ (11)	**$ 3,521**

A summary of our restructuring activities recognized as a result of the Fourth Quarter 2008 Restructuring Plan and the Outdoor Storage Plan by reportable segment for the three months ended March 31, 2009 is as follows:

(In thousands)	Balance at December 31, 2008	Additions	Cash Payments	Foreign Exchange and Other Adjustments	Balance at March 31, 2009
Chlorovinyls					
Fourth Quarter 2008 Restructuring Plan:					
Involuntary termination benefits	$ 3,246	$ 116	$ (1,345)	$ (88)	**$ 1,929**
Exit costs	4,185	1,921	(2,099)	(132)	**3,875**
Other	1,184				**1,184**
Building Products					
Fourth Quarter 2008 Restructuring Plan:					
Involuntary termination benefits	2,755	1,610	(1,224)	29	**3,170**
Exit costs	1				**1**
Other	1,967				**1,967**
2009 Window and Door Consolidation Plan:					
Involuntary termination benefits					
Exit costs					
Outdoor Storage Plan:					
Involuntary termination benefits	523	122	(151)	(148)	**346**
Exit costs	1,779	1,769		(145)	**3,403**
Corporate					
Fourth Quarter 2008 Restructuring Plan:					

Involuntary termination benefits		32			**32**
Total	$ 15,640	$ 5,570	$ (4,819)	$ (484)	**$ 15,907**

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In the first quarter of 2009, we engaged the services of several 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 restructure our businesses and improve and sustain profitability for the long-term. For the three months ended March 31, 2009, we incurred $2.5 million related to fees paid to these consultants to advise us on the restructuring strategies noted above which are included in restructuring costs in the condensed consolidated statement of operations.

4. ACCOUNTS RECEIVABLE SECURITIZATION

On March 17, 2009, we entered into a new Asset Securitization agreement pursuant to which we sold an undivided percentage ownership interest in a certain defined pool of our U.S. and Canadian trade accounts receivable on a revolving basis through a wholly owned subsidiary to a third party (the "Securitization"). This wholly owned subsidiary was funded through advances on sold trade receivables and collections of those trade receivables and its activities were exclusively related to the Securitization. This Securitization replaced a previous agreement pursuant to which we sold an undivided percentage ownership interest in a certain defined pool of our U.S. trade receivables on a revolving basis through a wholly owned subsidiary to two third parties. Under the Securitization agreement we could sell ownership interests in new receivables to bring the ownership interests sold up to a maximum of $175.0 million. As collections reduced our accounts receivable included in the pool, we could sell ownership interests in new receivables to bring the ownership interests sold up to a maximum of $175.0 million, as permitted by the Securitization. However, as of December 22, 2009 the Securitization was replaced with a four-year term senior secured asset-based revolving credit facility that provides for a maximum of $300 million of revolving credit, subject to borrowing base availability and other terms and conditions (the "ABL Revolver") (see Note 9). As a result of the termination and replacement of our Securitization and the execution of the ABL Revolver, we repurchased $110.0 million of previously sold accounts receivable. The repurchase of these trade receivables did not result in any significant losses and as of March 31, 2010 these repurchased receivables have been collected.

5. INVENTORIES

The major classes of inventories were as follows:

(In thousands)	March 31, 2010	December 31, 2009
Raw materials, work-in-progress, and supplies	**$ 115,800**	$ 97,351
Finished goods	**168,600**	154,046
Inventories	**$ 284,400**	$ 251,397

6. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consisted of the following:

(In thousands)	March 31, 2010	December 31, 2009
Machinery and equipment	**$ 1,348,862**	$ 1,346,740
Land and land improvements	**87,901**	86,013
Buildings	**199,286**	195,602
Construction-in-progress	**34,140**	25,629
Property, plant and equipment, at cost	**1,670,189**	1,653,984
Accumulated depreciation	**986,333**	966,414
Property, plant and equipment, net	**$ 683,856**	$ 687,570

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7. OTHER ASSETS, NET

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

(In thousands)	March 31, 2010	December 31, 2009
Advances for long-term purchase contracts	**$ 62,744**	$ 67,257
Investment in joint ventures	**11,310**	12,804
Debt issuance costs, net	**25,064**	25,654
Long-term receivables	**115**	3,714
Other	**6,682**	7,065
Total other assets, net	**$ 105,915**	$ 116,494

The decrease in Advances for long-term purchase contracts is the result of amortizing the prepayments usage over the terms of the related contracts. The amortization of these costs is reflected as other non-cash items in the condensed consolidated statement of cash flows.

Assets Held-For-Sale. Assets held for sale includes real estate totaling $14.2 million and $14.9 million at March 31, 2010 and December 31, 2009, respectively.

8. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill. The following table provides the summary of goodwill by reporting segment as of March 31, 2010 and December 31, 2009.

In thousands	Chlorovinyls	Building Products	Total
Gross goodwill at December 31, 2009	239,444	152,058	391,502
Accumulated impairment losses at December 31, 2009	(55,487)	(132,206)	(187,693)
Net goodwill at December 31, 2009	$ 183,957	$ 19,852	$ 203,809
Gross goodwill at December 31, 2009	**239,444**	**152,058**	**391,502**
Foreign currency translation adjustment	**3,552**		**3,552**
Gross goodwill at March 31, 2010	**242,996**	**152,058**	**395,054**
Accumulated impairment losses at March 31, 2010	**(55,487)**	**(132,206)**	**(187,693)**
Net goodwill at March 31, 2010	**$ 187,509**	**$ 19,852**	**$ 207,361**

Indefinite lived intangible assets. At March 31, 2010 and December 31, 2009 we held trade names as indefinite lived intangibles. The following table provides the summary of indefinite-lived intangible assets by reporting segment as of March 31, 2010 and December 31, 2009.

Indefinite-lived intangible assets-trade names

In thousands	Chlorovinyls	Building Products	Total
Balance at December 31, 2009	$ 353	$ 4,137	$ 4,490
Foreign currency translation adjustment	12	67	79
Balance at March 31, 2010	$ 365	$ 4,204	$ 4,569

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Finite-lived intangible assets. At March 31, 2010 and December 31, 2009, we also had customer relationships and technology intangibles. The following table provides the summary of finite-lived intangible assets by reportable segment as of March 31, 2010 and December 31, 2009.

Finite-lived intangible assets

In thousands	Chlorovinyls	Building Products	Total
Gross carrying amounts at March 31, 2010:			
Customer relationships	$ 199	$ 11,422	$ 11,621
Technology		11,867	11,867
Total	199	23,289	23,488
Accumulated amortization at March 31, 2010:			
Customer relationships	(124)	(4,940)	(5,064)
Technology		(6,172)	(6,172)
Total	(124)	(11,112)	(11,236)
Foreign currency translation adjustment and other at March 31, 2010:			
Customer relationships	(75)	(1,684)	(1,759)
Technology			