



11005315



190 Carondelet Plaza, Suite 1530
Clayton, MO 63105-3443

SEC Mail Processing
Section

MAR 10 2011

Washington, DC
110

February 23, 2011

Dear Fellow Shareholder:

For Olin, 2010 became a year of transition. Our chlor alkali business experienced improved volumes across all our products compared to 2009, and positive pricing momentum associated with an improved economic outlook. In the Winchester business, which achieved the second highest level of profits in its history, we saw the increased levels of commercial demand that began in the fourth quarter of 2008 begin to recede. In late 2010, we announced major initiatives to exit the use of mercury cell technology in our chlor alkali business, and to relocate the Winchester centerfire ammunition operation from East Alton, Illinois, to Oxford, Mississippi. These projects, which represent multi year financial commitments of approximately \$300 million, are expected to enhance the earnings power of both businesses and position them for long-term success.

Operating rates in the chlor alkali business improved from 70% in 2009 to 82% in 2010, while shipments of chlorine and caustic soda increased by 12%. In addition, our ECU netbacks, which reached a bottom during the third quarter of 2009, improved steadily through 2010, driven by seven caustic soda price increases and one chlorine price increase. As a result, chlor alkali earnings also improved steadily throughout 2010. It is noteworthy that the chlor alkali business, which has historically lost money during periods of weak volumes and pricing, was solidly profitable in both 2009 and 2010.

During 2010, the chlor alkali business continued to successfully grow its bleach business with year over year bleach volumes increasing 18%. We expect 2011 to be another year of strong bleach growth. Chlor Alkali also achieved full operating rates at the newly converted and expanded St. Gabriel chlor alkali facility, which began operations in the fourth quarter of 2009.

While demand in the Winchester business has declined from the elevated levels we experienced from the fourth quarter of 2008 through the second quarter of 2010, demand remains above the levels that were experienced in 2007. While commercial sales have declined recently, we continue to believe that the growth in contract sales that have been realized over the past several years will allow Winchester's profitability to remain well above historic levels.

We were also able to further strengthen our balance sheet during 2010. During the fourth quarter, we issued \$153 million of variable rate Gulf Opportunity Zone and Recovery Zone bonds, of which \$117 million was drawn as of December 31. These bonds allow us to fund the transition away from mercury cell technology in Tennessee, the Winchester centerfire ammunition relocation to Mississippi, and capital projects, including the expansion of our bleach capabilities in Alabama, at attractive tax exempt rates. Our year-end 2010 cash balance of \$561 million, which included \$102 million of bank proceeds classified as restricted cash, was \$102 million higher than the year-end 2009 level. In addition, our domestic defined benefit pension plan remained fully funded.

We have now paid a dividend for 336 consecutive quarters and consider the dividend to be an important element of our goal to produce superior shareholder returns.

As we move into 2011, we will focus on executing the strategies we initiated in 2010, while continuing to look for opportunities to further improve the business and reward our shareholders. While we are encouraged by the performance of both the Chlor Alkali and Winchester businesses in 2010, they will continue to be challenged by market conditions and the pace of the economic recovery. With the continued support of a dedicated workforce, we are well positioned to meet these challenges.

Joseph D. Rupp
Chairman, President and Chief Executive Officer

FORWARD-LOOKING STATEMENTS

This communication includes forward-looking statements. These statements relate to analyses and other information that are based on management's beliefs, certain assumptions made by management, forecasts of future results, and current expectations, estimates and projections about the markets and economy in which we and our various segments operate. The statements contained in this communication that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties. We have used the words "anticipate," "intend," "may," "expect," "believe," "should," "plan," "project," "estimate," "forecast" and variations of such words and similar expressions in this communication to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control. Therefore, actual outcomes and results may differ materially from those matters expressed or implied in such forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise. Relative to the dividend, the payment of cash dividends is subject to the discretion of our Board of Directors and will be determined in light of then-current conditions, including our earnings, our operations, our financial conditions, our capital requirements and other factors deemed relevant by our Board of Directors. In the future, our Board of Directors may change our dividend policy, including the frequency or amount of any dividend, in light of then-existing conditions. The risks, uncertainties and assumptions involved in our forward-looking statements include, but are not limited to, the following: sensitivity to economic, business and market conditions in the United States and overseas, including economic instability or a downturn in the sectors served by us, such as ammunition, housing, vinyls and pulp and paper and the migration by United States customers to low-cost foreign locations; the cyclical nature of our operating results, particularly declines in average selling prices in the chlor alkali industry and the supply/demand balance for our products, including the impact of excess industry capacity or an imbalance in demand for our chlor alkali products; economic and industry downturns that result in diminished product demand and excess manufacturing capacity in any of our segments and that, in many cases, result in lower selling prices and profits; costs and other expenditures in excess of those projected for environmental investigation and remediation or other legal proceedings; unexpected litigation outcomes; new regulations or public policy changes regarding the transportation of hazardous chemicals and the security of chemical manufacturing facilities; labor disruptions; changes in legislation or government regulations or policies; the occurrence of unexpected manufacturing interruptions and outages, including those occurring as a result of production hazards; higher-than-expected raw material and energy, transportation and/or logistics costs; weak industry conditions could affect our ability to comply with the financial maintenance covenants in our senior revolving credit facility and certain tax-exempt bonds; the effects of any declines in global equity markets on asset values and any declines in interest rates used to value the liabilities in our pension plan; an increase in our indebtedness or higher-than-expected interest rates, affecting our ability to generate sufficient cash flow for debt service; and adverse conditions in the credit and capital markets, limiting or preventing our ability to borrow or raise capital. All of our forward-looking statements should be considered in light of these factors. In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of our forward-looking statements. For more information about these and other factors, see our attached Annual Report on Form 10-K for the year ended December 31, 2010, which has been filed with the SEC.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION SEC Mail Processing
Washington, D.C. 20549 Section

MAR 10 2011

Form 10-K

Washington, DC

(Mark One)

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

For the fiscal year ended December 31, 2010

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 1-1070

OLIN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

13-1872319

190 Carondelet Plaza, Suite 1530, Clayton, MO
(Address of principal executive offices)

(I.R.S. Employer Identification No.)
63105-3443
(Zip code)

Registrant's telephone number, including area code: (314) 480-1400

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

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$1 per share	New York Stock Exchange

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 Exchange Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. 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 Exchange Act.) Yes No

As of June 30, 2010, the aggregate market value of registrant's common stock, par value \$1 per share, held by non-affiliates of registrant was approximately \$1,426,484,996 based on the closing sale price as reported on the New York Stock Exchange.

As of January 31, 2011, 79,583,516 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are incorporated by reference in this Form 10-K
as indicated herein:

<u>Document</u>	<u>Part of 10-K into which incorporated</u>
Proxy Statement relating to Olin's Annual Meeting of Shareholders to be held in 2011	Part III

PART I

Item 1. BUSINESS

GENERAL

Olin Corporation is a Virginia corporation, incorporated in 1892, having its principal executive offices in Clayton, MO. We are a manufacturer concentrated in two business segments: Chlor Alkali Products and Winchester. Chlor Alkali Products manufactures and sells chlorine and caustic soda, sodium hydrosulfite, hydrochloric acid, hydrogen, bleach products and potassium hydroxide, which represent 65% of 2010 sales. Winchester products, which represent 35% of 2010 sales, include sporting ammunition, reloading components, small caliber military ammunition and components, and industrial cartridges. See our discussion of our segment disclosures contained in Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations."

GOVERNANCE

We maintain an Internet website at www.olin.com. Our reports on Form 10-K, Form 10-Q, and Form 8-K, as well as amendments to those reports, are available free of charge on our website, as soon as reasonably practicable after we file the reports with the Securities and Exchange Commission (SEC). Additionally, a copy of our SEC filings can be obtained at the SEC at their Office of Investor Education and Advocacy at 100 F Street, N.E., Washington, D.C. 20549 or by calling that office of the SEC at 1-800-SEC-0330. Also, a copy of our electronically filed materials can be obtained at www.sec.gov. Our Principles of Corporate Governance, Committee Charters and Code of Conduct are available on our website at www.olin.com in the Governance Section under Governance Documents and Committees.

In May 2010, our Chief Executive Officer executed the annual Section 303A.12(a) CEO Certification required by the New York Stock Exchange (NYSE), certifying that he was not aware of any violation of the NYSE's corporate governance listing standards by us. Additionally, our Chief Executive Officer and Chief Financial Officer executed the required Sarbanes-Oxley Act of 2002 (SOX) Sections 302 and 906 certifications relating to this Annual Report on Form 10-K, which are filed with the SEC as exhibits to this Annual Report on Form 10-K.

PRODUCTS, SERVICES AND STRATEGIES

Chlor Alkali Products

Products and Services

We have been involved in the U.S. chlor alkali industry for more than 100 years and are a major participant in the North American chlor alkali market. Chlorine, caustic soda and hydrogen are co-produced commercially by the electrolysis of salt. These co-products are produced simultaneously, and in a fixed ratio of 1.0 ton of chlorine to 1.1 tons of caustic soda. The industry refers to this as an Electrochemical Unit or ECU. With a demonstrated capacity as of the end of 2010 of 1.98 million ECUs per year, including 50% of the production from our partnership with PolyOne Corporation (PolyOne), which we refer to as SunBelt, we are the third largest chlor alkali producer, measured by production volume of chlorine and caustic soda, in North America, according to data from Chemical Market Associates, Inc. (CMAI). CMAI is a global petrochemical, plastics and fibers consulting firm established in 1979. Approximately 55% of our caustic soda production is high purity membrane and rayon grade, which, according to CMAI data, normally commands a premium selling price in the market. According to data from CMAI, we are the largest North American producer of industrial bleach, which is manufactured using both chlorine and caustic soda.

Our manufacturing facilities in Augusta, GA; McIntosh, AL; Charleston, TN; St. Gabriel, LA; Henderson, NV; Becancour, Quebec; and a portion of our facility in Niagara Falls, NY are ISO 9002 certified. In addition, Augusta, GA; McIntosh, AL; Charleston, TN; and Niagara Falls, NY are ISO 14001 certified. ISO 9000 (which includes ISO 9001 and ISO 9002) and ISO 14000 (which includes ISO 14001) are sets of related international standards on quality assurance and environmental management developed by the International Organization for Standardization to help companies effectively document the quality and environmental management system elements to be implemented to maintain effective quality and environmental management systems. Our facilities in Augusta, GA; McIntosh, AL; Charleston, TN; Niagara Falls, NY; and St. Gabriel, LA have also achieved Star status in the Voluntary Protection

Program (VPP) of the Occupational Safety and Health Administration (OSHA). OSHA's VPP is a program in which companies voluntarily participate that recognizes facilities for their exemplary safety and health programs. Our Augusta, GA; McIntosh, AL; Charleston, TN; and Niagara Falls, NY chlor alkali manufacturing sites and the division headquarters are accredited under the RC 14001 Responsible Care® (RC 14001) standard. Supported by the chemical industry and recognized by government and regulatory agencies, RC 14001 establishes requirements for the management of safety, health, environmental, security, transportation, product stewardship, and stakeholder engagement activities for the business.

Chlorine is used as a raw material in the production of thousands of products for end-uses including vinyls, chlorinated intermediates, isocyanates, and water treatment. A significant portion of U.S. chlorine production is consumed in the manufacture of ethylene dichloride, or EDC, a precursor for polyvinyl chloride, or PVC. PVC is a plastic used in applications such as vinyl siding, plumbing and automotive parts. We estimate that approximately 12% of our chlorine produced, including the production from our share of SunBelt, is consumed in the manufacture of EDC. While much of the chlorine produced in the U.S. is consumed by the producing company to make downstream products, we sell most of the chlorine we produce to third parties in the merchant market.

Caustic soda has a wide variety of end-use applications, the largest of which in North America is in the pulp and paper industry used in the delignification and bleaching portion of the pulping process. Caustic soda is also used in the production of detergents and soaps, alumina and a variety of other inorganic and organic chemicals.

The chlor alkali industry is cyclical, both as a result of changes in demand for each of the co-products and as a result of the large increments in which new capacity is added and removed. Because chlorine and caustic soda are produced in a fixed ratio, the supply of one product can be constrained both by the physical capacity of the production facilities and/or by the ability to sell the co-product. Prices for both products respond rapidly to changes in supply and demand. Our ECU netbacks (defined as gross selling price less freight and discounts) averaged approximately \$475, \$520 and \$635 per ECU in 2010, 2009 and 2008, respectively.

During the first three quarters of 2008, North American demand for caustic soda was strong. However, caustic soda supply continued to be constrained by the weakness in chlorine demand, which caused operating rates to be reduced. This resulted in a significant supply and demand imbalance for caustic soda in North America. This imbalance, combined with increased freight and energy costs, resulted in our achieving record levels of caustic soda pricing. During the fourth quarter of 2008, North American caustic soda demand weakened but less than the decline in chlorine demand. This caused the caustic soda supply and demand imbalance to continue, which continued to support record levels of caustic soda prices. The result was a record ECU netback, in our system, in the first quarter of 2009.

Our 2009 ECU netbacks of \$520 were 18% lower than the 2008 netbacks of \$635, reflecting the changes in the pricing dynamics in North America. Beginning late in the fourth quarter of 2008 and continuing through 2009, demand for caustic soda weakened significantly, and fell below the demand for chlorine. This created excess supply in North America, which caused caustic soda prices to fall. The over supply of caustic soda caused industry operating rates to be constrained, which resulted in chlorine price increase announcements of \$300 per ton during the second quarter of 2009. Caustic soda prices declined precipitously in the second quarter of 2009 and these declines continued into the third quarter of 2009. During the third quarter of 2009, chlorine and caustic soda demand became more balanced eliminating the oversupply of caustic soda. We began realizing increases in chlorine prices in the third quarter of 2009 with most of the improvement in the fourth quarter of 2009. ECU netbacks, in our system, bottomed out in the third quarter of 2009. During the fourth quarter of 2009, as caustic soda demand improved, chlorine production declined due to seasonally weaker demand. This resulted in a supply and demand imbalance for caustic soda in North America. As a result of this imbalance, in December 2009, a \$75 per ton caustic soda price increase was announced. We began realizing the benefits of this price increase in caustic soda in the first half of 2010.

Our 2010 ECU netbacks of \$475 were 9% lower than the 2009 netbacks of \$520; however, the pricing trend has been positive throughout 2010 as ECU netbacks increased sequentially from the low level of \$375 in the third quarter of 2009. The fourth quarter of 2010 ECU netback was \$515. As business conditions improved throughout 2010, our quarterly chlor alkali operating rates improved year-over-year by at least 10%, peaking in the third quarter of 2010 with a 91% operating rate during the summer demand season. A significant portion of the North American chlor alkali demand improvement came from exports of products made from chlorine, driven by the energy advantage

North America enjoys by using natural gas as compared to crude oil. With demand for both chlorine and caustic soda improving, price increases were announced throughout the year. During February 2010, an \$80 per ton caustic soda price increase was announced. We began realizing a portion of this price increase in caustic soda in the second quarter of 2010. Caustic soda demand continued to improve, and as a result, during the third quarter of 2010, three additional caustic soda price increases were announced totaling \$135 per ton. We believe that a portion of the \$135 per ton caustic soda price increases announced during the third quarter of 2010 will be realized. We anticipate some additional benefits from these price increases and from contracts that re-set on an annual basis to be realized in the first half of 2011. Additionally, we announced a \$40 per ton caustic soda price increase in January 2011. While the success of this \$40 per ton caustic soda price increase is not yet known, some portion of the benefits of this price increase, if realized, would impact our system beginning in the second quarter of 2011.

Electricity and salt are the major purchased raw materials for our Chlor Alkali Products segment. Raw materials represent approximately 49% of the total cost of producing an ECU. Electricity is the single largest raw material component in the production of chlor alkali products. We are supplied by utilities that primarily utilize coal, hydroelectric, natural gas, and nuclear power. The commodity nature of this industry places an emphasis on cost management and we believe that we have managed our manufacturing costs in a manner that makes us one of the low cost producers in the industry. During the fourth quarter of 2009, we completed a conversion and expansion project at our St. Gabriel, LA facility and initiated production. This project increased capacity at this location from 197,000 ECUs to 246,000 ECUs and significantly reduced the site's manufacturing costs. In addition, as market demand requires, we believe the design of the SunBelt plant, as well as the new design of the St. Gabriel, LA facility, would allow us to expand capacity cost-effectively at these locations. In December 2010, we announced a plan to convert our Charleston, TN facility to 200,000 tons of membrane capacity capable of producing both potassium hydroxide and caustic soda. The conversion of the Charleston, TN plant to membrane technology will reduce the electricity usage per ECU produced by approximately 25% and the configuration of the new plant will result in an increase in our capacity to produce potassium hydroxide. In addition, we announced our intention to reconfigure our Augusta, GA facility to manufacture bleach and distribute caustic soda, while discontinuing chlor alkali manufacturing at this site. When complete, this plan will reduce our overall chlor alkali production capacity by 160,000 ECU's or 8% of our demonstrated capacity.

We also manufacture and sell other chlor alkali-related products. These products include chemically processed salt, hydrochloric acid, sodium hypochlorite (bleach), hydrogen, sodium hydrosulfite, and potassium hydroxide. We have recently invested in capacity and product upgrades in bleach and hydrochloric acid. In the fourth quarter of 2009, we initiated bleach manufacturing and shipping by railroad expansion projects at three of our chlor alkali facilities. During 2010, we initiated a \$17 million to \$20 million capital project to construct a low salt, high strength bleach facility located at our McIntosh, AL chlor alkali site. This low salt, high strength bleach facility will double the concentration of the bleach we manufacture, which should significantly reduce transportation costs.

The following table lists products of our Chlor Alkali Products business, with principal products on the basis of annual sales highlighted in bold face.

<i>Products & Services</i>	<i>Major End Uses</i>	<i>Plants & Facilities</i>	<i>Major Raw Materials & Components for Products/Services</i>
Chlorine/caustic soda	Pulp & paper processing, chemical manufacturing, water purification, manufacture of vinyl chloride, bleach, swimming pool chemicals & urethane chemicals	Augusta, GA Becancour, Quebec Charleston, TN Henderson, NV McIntosh, AL Niagara Falls, NY St. Gabriel, LA	salt, electricity
Sodium hypochlorite (bleach)	Household cleaners, laundry bleaching, swimming pool sanitizers, semiconductors, water treatment, textiles, pulp & paper and food processing	Augusta, GA Becancour, Quebec Charleston, TN Henderson, NV McIntosh, AL Niagara Falls, NY Santa Fe Springs, CA Tacoma, WA Tracy, CA	chlorine, caustic soda

<i>Products & Services</i>	<i>Major End Uses</i>	<i>Plants & Facilities</i>	<i>Major Raw Materials & Components for Products/Services</i>
Hydrochloric acid	Steel, oil & gas, plastics, organic chemical synthesis, water and wastewater treatment, brine treatment, artificial sweeteners, pharmaceuticals, food processing and ore and mineral processing	Augusta, GA Becancour, Quebec Charleston, TN Henderson, NV McIntosh, AL Niagara Falls, NY	chlorine, hydrogen
Potassium hydroxide	Fertilizer manufacturing, soaps, detergents and cleaners, battery manufacturing, food processing chemicals and deicers	Charleston, TN	potassium chloride, electricity
Hydrogen	Fuel source, hydrogen peroxide and hydrochloric acid	Augusta, GA Becancour, Quebec Charleston, TN Henderson, NV McIntosh, AL Niagara Falls, NY St. Gabriel, LA	salt, electricity
Sodium hydrosulfite	Paper, textile & clay bleaching	Charleston, TN	caustic soda, sulfur dioxide

Strategies

Continued Role as a Preferred Supplier to Merchant Market Customers. Based on our market research, we believe our Chlor Alkali Products business is viewed as a preferred supplier by our merchant market customers. We will continue to focus on providing quality customer service support and developing relationships with our valued customers.

Pursue Incremental Expansion Opportunities. We have invested in capacity and product upgrades in our chemically processed salt, hydrochloric acid, bleach, potassium hydroxide and hydrogen businesses. These expansions increase our captive use of chlorine while increasing the sales of these co-products. These niche businesses provide opportunities to upgrade chlorine and caustic soda to higher value-added applications. We also have the opportunity, when business conditions permit, to pursue incremental chlorine and caustic soda expansions through our SunBelt and St. Gabriel, LA facilities.

Winchester

Products and Services

In 2010, Winchester was in its 144th year of operation and its 80th year as part of Olin. Winchester is a premier developer and manufacturer of small caliber ammunition for sale to domestic and international retailers (commercial customers), law enforcement agencies and domestic and international militaries. We believe we are a leading U.S. producer of ammunition for recreational shooters, hunters, law enforcement agencies and the U.S. Armed Forces. As an example of our law enforcement business, the Federal Bureau of Investigation (FBI) awarded Winchester a five-year contract in 2007 for bonded pistol ammunition and, in 2009, we received a Department of Homeland Security (DHS) contract for pistol ammunition. Additionally, during 2010 we were awarded five-year contracts from both the U.S. Secret Service (pistol ammunition and shotshells) and the FBI (rifle ammunition.) Our legendary Winchester® product line includes all major gauges and calibers of shotgun shells, rimfire and centerfire ammunition for pistols and rifles, reloading components and industrial cartridges. We believe we are the leading U.S. supplier of small caliber commercial ammunition. In support of our continuous improvement initiatives, our manufacturing facilities in East Alton, IL, achieved ISO recertification to the ISO 9001:2008 standard in December 2009. Additionally our facility in Australia was upgraded to the ISO 9001:2008 standard in February 2009 and our manufacturing facility in Oxford, MS achieved ISO 9001:2008 recertification in January 2010.

Winchester has strong relationships throughout the sales and distribution chain and strong ties to traditional dealers and distributors. Winchester has also built its business with key high volume mass merchants and specialty sporting goods retailers. We have consistently developed industry-leading ammunition. In 2009, Winchester was

named "Ammunition Manufacturer of the Year" for the second consecutive year by the National Association of Sporting Goods Wholesalers and Winchester wholesaler, Big Rock Sports, recognized Winchester as its 2009 "Hunting/Shooting Vendor of the Year." In addition, the carton for Winchester's 2008 Theodore Roosevelt Commemorative Ammunition was honored with a "2009 Excellence Award" from the Paperboard Packaging Council, the International Hunter Education Association (IHEA) presented Winchester with the "Gladney Davidson Memorial Award," its most prestigious honor, and Winchester's new web-based ballistics calculator received the 2009 SHOT Show "Editor's Choice" award from *Shooting Sports Retailer* magazine. In 2010, the Winchester® Supreme Elite™ Bonded PDX1™ product line received the National Rifle Association's "Golden Bullseye Award" in the ammunition category from its *Shooting Illustrated* magazine while Winchester's Ballistic Silvertip® Lead-Free varmint loads received both a 2010 "Best of the Best" award in the ammunition category from *Field & Stream* magazine and a 2010 "Best New Load for 2010" award from *Outdoor Life* magazine. *Outdoor Life* additionally named Winchester's Supreme Elite™ Dual Bond™ .44 Magnum big-bore handgun hunting cartridge a "Best New Load for 2010." Winchester was also honored with the "Cabela Lifetime Business Achievement Award" from the U.S. Sportsmen's Alliance (USSA) during 2010.

Winchester purchases raw materials such as copper-based strip and ammunition cartridge case cups and lead from vendors based on a conversion charge or premium. These conversion charges or premiums are in addition to the market prices for metal as posted on exchanges such as the Commodity Exchange, or COMEX, and London Metals Exchange, or LME. Winchester's other main raw material is propellant, which is purchased predominantly from one of the United States' largest propellant suppliers.

The following table lists products and services of our Winchester business, with principal products on the basis of annual sales highlighted in bold face.

<i>Products & Services</i>	<i>Major End Uses</i>	<i>Plants & Facilities</i>	<i>Major Raw Materials & Components for Products/Services</i>
Winchester® sporting ammunition (shot-shells, small caliber centerfire & rimfire ammunition)	Hunters & recreational shooters, law enforcement agencies	East Alton, IL Oxford, MS Geelong, Australia	brass, lead, steel, plastic, propellant, explosives
Small caliber military ammunition	Infantry and mounted weapons	East Alton, IL Oxford, MS	brass, lead, propellant, explosives
Industrial products (8 gauge loads & powder-actuated tool loads)	Maintenance applications in power & concrete industries, powder-actuated tools in construction industry	East Alton, IL Oxford, MS Geelong, Australia	brass, lead, plastic, propellant, explosives

On November 3, 2010, we announced that we had made the decision to relocate Winchester centerfire ammunition operations from East Alton, IL to Oxford, MS. This relocation, when completed, is forecast to reduce Winchester's annual operating costs by approximately \$30 million. We currently expect to complete this relocation by the end of 2015. Once completed, Winchester expects to have the most modern centerfire ammunition production facility in North America.

Strategies

Leverage Existing Strengths. Winchester plans to seek new opportunities to leverage the legendary Winchester brand name and will continue to offer a full line of ammunition products to the markets we serve, with specific focus on investments that lower our costs and that make Winchester ammunition the retail brand of choice.

Focus on Product Line Growth. With a long record of pioneering new product offerings, Winchester has built a strong reputation as an industry innovator. This includes the introduction of reduced-lead and non-lead products, which are growing in popularity for use in indoor shooting ranges and for outdoor hunting.

INTERNATIONAL OPERATIONS

Our subsidiary, Olin Canada ULC, formerly PCI Chemicals Canada Company/Société PCI Chimie Canada, operates one chlor alkali facility in Becancour, Quebec, which sells chlor alkali-related products within Canada and to

the United States. Our subsidiary, Winchester Australia Limited, loads and packs sporting and industrial ammunition in Australia. See the Note "Segment Information" of the notes to consolidated financial statements in Item 8, for geographic segment data. We are incorporating our segment information from that Note into this section of our Form 10-K.

CUSTOMERS AND DISTRIBUTION

During 2010, no single customer accounted for more than 8% of sales. Sales to all U.S. government agencies and sales under U.S. government contracting activities in total accounted for approximately 5% of sales in 2010. Products we sell to industrial or commercial users or distributors for use in the production of other products constitute a major part of our total sales. We sell some of our products, such as caustic soda and sporting ammunition, to a large number of users or distributors, while we sell others, such as chlorine, in substantial quantities to a relatively small number of industrial users. We discuss the customers for each of our two businesses in more detail above under "Products and Services."

We market most of our products and services primarily through our sales force and sell directly to various industrial customers, mass merchants, retailers, wholesalers, other distributors, and the U.S. Government and its prime contractors.

Because we engage in some government contracting activities and make sales to the U.S. Government, we are subject to extensive and complex U.S. Government procurement laws and regulations. These laws and regulations provide for ongoing government audits and reviews of contract procurement, performance and administration. Failure to comply, even inadvertently, with these laws and regulations and with laws governing the export of munitions and other controlled products and commodities could subject us or one or more of our businesses to civil and criminal penalties, and under certain circumstances, suspension and debarment from future government contracts and the exporting of products for a specified period of time.

BACKLOG

The total amount of contracted backlog was approximately \$178.1 million and \$231.2 million as of January 31, 2011 and 2010, respectively. The backlog orders are in our Winchester business. Backlog is comprised of all open customer orders not yet shipped. Approximately 66% of contracted backlog as of January 31, 2011 is expected to be filled during 2011.

COMPETITION

We are in active competition with businesses producing the same or similar products, as well as, in some instances, with businesses producing different products designed for the same uses.

Chlor alkali manufacturers in North America, with approximately 15 million tons of chlorine and 16 million tons of caustic soda capacity, account for approximately 18% of worldwide chlor alkali production capacity. According to CMAI, the Dow Chemical Company (Dow), and the Occidental Chemical Corporation (OxyChem), are the two largest chlor alkali producers in North America. Approximately 75% of the total North American capacity is located in the U.S. Gulf Coast region.

Many of our competitors are integrated producers of chlorine, using some, or all, of their chlorine production in the manufacture of other downstream products. In contrast, we are primarily a merchant producer of chlorine and sell the majority of our chlorine to merchant customers. As a result, we supply a greater share of the merchant chlorine market than our share of overall industry capacity. We do utilize chlorine to manufacture industrial bleach and hydrochloric acid. There is a worldwide market for caustic soda, which attracts imports and allows exports depending on market conditions. All of our competitors sell caustic soda into the North American merchant market.

The chlor alkali industry in North America is highly competitive, and many of our competitors, including Dow and OxyChem, are substantially larger and have greater financial resources than we do. While the technologies to manufacture and transport chlorine and caustic soda are widely available, the production facilities require large capital investments, and are subject to significant regulatory and permitting requirements.

We are among the largest manufacturers in the United States of commercial small caliber ammunition based on independent market research sponsored by the Sporting Arms and Ammunition Manufacturers' Institute (SAAMI) and the National Shooting Sports Foundation. Founded in 1926, SAAMI is an association of the nation's leading manufacturers of sporting firearms, ammunition and components. According to SAAMI, our Winchester business, Alliant Techsystems Inc. (ATK) and Remington Arms Company, Inc. (Remington) are the three largest commercial ammunition manufacturers in the United States. The ammunition industry is highly competitive with us, ATK, Remington, numerous smaller domestic manufacturers and foreign producers competing for sales to the commercial ammunition customers. Many factors influence our ability to compete successfully, including price, delivery, service, performance, product innovation and product recognition and quality, depending on the product involved.

EMPLOYEES

As of December 31, 2010, we had approximately 3,700 employees, with 3,500 working in the United States and 200 working in foreign countries, primarily Canada. Various labor unions represent a majority of our hourly-paid employees for collective bargaining purposes.

The following labor contracts are scheduled to expire in 2011 or early 2012:

<u>Location</u>	<u>Number of Employees</u>	<u>Expiration Date</u>
East Alton (Winchester)	1,470	December 2011
McIntosh (Chlor Alkali)	210	April 2012
Becancour (Chlor Alkali)	128	April 2012

While we believe our relations with our employees and their various representatives are generally satisfactory, we cannot assure that we can conclude these labor contracts or any other labor agreements without work stoppages and cannot assure that any work stoppages will not have a material adverse effect on our business, financial condition, or results of operations.

RESEARCH ACTIVITIES; PATENTS

Our research activities are conducted on a product-group basis at a number of facilities. Company-sponsored research expenditures were \$2.1 million in 2010, \$2.2 million in 2009 and \$2.0 million in 2008.

We own or license a number of patents, patent applications, and trade secrets covering our products and processes. We believe that, in the aggregate, the rights under our patents and licenses are important to our operations, but we do not consider any individual patent or license or group of patents and licenses related to a specific process or product to be of material importance to our total business.

RAW MATERIALS AND ENERGY

We purchase the major portion of our raw material requirements. The principal basic raw materials for our production of chlor alkali products are salt, electricity, potassium chloride, sulfur dioxide, and hydrogen. A portion of the salt used in our Chlor Alkali Products segment is produced from internal resources. Lead, brass, and propellant are the principal raw materials used in the Winchester business. We typically purchase our electricity, salt, potassium chloride, sulfur dioxide, ammunition cartridge case cups and copper-based strip, and propellants pursuant to multi-year contracts. We provide additional information with respect to specific raw materials in the tables set forth under "Products and Services."

Electricity is the predominant energy source for our manufacturing facilities. Most of our facilities are served by utilities which generate electricity principally from coal, hydroelectric and nuclear power except at St. Gabriel, LA and Henderson, NV which predominantly use natural gas.

ENVIRONMENTAL AND TOXIC SUBSTANCES CONTROLS

In the United States, the establishment and implementation of federal, state and local standards to regulate air, water and land quality affect substantially all of our manufacturing locations. Federal legislation providing for regulation of the manufacture, transportation, use and disposal of hazardous and toxic substances, and remediation of

contaminated sites has imposed additional regulatory requirements on industry, particularly the chemicals industry. In addition, implementation of environmental laws, such as the Resource Conservation and Recovery Act and the Clean Air Act, has required and will continue to require new capital expenditures and will increase operating costs. Our Canadian facility is governed by federal environmental laws administered by Environment Canada and by provincial environmental laws enforced by administrative agencies. Many of these laws are comparable to the U.S. laws described above. We employ waste minimization and pollution prevention programs at our manufacturing sites and we are a party to various governmental and private environmental actions associated with former waste disposal sites and past manufacturing facilities. Charges or credits to income for investigatory and remedial efforts were material to operating results in the past three years and may be material to operating results in future years.

See our discussion of our environmental matters in Item 3, "Legal Proceedings" below, the Note "Environmental" of the notes to consolidated financial statements contained in Item 8, and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 1A. RISK FACTORS

In addition to the other information in this Form 10-K, the following factors should be considered in evaluating Olin and our business. All of our forward-looking statements should be considered in light of these factors. Additional risks and uncertainties that we are unaware of or that we currently deem immaterial also may become important factors that affect us.

Sensitivity to Global Economic Conditions and Cyclicity—Our operating results could be negatively affected during economic downturns.

The business of most of our customers, particularly our vinyl, urethanes, and pulp and paper customers are, to varying degrees, cyclical and have historically experienced periodic downturns. These economic and industry downturns have been characterized by diminished product demand, excess manufacturing capacity and, in some cases, lower average selling prices. Therefore, any significant downturn in our customers' businesses or in global economic conditions could result in a reduction in demand for our products and could adversely affect our results of operations or financial condition.

Although we do not generally sell a large percentage of our products directly to customers abroad, a large part of our financial performance is dependent upon a healthy economy beyond North America. Our customers sell their products abroad. As a result, our business is affected by general economic conditions and other factors in Western Europe, South America and most of East Asia, particularly China and Japan, including fluctuations in interest rates, customer demand, labor and energy costs, currency changes, and other factors beyond our control. The demand for our customers' products, and therefore, our products, is directly affected by such fluctuations. In addition, our customers could decide to move some or all of their production to lower cost, offshore locations, and this could reduce demand in North America for our products. We cannot assure you that events having an adverse effect on the industries in which we operate will not occur or continue, such as a downturn in the Western European, South American, Asian or world economies, increases in interest rates, or unfavorable currency fluctuations. Economic conditions in other regions of the world, predominantly Asia and Europe, can increase the amount of caustic soda produced and available for export to North America. The increased caustic soda supply can put downward pressure on our caustic soda prices, negatively impacting our profitability.

Cyclical Pricing Pressure—Our profitability could be reduced by declines in average selling prices of our products, particularly declines in the ECU netback for chlorine and caustic soda.

Our historical operating results reflect the cyclical and sometimes volatile nature of the chemical and ammunition industries. We experience cycles of fluctuating supply and demand in each of our business segments, particularly in Chlor Alkali Products, which result in changes in selling prices. Periods of high demand, tight supply and increasing operating margins tend to result in increases in capacity and production until supply exceeds demand, generally followed by periods of oversupply and declining prices. There have been capacity additions of approximately 1,950,000 tons announced by Formosa Plastics Corporation, Shintech, Inc., Westlake Chemical Corporation, a Dow/Mitsui & Co. Ltd. joint venture, and K2 Pure Solutions. These announced capacity expansions are forecast by CMAI to come on line ratably over the next four years. In 2010, we announced plans to convert our Charleston, TN facility to

200,000 tons of membrane capacity and our intention to reconfigure our Augusta, GA facility to discontinue chlor alkali manufacturing. These actions will reduce overall chlor alkali production capacity by 160,000 ECU's. Another factor influencing demand and pricing for chlorine and caustic soda is the price of natural gas. Higher natural gas prices increase our customers' and competitors' manufacturing costs, and depending on the ratio of crude oil to natural gas prices, could make them less competitive in world markets. Continued expansion offshore, particularly in Asia, will continue to have an impact on the ECU values as imported caustic soda replaces some capacity in North America.

Price in the chlor alkali industry is the major supplier selection criterion. We have little or no ability to influence prices in this large commodity market. Decreases in the average selling prices of our products could have a material adverse effect on our profitability. For example, assuming all other costs remain constant and internal consumption remains approximately the same, a \$10 per ECU selling price change equates to an approximate \$17 million annual change in our revenues and pretax profit when we are operating at full capacity. While we strive to maintain or increase our profitability by reducing costs through improving production efficiency, emphasizing higher margin products, and by controlling transportation, selling, and administration expenses, we cannot assure you that these efforts will be sufficient to offset fully the effect of decreases in pricing on operating results.

Because of the cyclical nature of our businesses, we cannot assure you that pricing or profitability in the future will be comparable to any particular historical period, including the most recent period shown in our operating results. We cannot assure you that the chlor alkali industry will not experience adverse trends in the future, or that our operating results and/or financial condition will not be adversely affected by them.

Our Winchester segment is also subject to changes in operating results as a result of cyclical pricing pressures, but to a lesser extent than the Chlor Alkali Products segment. Selling prices of ammunition are affected by changes in raw material costs and availability and customer demand, and declines in average selling prices of our Winchester segment could adversely affect our profitability.

Imbalance in Demand for Our Chlor Alkali Products—A loss of a substantial customer for our chlorine or caustic soda could cause an imbalance in demand for these products, which could have an adverse effect on our results of operations.

Chlorine and caustic soda are produced simultaneously and in a fixed ratio of 1.0 ton of chlorine to 1.1 tons of caustic soda. The loss of a substantial chlorine or caustic soda customer could cause an imbalance in demand for our chlorine and caustic soda products. An imbalance in demand may require us to reduce production of both chlorine and caustic soda or take other steps to correct the imbalance. Since we cannot store large quantities of chlorine, we may not be able to respond to an imbalance in demand for these products as quickly or efficiently as some of our competitors. If a substantial imbalance occurred, we would need to reduce prices or take other actions that could have a negative impact on our results of operations and financial condition.

Environmental Costs—We have ongoing environmental costs, which could have a material adverse effect on our financial position or results of operations.

The nature of our operations and products, including the raw materials we handle, exposes us to the risk of liabilities or claims with respect to environmental matters. In addition, we are party to various governmental and private environmental actions associated with past manufacturing facilities and former waste disposal sites. We have incurred, and expect to incur, significant costs and capital expenditures in complying with environmental laws and regulations.

The ultimate costs and timing of environmental liabilities are difficult to predict. Liabilities under environmental laws relating to contaminated sites can be imposed retroactively and on a joint and several basis. One liable party could be held responsible for all costs at a site, regardless of fault, percentage of contribution to the site or the legality of the original disposal. We could incur significant costs, including cleanup costs, natural resource damages, civil or criminal fines and sanctions and third-party lawsuits claiming, for example, personal injury and/or property damage, as a result of past or future violations of, or liabilities under, environmental or other laws.

In addition, future events, such as changes to or more rigorous enforcement of environmental laws, could require us to make additional expenditures, modify or curtail our operations and/or install pollution control equipment.

Accordingly, it is possible that some of the matters in which we are involved or may become involved may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Environmental Matters.”

Litigation and Claims—We are subject to litigation and other claims, which could cause us to incur significant expenses.

We are a defendant in a number of pending legal proceedings relating to our present and former operations. These include proceedings alleging injurious exposure of plaintiffs to various chemicals and other substances (including proceedings based on alleged exposures to asbestos). Frequently, such proceedings involve claims made by numerous plaintiffs against many defendants. However, because of the inherent uncertainties of litigation, we are unable to predict the outcome of these proceedings and therefore cannot determine whether the financial impact, if any, will be material to our financial position or results of operations.

Security and Chemicals Transportation—New regulations on the transportation of hazardous chemicals and/or the security of chemical manufacturing facilities and public policy changes related to transportation safety could result in significantly higher operating costs.

The chemical industry, including the chlor alkali industry, has proactively responded to the issues related to national security and environmental concerns by starting new initiatives relating to the security of chemicals industry facilities and the transportation of hazardous chemicals in the United States. Government at the local, state, and federal levels could implement new regulations that would impact the security of chemical plant locations and the transportation of hazardous chemicals. Our Chlor Alkali business could be adversely impacted by the cost of complying with any new regulations. Our business also could be adversely affected if an incident were to occur at one of our facilities or while transporting product. The extent of the impact would depend on the requirements of future regulations and the nature of an incident, which are unknown at this time.

Labor Matters—We cannot assure you that we can conclude future labor contracts or any other labor agreements without work stoppages.

Various labor unions represent a majority of our hourly-paid employees for collective bargaining purposes. The following labor contracts are scheduled to expire in 2011 or early 2012:

<u>Location</u>	<u>Number of Employees</u>	<u>Expiration Date</u>
East Alton (Winchester)	1,470	December 2011
McIntosh (Chlor Alkali)	210	April 2012
Becancour (Chlor Alkali)	128	April 2012

While we believe our relations with our employees and their various representatives are generally satisfactory, we cannot assure that we can conclude these labor contracts or any other labor agreements without work stoppages and cannot assure that any work stoppages will not have a material adverse effect on our business, financial condition, or results of operations.

Effects of Regulation—Changes in legislation or government regulations or policies, including tax policies, could have a material adverse effect on our financial position or results of operations.

Legislation that may be passed by Congress or other legislative bodies or new regulations that may be issued by federal and other administrative agencies could significantly affect the sales, costs and profitability of our business. The chemical and ammunition industries are subject to legislative and regulatory actions, which could have a material adverse effect on our financial position or results of operations.

Production Hazards—Our facilities are subject to operating hazards, which may disrupt our business.

We are dependent upon the continued safe operation of our production facilities. Our production facilities are subject to hazards associated with the manufacture, handling, storage and transportation of chemical materials and products and ammunition, including leaks and ruptures, explosions, fires, inclement weather and natural disasters, unexpected utility disruptions or outages, unscheduled downtime and environmental hazards. From time to time in

the past, we have had incidents that have temporarily shut down or otherwise disrupted our manufacturing, causing production delays and resulting in liability for workplace injuries and fatalities. Some of our products involve the manufacture and/or handling of a variety of explosive and flammable materials. Use of these products by our customers could also result in liability if an explosion, fire, spill or other accident were to occur. We cannot assure you that we will not experience these types of incidents in the future or that these incidents will not result in production delays or otherwise have a material adverse effect on our business, financial condition or results of operations.

Cost Control—Our profitability could be reduced if we continue to experience increasing raw material, utility, transportation or logistics costs, or if we fail to achieve our targeted cost reductions.

Our operating results and profitability are dependent upon our continued ability to control, and in some cases further reduce, our costs. If we are unable to do so, or if costs outside of our control, particularly our costs of raw materials, utilities, transportation and similar costs, increase beyond anticipated levels, our profitability will decline.

Credit Facilities—Weak industry conditions could affect our ability to comply with the financial maintenance covenants in our senior revolving credit facility and certain tax-exempt bonds.

Our senior revolving credit facility includes certain financial maintenance covenants requiring us to not exceed a maximum leverage ratio and to maintain a minimum coverage ratio. During the fourth quarter of 2010, \$153.0 million of Gulf Opportunity Zone Act of 2005 (Go Zone) and American Recovery and Reinvestment Act of 2009 (Recovery Zone) tax-exempt bonds sponsored by Alabama, Mississippi and Tennessee were issued with final maturities of between 2024 and 2035. The financial covenants in the credit agreements associated with the Go Zone and Recovery Zone bonds mirror those in our senior revolving credit facility.

Depending on the magnitude and duration of chlor alkali cyclical downturns, including deterioration in prices and volumes, there can be no assurance that we will continue to be in compliance with these ratios. If we failed to comply with either of these covenants in a future period and were not able to obtain waivers from the lenders thereunder, we would need to refinance our current senior revolving credit facility and the Go Zone and Recovery Zone bonds. However, there can be no assurance that such refinancing would be available to us on terms that would be acceptable to us or at all.

Pension Plans—The impact of declines in global equity and fixed income markets on asset values and any declines in interest rates used to value the liabilities in our pension plan may result in higher pension costs and the need to fund the pension plan in future years in material amounts.

Under Accounting Standard Codification (ASC) 715 “Compensation—Retirement Benefits” (ASC 715), formerly Statement of Financial Accounting Standards (SFAS) No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans,” (SFAS No. 158), we recorded an after-tax charge of \$26.0 million (\$42.3 million pretax) to shareholders’ equity as of December 31, 2010 for our pension and other postretirement plans. This charge reflected a 45-basis point decrease in the plans’ discount rate, partially offset by the favorable performance on plan assets during 2010. In 2009, we recorded an after-tax charge of \$27.3 million (\$41.7 million pretax) to shareholders’ equity as of December 31, 2009 for our pension and other postretirement plans. This charge reflected a 50-basis point decrease in the plans’ discount rate, partially offset by the favorable performance on plan assets during 2009. In 2008, we recorded an after-tax charge of \$99.4 million (\$162.7 million pretax) to shareholders’ equity as of December 31, 2008 for our pension and other postretirement plans. This charge reflected the unfavorable performance on plan assets during 2008. The non-cash charges to shareholders’ equity do not affect our ability to borrow under our senior revolving credit facility.

The determinations of pension expense and pension funding are based on a variety of rules and regulations. Changes in these rules and regulations could impact the calculation of pension plan liabilities and the valuation of pension plan assets. They may also result in higher pension costs, additional financial statement disclosure, and accelerate the need to fully fund the pension plan. During the third quarter of 2006, the “Pension Protection Act of 2006” became law, amended by “The Worker, Retiree, and Employer Recovery Act,” during the fourth quarter of 2008. Among the stated objectives of the laws were the protection of both pension beneficiaries and the financial health of the Pension Benefit Guaranty Corporation (PBGC). To accomplish these objectives, the new laws required sponsors to fund defined benefit pension plans earlier than previous requirements and to pay increased

PBGC premiums. The laws require defined benefit pension plans to be fully funded for 2011. Based on our plan assumptions and estimates, we will not be required to make any cash contributions to the domestic defined benefit pension plan at least through 2011. We do have a small Canadian defined benefit pension plan to which we made \$9.8 million and \$4.5 million of cash contributions in 2010 and 2009, respectively, and we anticipate less than \$5 million of cash contributions in 2011. At December 31, 2010, the market value of assets in our defined benefit pension plans of \$1,800.4 million exceeded the projected benefit obligation by \$16.3 million.

In addition, the impact of declines in global equity and fixed income markets on asset values may result in higher pension costs and may increase and accelerate the need to fund the pension plan in future years. For example, holding all other assumptions constant, a 100-basis point decrease or increase in the assumed rate of return on plan assets would have decreased or increased, respectively, the 2010 defined benefit pension plan income by approximately \$15.8 million.

Holding all other assumptions constant, a 50-basis point decrease in the discount rate used to calculate pension income for 2010 and the projected benefit obligation as of December 31, 2010 would have decreased pension income by \$0.6 million and increased the projected benefit obligation by \$86.0 million. A 50-basis point increase in the discount rate used to calculate pension income for 2010 and the projected benefit obligation as of December 31, 2010 would have increased pension income by \$2.2 million and decreased the projected benefit obligation by \$94.0 million.

Indebtedness—Our indebtedness could adversely affect our financial condition and limit our ability to grow and compete, which could prevent us from fulfilling our obligations under our indebtedness.

As of December 31, 2010, we had \$496.0 million of indebtedness outstanding, including \$5.3 million representing the fair value related to \$132.7 million of interest rate swaps and \$2.8 million representing the unrecognized gain related to \$75.0 million of interest rate swaps at December 31, 2010. This outstanding indebtedness excludes our guarantee of \$42.7 million of indebtedness of SunBelt. This also does not include our \$240.0 million senior revolving credit facility of which we had \$231.4 million available on that date because we had issued \$8.6 million of letters of credit or the \$36.0 million not drawn from the Go Zone bonds issued in 2010. As of December 31, 2010, our indebtedness represented 37.4% of our total capitalization. At December 31, 2010, \$77.8 million of our indebtedness was due within one year.

Our indebtedness could adversely affect our financial condition and limit our ability to fund working capital, capital expenditures and other general corporate purposes, to accommodate growth by reducing funds otherwise available for other corporate purposes, and to compete, which in turn could prevent us from fulfilling our obligations under our indebtedness. In addition, our indebtedness could make us more vulnerable to any continuing downturn in general economic conditions and reduce our ability to respond to changing business and economic conditions. Despite our level of indebtedness, the terms of our senior revolving credit facility and our existing indentures permit us to borrow additional money. If we borrow more money, the risks related to our indebtedness could increase.

Debt Service—We may not be able to generate sufficient cash to service our debt, which may require us to refinance our indebtedness or default on our scheduled debt payments.

Our ability to generate sufficient cash flow from operations to make scheduled payments on our debt depends on a range of economic, competitive and business factors, many of which are outside our control. We cannot assure you that our business will generate sufficient cash flow from operations. If we are unable to meet our expenses and debt obligations, we may need to refinance all or a portion of our indebtedness on or before maturity, sell assets or raise equity. We cannot assure you that we would be able to refinance any of our indebtedness, sell assets or raise equity on commercially reasonable terms or at all, which could cause us to default on our obligations and impair our liquidity. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, would have an adverse effect on our business, financial condition and results of operations, as well as on our ability to satisfy our debt obligations. See "Management's Discussion and Analysis of Financial Condition and Results of Operations." See Item 7A—"Quantitative and Qualitative Disclosures about Market Risk" and "Liquidity and Other Financing Arrangements."

Credit and Capital Market Conditions—Adverse conditions in the credit and capital markets may limit or prevent our ability to borrow or raise capital.

While we believe we have facilities in place that should allow us to borrow funds as needed, adverse conditions in the credit and financial markets could prevent us from obtaining financing, if the need arises. Our ability to invest in our businesses and refinance maturing debt obligations could require access to the credit and capital markets and sufficient bank credit lines to support cash requirements. If we are unable to access the credit and capital markets, we could experience a material adverse effect on our financial position or results of operations.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

We have manufacturing sites at 13 separate locations in ten states, Canada and Australia. Most manufacturing sites are owned although a number of small sites are leased. We listed the locations at or from which our products and services are manufactured, distributed, or marketed in the tables set forth under the caption “Products and Services.”

We lease warehouses, terminals and distribution offices and space for executive and branch sales offices and service departments.

Item 3. LEGAL PROCEEDINGS

Saltville

We have completed all work in connection with remediation of mercury contamination at the site of our former mercury cell chlor alkali plant in Saltville, VA required to date. In mid-2003, the Trustees for natural resources in the North Fork Holston River, the Main Stem Holston River, and associated floodplains, located in Smyth and Washington Counties in Virginia and in Sullivan and Hawkins Counties in Tennessee notified us of, and invited our participation in, an assessment of alleged damages to natural resources resulting from the release of mercury. The Trustees also notified us that they have made a preliminary determination that we are potentially liable for natural resource damages in said rivers and floodplains. We agreed to participate in the assessment. We and the Trustees have agreed to enter into discussions concerning a resolution of this matter. In light of the ongoing discussions and inherent uncertainties of the assessment, we cannot at this time determine whether the financial impact, if any, of this matter will be material to our financial position or results of operations. See “Environmental Matters” contained in Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Other

As part of the continuing environmental investigation by federal, state, and local governments of waste disposal sites, we have entered into a number of settlement agreements requiring us to participate in the investigation and cleanup of a number of sites. Under the terms of such settlements and related agreements, we may be required to manage or perform one or more elements of a site cleanup, or to manage the entire remediation activity for a number of parties, and subsequently seek recovery of some or all of such costs from other Potentially Responsible Parties (PRPs). In many cases, we do not know the ultimate costs of our settlement obligations at the time of entering into particular settlement agreements, and our liability accruals for our obligations under those agreements are often subject to significant management judgment on an ongoing basis. Those cost accruals are provided for in accordance with generally accepted accounting principles and our accounting policies set forth in the environmental matters section in Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

We, and our subsidiaries, are defendants in various other legal actions (including proceedings based on alleged exposures to asbestos) incidental to our past and current business activities. At December 31, 2010 and 2009, our consolidated balance sheets included liabilities for these legal actions of \$18.1 million and \$15.8 million, respectively. These liabilities do not include costs associated with legal representation. Based on our analysis, and considering the inherent uncertainties associated with litigation, we do not believe that it is reasonably possible that these legal actions will materially adversely affect our financial statements or results of operations in the near term.

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

We did not submit any matter to a vote of security holders during the three months ended December 31, 2010.

Executive Officers of the Registrant as of February 23, 2011

<i>Name and Age</i>	<i>Office</i>	<i>Served as an Olin Officer Since</i>
Joseph D. Rupp (60)	Chairman, President and Chief Executive Officer	1996
Stephen C. Curley (59)	Vice President and Treasurer	2005
Dolores J. Ennico (58)	Vice President, Human Resources	2009
John E. Fischer (55)	Senior Vice President and Chief Financial Officer	2004
G. Bruce Greer, Jr. (50)	Vice President, Strategic Planning and Information Technology	2005
Richard M. Hammett (64)	Vice President and President, Winchester Division	2005
John L. McIntosh (56)	Senior Vice President, Operations	1999
George H. Pain (60)	Senior Vice President, General Counsel and Secretary	2002
Todd A. Slater (47)	Vice President, Finance and Controller	2005

No family relationship exists between any of the above named executive officers or between any of them and any of our directors. Such officers were elected to serve, subject to the By-laws, until their respective successors are chosen.

All executive officers except Dolores J. Ennico have served as executive officers for more than five years. Richard M. Hammett will retire from the Company on February 28, 2011.

Dolores J. Ennico was elected Vice President, Human Resources effective May 1, 2009. Prior to that time and since October 2005, she served as Corporate Vice President, Human Resources. From March 2004 to September 2005, she served as Vice President, Administration for Olin's Winchester Division and former Metals group.

PART II

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

As of January 31, 2011, we had 4,584 record holders of our common stock.

Our common stock is traded on the New York Stock Exchange.

The high and low sales prices of our common stock during each quarterly period in 2010 and 2009 are listed below. A dividend of \$0.20 per common share was paid during each of the four quarters in 2010 and 2009.

<u>2010</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Market price of common stock per New York Stock Exchange composite transactions				
High	\$19.94	\$22.39	\$20.99	\$21.57
Low	15.30	14.35	17.25	17.90

<u>2009</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Market price of common stock per New York Stock Exchange composite transactions				
High	\$19.79	\$16.70	\$18.40	\$18.03
Low	8.97	10.64	10.97	15.00

Issuer Purchases of Equity Securities

<u>Period</u>	<u>Total Number of Shares (or Units) Purchased</u>	<u>Average Price Paid per Share (or Unit)</u>	<u>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</u>
October 1-31, 2010	—	N/A	—	
November 1-30, 2010	—	N/A	—	
December 1-31, 2010	—	N/A	—	
Total				154,076 ⁽¹⁾

- (1) On April 30, 1998, we announced a share repurchase program approved by our board of directors for the purchase of up to 5 million shares of common stock. Through December 31, 2010, 4,845,924 shares had been repurchased, and 154,076 shares remain available for purchase under that program, which has no termination date.

Equity Compensation Plan Information

<i>Plan Category</i>	<i>(a)</i> <i>Number of securities to be issued upon exercise of outstanding options, warrants and rights⁽¹⁾</i>	<i>(b)</i> <i>Weighted-average exercise price of outstanding options, warrants and rights</i>	<i>(c)</i> <i>Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)⁽¹⁾</i>
Equity compensation plans approved by security holders ⁽²⁾	4,736,000 ⁽³⁾	\$17.39 ⁽³⁾	3,595,904
Equity compensation plans not approved by security holders ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾	N/A ⁽⁴⁾
Total	<u>4,736,000</u>	<u>\$17.39^(3,4)</u>	<u>3,595,904</u>

(1) Number of shares is subject to adjustment for changes in capitalization for stock splits and stock dividends and similar events.

(2) Consists of the 2000 Long Term Incentive Plan, the 2003 Long Term Incentive Plan, the 2006 Long Term Incentive Plan, the 2009 Long Term Incentive Plan and the 1997 Stock Plan for Non-employee Directors. Does not include information about the equity compensation plan listed in the table below, which has expired. No additional awards may be granted under this expired plan. As of December 31, 2010:

<i>Plan Name</i>	<i>Expiration Date</i>	<i>Number of Securities Issuable Under Outstanding Options</i>	<i>Weighted Average Exercise Price</i>	<i>Weighted Average Remaining Term</i>
1996 Stock Option Plan for Key Employees of Olin Corporation and Subsidiaries	1/25/06	180,753	\$20.67	1.8 years

(3) Includes:

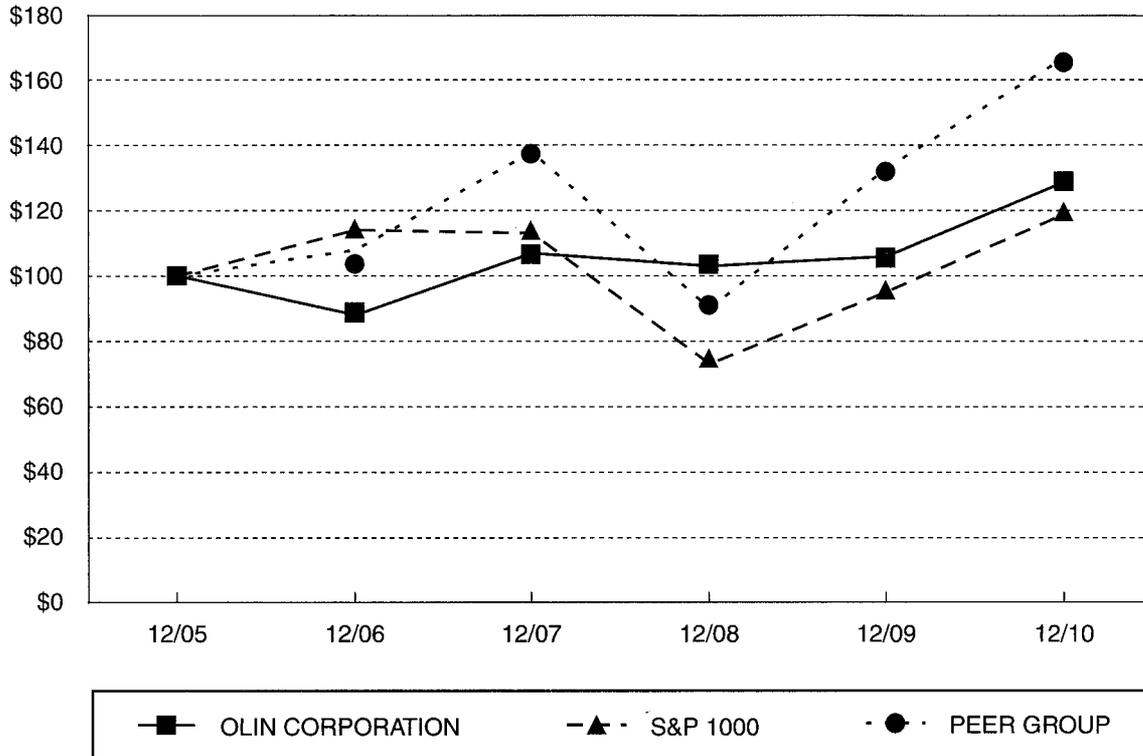
- 3,664,398 shares issuable upon exercise of options with a weighted average exercise price of \$17.39, and a weighted average remaining term of 6.6 years,
- 357,305 shares issuable under restricted stock unit grants, with a weighted average remaining term of 1.2 years,
- 425,250 shares issuable in connection with outstanding performance share awards, with a weighted average term of 1.1 years remaining in the performance measurement period, and
- 289,047 shares under the 1997 Stock Plan for Non-employee Directors which represent stock grants for retainers, other board and committee fees, and dividends on deferred stock under the plan.

(4) Does not include information about equity compensation plans assumed in connection with the acquisition of Chase Industries Inc. (Chase) in September 2002 by merger. No additional awards may be granted under those assumed plans. As of December 31, 2010, options for a total of 4,260 shares, with a weighted average exercise price of \$7.83 per share, and a weighted average remaining term of 0.7 years, were outstanding under the various plans assumed in connection with that acquisition.

Performance Graph

This graph compares the total shareholder return on our common stock with the total return on the (i) Standard and Poor's 1000 Index (the "S&P 1000") and (ii) the Peer Group. Our Peer Group is comprised of Georgia Gulf Corporation, Occidental Petroleum Corporation, Alliant Techsystems, PPG Industries, Inc., The Dow Chemical Company and Westlake Chemical Corporation.

**Comparison of Five Year Cumulative Total Return
Among Olin Corporation, The S&P 1000 Index
and a Peer Group**



	12/05	12/06	12/07	12/08	12/09	12/10
Olin Corporation	100	88	107	103	106	129
S&P 1000	100	114	113	73	95	119
Peer Group	100	108	138	90	133	167

Copyright © 2011 Standard & Poor's, a division of The McGraw-Hill Companies Inc. All rights reserved.

Data is for the five-year period from December 31, 2005 through December 31, 2010. The cumulative return includes reinvestment of dividends. The Peer Group is weighted in accordance with market capitalization (closing stock price multiplied by the number of shares outstanding) as of the beginning of each of the five years covered by the performance graph. We calculated the weighted return for each year by multiplying (a) the percentage that each corporation's market capitalization represented of the total market capitalization for all corporations in the Peer Group for such year by (b) the total shareholder return for that corporation for such year.

Item 6. SELECTED FINANCIAL DATA

TEN-YEAR SUMMARY

(\$ and shares in millions, except per share data)

	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
Operations										
Sales	\$1,586	\$1,532	\$1,765	\$1,277	\$1,040	\$ 955	\$ 766	\$ 703	\$ 604	\$ 653
Cost of goods sold	1,350	1,223	1,377	1,035	792	682	639	588	551	558
Selling and administration	134	135	137	129	129	128	90	78	70	74
Loss on restructuring of businesses	(34)	—	—	—	—	—	(10)	—	—	(10)
Other operating income	2	9	1	2	7	9	6	—	—	—
Earnings (loss) of non-consolidated affiliates	30	38	39	46	45	37	9	6	(8)	(9)
Interest expense	25	12	13	22	20	20	20	20	26	17
Interest and other income (expense)	2	1	(20)	12	12	20	5	3	4	22
Income (loss) before taxes from continuing operations	77	210	258	151	163	191	27	26	(47)	7
Income tax provision (benefit)	12	74	100	50	39	74	8	8	(4)	2
Income (loss) from continuing operations	65	136	158	101	124	117	19	18	(43)	5
Discontinued operations, net	—	—	—	(110)	26	21	36	(20)	12	(14)
Cumulative effect of accounting changes, net	—	—	—	—	—	(5)	—	(22)	—	—
Net income (loss)	\$ 65	\$ 136	\$ 158	\$ (9)	\$ 150	\$ 133	\$ 55	\$ (24)	\$ (31)	\$ (9)
Financial position										
Cash and cash equivalents, short-term investments and restricted cash	\$ 561	\$ 459	\$ 247	\$ 333	\$ 276	\$ 304	\$ 147	\$ 190	\$ 136	\$ 202
Working capital, excluding cash and cash equivalents and short-term investments	33	91	24	(14)	223	191	232	168	233	67
Property, plant and equipment, net	675	695	630	504	251	227	205	202	214	253
Total assets	2,049	1,932	1,720	1,731	1,642	1,802	1,621	1,448	1,426	1,221
Capitalization:										
Short-term debt	78	—	—	10	2	1	52	27	2	102
Long-term debt	418	398	252	249	252	257	261	314	346	330
Shareholders' equity	830	822	705	664	543	427	356	176	231	271
Total capitalization	\$1,326	\$1,220	\$ 957	\$ 923	\$ 797	\$ 685	\$ 669	\$ 517	\$ 579	\$ 703
Per share data										
Basic:										
Continuing operations	\$ 0.82	\$ 1.74	\$ 2.08	\$ 1.36	\$ 1.70	\$ 1.65	\$0.27	\$ 0.30	\$(0.87)	\$ 0.10
Discontinued operations, net	—	—	—	(1.48)	0.36	0.30	0.53	(0.34)	0.24	(0.32)
Accounting changes, net	—	—	—	—	—	(0.08)	—	(0.38)	—	—
Net income (loss)	\$ 0.82	\$ 1.74	\$ 2.08	\$(0.12)	\$ 2.06	\$ 1.87	\$0.80	\$(0.42)	\$(0.63)	\$(0.22)
Diluted:										
Continuing operations	\$ 0.81	\$ 1.73	\$ 2.07	\$ 1.36	\$ 1.70	\$ 1.65	\$0.27	\$ 0.30	\$(0.87)	\$ 0.10
Discontinued operations, net	—	—	—	(1.48)	0.36	0.29	0.53	(0.34)	0.24	(0.32)
Accounting changes, net	—	—	—	—	—	(0.08)	—	(0.38)	—	—
Net income (loss)	\$ 0.81	\$ 1.73	\$ 2.07	\$(0.12)	\$ 2.06	\$ 1.86	\$0.80	\$(0.42)	\$(0.63)	\$(0.22)
Common Cash Dividends	0.80	0.80	0.80	0.80	0.80	0.80	0.80	0.80	0.80	0.80
Market price of common stock:										
High	22.39	19.79	30.39	24.53	22.65	25.35	22.99	20.53	22.60	22.75
Low	14.35	8.97	12.52	15.97	14.22	16.65	15.20	14.97	13.85	12.05
Year end	20.52	17.52	18.08	19.33	16.52	19.68	22.02	20.06	15.55	16.14
Other										
Capital expenditures	\$ 85	\$ 138	\$ 180	\$ 76	\$ 62	\$ 63	\$ 38	\$ 33	\$ 24	\$ 29
Depreciation	85	70	68	47	38	36	33	40	51	55
Common dividends paid	63	63	61	59	58	57	56	47	39	35
Purchases of common stock	—	—	—	—	—	—	—	—	3	14
Current ratio	2.3	2.8	1.7	1.8	2.2	2.3	2.1	2.1	2.4	1.8
Total debt to total capitalization	37.4%	32.6%	26.4%	28.1%	31.8%	37.7%	46.8%	65.9%	60.0%	61.5%
Effective tax rate	15.7%	35.4%	38.8%	33.1%	24.2%	38.4%	29.6%	30.8%	n/a	30.9%
Average common shares outstanding—diluted	79.9	78.3	76.1	74.3	72.8	71.6	68.4	58.3	49.4	43.6
Shareholders	4,600	4,900	5,100	5,300	5,700	6,100	6,400	6,800	7,200	7,500
Employees ⁽¹⁾	3,700	3,700	3,600	3,600	3,100	2,900	2,800	2,700	3,000	2,700

Our Selected Financial Data reflects the following businesses as discontinued operations: Metals business in 2007 and Olin Aegis in 2004. Since August 31, 2007, our Selected Financial Data reflects the Pioneer acquisition.

(1) Employee data exclude employees who worked at government-owned/contractor-operated facilities.

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

BUSINESS BACKGROUND

Our manufacturing operations are concentrated in two business segments: Chlor Alkali Products and Winchester. Both are capital intensive manufacturing businesses with operating rates closely tied to the general economy. Each segment has a commodity element to it, and therefore, our ability to influence pricing is quite limited on the portion of the segment's business that is strictly commodity. Our Chlor Alkali Products business is a commodity business where all supplier products are similar and price is the major supplier selection criterion. We have little or no ability to influence prices in this large, global commodity market. Cyclical price swings, driven by changes in supply/demand, can be abrupt and significant and, given capacity in our Chlor Alkali Products business, can lead to very significant changes in our overall profitability. Winchester also has a commodity element to its business, but a majority of Winchester ammunition is sold as a branded consumer product where there are opportunities to differentiate certain offerings through innovative new product development and enhanced product performance. While competitive pricing versus other branded ammunition products is important, it is not the only factor in product selection.

RECENT DEVELOPMENTS AND HIGHLIGHTS

2010 Year

In 2010, Chlor Alkali Products' segment income was \$117.2 million, a decrease of 7% compared with the prior year. Chlor Alkali Products' began to experience improved chlorine and caustic soda demand during 2010 and experienced a record level of bleach sales. Volumes for chlorine and caustic soda improved 15% compared to 2009, while volumes for bleach improved 18%. Operating rates in Chlor Alkali Products for 2010 and 2009 were 82% and 70%, respectively.

Our 2010 ECU netbacks of \$475 were 9% lower than the 2009 netbacks of \$520; however, the pricing trend has been positive throughout 2010 as ECU netbacks increased sequentially from the low level of \$375 in the third quarter of 2009. The fourth quarter of 2010 ECU netback was \$515. As business conditions improved throughout 2010, our quarterly chlor alkali operating rates improved year-over-year by at least 10% peaking in the third quarter of 2010 with a 91% operating rate during the summer demand season. A significant portion of the North American chlor alkali demand improvement came from exports of products made from chlorine, driven by the energy advantage North America enjoys by using natural gas as compared to crude oil. With demand for both chlorine and caustic soda improving, price increases were announced throughout the year. During February 2010, an \$80 per ton caustic soda price increase was announced. We began realizing a portion of this price increase in caustic soda in the second quarter of 2010. Caustic soda demand continued to improve, and as a result, during the third quarter of 2010, three additional caustic soda price increases were announced totaling \$135 per ton. We believe that a portion of the \$135 per ton caustic soda price increases announced during the third quarter of 2010 will be realized. We anticipate some additional benefits from these price increases and from contracts that re-set on an annual basis to be realized in the first half of 2011. Additionally, we announced a \$40 per ton caustic soda price increase in January 2011. While the success of this \$40 per ton caustic soda price increase is not yet known, some portion of the benefits of this price increase, if realized, would impact our system beginning in the second quarter of 2011.

Winchester segment income of \$63.0 million in 2010, which represented the second highest level of segment income in at least the last two decades, declined 8% compared to the prior year segment income of \$68.6 million. The higher than normal levels of commercial demand that began in the fourth quarter of 2008 continued through the second quarter of 2010. Beginning with the third quarter of 2010, Winchester began to experience a decline in commercial demand from the 2009 levels. However, the second half of 2010 commercial demand remained stronger than 2007 levels. Commercial volumes, excluding rimfire, for 2010 decreased approximately 12% from prior year levels.

On December 9, 2010, our board of directors approved a plan to convert the 260,000 tons of mercury cell capacity at our Charleston, TN facility to 200,000 tons of membrane capacity capable of producing both potassium hydroxide and caustic soda. The project has an estimated capital cost of approximately \$160 million. The board of

directors also approved a plan to reconfigure our Augusta, GA facility to manufacture bleach and distribute caustic soda, while discontinuing chlor alkali manufacturing at this site. This action will reduce our chlor alkali manufacturing capacity by 100,000 tons. We based our decision on several factors. First, over the past eighteen months we have experienced a steady increase in the number of customers unwilling to accept our products manufactured using mercury cell technology. Second, there is federal legislation that was passed in 2008 governing the treatment of mercury that significantly limits our recycling options after December 31, 2012. We concluded that exiting mercury cell technology production after 2012 represented an unacceptable future cost risk. Further, the conversion of the Charleston, TN plant to membrane technology will reduce the electricity usage per ECU produced by approximately 25% and the configuration of the new plant will result in an increase in our capacity to produce potassium hydroxide. The decision to reconfigure the Augusta, GA facility to manufacture bleach and distribute caustic soda removes the highest cost production capacity from our system. We currently expect to complete these conversions by the end of 2012.

On November 3, 2010, we announced that we had made the decision to relocate Winchester centerfire ammunition operations from East Alton, IL to Oxford, MS. This relocation, when completed, is forecast to reduce Winchester's annual operating costs by approximately \$30 million. Consistent with this relocation decision we have initiated an estimated \$110 million five-year project, which includes approximately \$80 million of capital spending. The State of Mississippi and local governments have provided incentives which should offset approximately 40 percent of the capital spending. Once completed, Winchester expects to have the most modern centerfire ammunition production facility in North America.

Our total restructuring charge for 2010 related to these actions was \$34.2 million. The restructuring charge included write-off of equipment and facility costs of \$17.5 million, acceleration of asset retirement obligations of \$6.7 million, employee severance and related benefit costs of \$6.0 million, a non-cash pension and other postretirement benefits curtailment charge of \$3.0 million, and lease and other contract termination costs of \$1.0 million. We expect to incur additional charges related to the implementation of plans to exit the use of mercury cell technology in the chlor alkali manufacturing process and the transfer of the Winchester centerfire ammunition operations over the next several years; however, at this time, we are not able to estimate the extent of any additional expenses that may be incurred in connection with these actions.

Income before taxes for 2010 included \$7.2 million of recoveries from third parties for environmental costs incurred and expensed in prior periods. For 2009, income before taxes also included \$82.1 million of recoveries from third parties for environmental costs incurred and expensed in prior periods.

Income tax expense for 2010 included \$13.5 million of favorable adjustments associated with the expiration of statutes of limitation in domestic and foreign jurisdictions and a reduction in expense related to the release of a valuation allowance recorded against the foreign tax credit carryforward deferred tax asset generated by our Canadian operations. Income tax expense for 2009 included \$6.0 million of favorable adjustments associated with the expiration of statutes of limitation in domestic and foreign jurisdictions and reductions in expense associated with the finalization of the 2008 income tax returns.

In September 2010, we redeemed industrial development and environmental improvement tax-exempt bonds (industrial revenue bonds) totaling \$18.9 million, with maturity dates of February 2016 and March 2016. We paid a premium of \$0.4 million to the bond holders, which was included in interest expense. We also recognized a \$0.3 million deferred gain in interest expense related to the interest rate swaps, which were terminated in April 2010, on these industrial revenue bonds. In October 2010, we redeemed additional industrial revenue bonds totaling \$1.8 million, with a maturity date of October 2014.

In October 2010, we completed a financing of Go Zone and Recovery Zone tax-exempt bonds totaling \$70.0 million due 2024. We have the option to borrow up to the entire \$70.0 million in a series of draw downs through December 31, 2011. During 2010, we drew \$34.0 million of these bonds. The proceeds from these bonds are required to be used to fund capital project spending at our McIntosh, AL facility. In December 2010, we completed a financing of Recovery Zone tax exempt bonds totaling \$83.0 million due in 2033 and 2035. During 2010, we drew the entire \$83.0 million of the bonds. The proceeds from the bonds are required to be used to fund the Charleston, TN facility mercury cell conversion and our Oxford, MS Winchester relocation. Of the \$117.0 million drawn from the Go Zone

and Recovery Zone bonds, \$102.0 million of the associated cash was classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used to fund the capital projects in Alabama, Mississippi and Tennessee.

The Patient Protection and Affordable Healthcare Act was signed into law on March 23, 2010 and the Healthcare and Education Reconciliation Act of 2010 was signed into law on March 31, 2010 (collectively the Healthcare Acts). The impact of the Healthcare Acts did not have a material effect on our consolidated financial statements.

2009 Year

In 2009, Chlor Alkali Products' segment income was \$125.4 million, a decline of 62% compared with 2008. Chlor Alkali Products continued to experience the weak product demand that began in the fourth quarter of 2008. Volumes for chlorine and caustic soda decreased 22% compared to 2008. Volumes for bleach, which accounted for approximately 12% of Chlor Alkali Products' sales, increased 17% compared to 2008. Operating rates in Chlor Alkali Products for 2009 and 2008 were 70% and 82%, respectively. These operating rates assume that 100% of our demonstrated capacity was available for use. The capacity of our St. Gabriel, LA facility had been shutdown since late November 2008 and the facility was not available for use until the conversion and expansion project was completed in the fourth quarter of 2009. In addition, in response to low levels of customer demand for chlorine and caustic soda, an additional 5% of our chlorine and caustic soda capacity was idled by us in 2009. After taking these capacity reduction actions into consideration, our effective operating rate for 2009 was 78%.

Our 2009 ECU netbacks of \$520 were 18% lower than the 2008 netbacks of \$635, reflecting the changes in the pricing dynamics in North America. During 2008, North American demand for caustic soda was strong, while supply continued to be constrained by the weakness in chlorine demand. This resulted in a significant supply and demand imbalance for caustic soda in North America, which resulted in record caustic soda pricing. The result was a record ECU netback, in our system, in the first quarter of 2009 of approximately \$765. Beginning late in the fourth quarter of 2008 and continuing through 2009, demand for caustic soda weakened significantly, and fell below the demand for chlorine. This created excess supply in North America, which caused caustic soda prices to fall. The over supply of caustic soda caused industry operating rates to be constrained, which resulted in chlorine price increase announcements of \$300 per ton during the second quarter of 2009. Caustic soda prices declined precipitously in the second quarter of 2009 and these declines continued into the third quarter of 2009. During the third quarter of 2009, chlorine and caustic soda demand became more balanced eliminating the oversupply of caustic soda. We began realizing increases in chlorine prices in the third quarter of 2009 with most of the improvement in the fourth quarter of 2009. ECU netbacks, in our system, bottomed out in the third quarter of 2009. During the fourth quarter of 2009, as caustic soda demand improved, chlorine production declined due to seasonally weaker demand. This resulted in a supply and demand imbalance for caustic soda in North America. As a result of this imbalance, in December 2009, a \$75 per ton caustic soda price increase was announced. We began realizing the benefits of this price increase in caustic soda in the first half of 2010.

Winchester segment income of \$68.6 million in 2009, which represented the highest level of segment income in at least the last two decades, improved 110% compared to 2008 segment income of \$32.6 million. Winchester continued to experience the above normal levels of demand during 2009 that began around the November 2008 presidential election. The increase in demand was across the majority of Winchester's product offerings, including rifle, pistol and rimfire ammunition. On a volume basis, Winchester's unit shipments increased 14% in 2009 compared to 2008, which was driven by the higher level of commercial sales. Winchester's results reflected the impact of increased volumes and higher selling prices, and lower commodity and other material costs.

Income from continuing operations before taxes for 2009 included \$82.1 million of recoveries from third parties for environmental costs incurred and expensed in prior periods.

On August 19, 2009, we sold \$150.0 million of 8.875% Senior Notes (2019 Notes) with a maturity date of August 15, 2019. The 2019 Notes were issued at 99.19% of par value, providing a yield to maturity to investors of 9.0%. Interest is paid semi-annually in arrears on each February 15 and August 15. Proceeds of \$145.5 million, after expenses of \$3.3 million, from the 2019 Notes were used to further strengthen our long-term liquidity.

During the fourth quarter of 2009, we completed a conversion and expansion project at our St. Gabriel, LA facility and initiated production. This project increased capacity at this location from 197,000 ECUs to 246,000 ECUs and significantly reduced the site's manufacturing costs. Our capital spending included \$69.6 million and \$87.2 million for the St. Gabriel, LA facility conversion and expansion project in 2009 and 2008, respectively.

During the second and third quarters of 2009, bills were introduced in the United States House of Representatives and the Senate, respectively, which, if enacted, would ban the production of chlor alkali products using mercury cell technology two years from the date it is enacted into law. On October 21, 2009, the House of Representatives Committee on Energy and Commerce passed a bill that would require chlor alkali producers using mercury cell technology to make a decision by June 30, 2012 as to whether to shutdown or convert these facilities. If the decision was to convert, the mercury cell plants would have been required to be converted by June 30, 2015. If the decision was not to convert, the plants would have been required to be shutdown by June 30, 2013. For this bill to become law it would have had to be passed by the full House of Representatives and the full Senate. The proposed legislation expired without enactment at the end of 2010 and we are uncertain as to whether or not similar legislation may be proposed in the future. We currently operate two facilities which utilize mercury cell technology totaling approximately 360,000 ECUs of capacity (approximately 18% of our capacity). We operate our mercury cell facilities in full compliance with all environmental rules and regulations. On December 9, 2010, our board of directors approved a plan to convert the 260,000 tons of mercury cell capacity at our Charleston, TN facility to 200,000 tons of membrane capacity capable of producing both potassium hydroxide and caustic soda. The board of directors also approved a plan to reconfigure our Augusta, GA facility to manufacture bleach and distribute caustic soda, while discontinuing chlor alkali manufacturing at this site. We currently expect to complete these conversions by the end of 2012.

2008 Year

In 2008, Chlor Alkali Products had record segment income of \$328.3 million, an improvement of 38% compared with 2007. This improvement reflects the combination of the full year contributions from the Pioneer acquisition of \$72.7 million, including synergies, and improved pricing of \$108.4 million. These were partially offset by the effect from lower chlorine and caustic soda volumes of \$46.7 million. Operating rates in our Chlor Alkali Products business were 82% for 2008, which were negatively impacted during the fourth quarter of 2008 by lower levels of demand from all major customer groups, and by hurricane-related outages at our St. Gabriel, LA facility and our SunBelt joint venture during the third quarter of 2008. In response to the low level of demand during the fourth quarter of 2008, we announced that the St. Gabriel, LA facility, which was shutdown for scheduled maintenance in late November 2008, would not resume operations until the conversion and expansion project was completed. The project was completed in the fourth quarter of 2009. The St. Gabriel, LA facility represents approximately 10% of our chlorine and caustic soda capacity.

During the first three quarters of 2008, North American demand for caustic soda was strong. In addition, caustic soda supply was constrained by the weakness in chlorine demand, which caused operating rates to be reduced. This created an imbalance between caustic soda supply and demand. This imbalance, combined with increased freight and energy costs, resulted in our achieving record levels of caustic soda pricing. During the fourth quarter of 2008, North American caustic soda demand weakened but less than the decline in chlorine demand. This caused the caustic soda supply and demand imbalance to continue, which continued to support record levels of caustic soda prices.

On March 12, 2008, we announced that, in connection with our plans to streamline Chlor Alkali Products manufacturing operations in Canada in order to serve our customer base in a more cost effective manner, we would close the acquired Dalhousie, New Brunswick, Canada chlorine, caustic soda, sodium chlorate, and bleach operations. We substantially completed the closure of the Dalhousie facility by June 30, 2008. We expect to incur cash expenditures of \$2.5 million associated with the shutdown, which were previously included in current liabilities on the Pioneer acquisition balance sheet. We have paid \$2.2 million of costs associated with this shutdown as of December 31, 2010. This action generated \$8 million to \$10 million of annual pretax savings.

Winchester segment income was \$32.6 million in 2008, which represented the highest level of segment income in at least the last two decades at that time for the Winchester business, an increase of 23% compared with 2007. Winchester's results for 2008 reflected the combination of improved pricing and increased law enforcement volumes which more than offset higher commodity, material and manufacturing costs.

In 2008, other income (expense) included an impairment charge of the full value of a \$26.6 million investment in corporate debt securities. On October 1, 2008, the issuer of these debt securities announced it would cease trading and appoint a receiver as a result of financial market turmoil. The decline in the market value of the assets supporting these debt securities negatively impacted the liquidity of the issuer. During the third quarter of 2008, we determined that these debt securities had no fair market value due to the actions taken by the issuer, turmoil in the financial markets, the lack of liquidity of the issuer, and the lack of trading in these debt securities. We are currently unable to utilize the capital loss resulting from the impairment of these corporate debt securities; therefore, no tax benefit has been recognized for the impairment loss.

In 2008, the domestic defined benefit pension plan's investment portfolio declined by approximately 1%. The decline reflected the weakness in the domestic and international equity markets and increases in interest rate spreads, which reduced the value of certain corporate fixed income investments. The 2008 pension plan's investment performance reflects the actions taken in 2007 to reduce the defined benefit pension plan's exposure to equity investments and increase its exposure to fixed income investments. During the same period, interest rates on corporate bonds, used to determine the defined benefit pension plan's liability discount rate, fluctuated dramatically during the year but ended comparable with the levels at December 31, 2007, which resulted in no change to the discount rate for 2008. We recorded an after-tax charge of \$99.4 million (\$162.7 million pretax) to shareholders' equity as of December 31, 2008 for our pension and other postretirement plans, which reduced the over funded position in our pension plan that existed at December 31, 2007. This charge reflected the unfavorable performance on pension plan assets and the unchanged discount rate during 2008.

CHLOR ALKALI PRODUCTS PRICING

In accordance with industry practice, we calculate Chlor Alkali Products' prices on an ECU netback basis, reporting and analyzing prices net of the cost of transporting the products to customers to allow for a comparable means of price comparisons between periods and with respect to our competitors. For purposes of determining our ECU netback, we use prices that we realize as a result of sales of chlorine and caustic soda to our customers, and we do not include the value of chlorine and caustic soda that is incorporated in other products that we manufacture and sell.

Quarterly and annual average ECU netbacks, excluding SunBelt, for 2010, 2009, and 2008 were as follows:

	<u>2010</u>	<u>2009</u>	<u>2008</u>
First quarter	\$440	\$765	\$580
Second quarter	470	585	590
Third quarter	465	375	660
Fourth quarter	515	425	740
Annual average	475	520	635

During the first three quarters of 2008, North American demand for caustic soda was strong. However, caustic soda supply continued to be constrained by the weakness in chlorine demand, which caused operating rates to be reduced. This resulted in a significant supply and demand imbalance for caustic soda in North America. This imbalance, combined with increased freight and energy costs, resulted in our achieving record levels of caustic soda pricing. During the fourth quarter of 2008, North American caustic soda demand weakened but less than the decline in chlorine demand. This caused the caustic soda supply and demand imbalance to continue, which continued to support record levels of caustic soda prices. The result was a record ECU netback, in our system, in the first quarter of 2009.

Our 2009 ECU netbacks of \$520 were 18% lower than the 2008 netbacks of \$635, reflecting the changes in the pricing dynamics in North America. Beginning late in the fourth quarter of 2008 and continuing through 2009, demand for caustic soda weakened significantly, and fell below the demand for chlorine. This created excess supply in North America, which caused caustic soda prices to fall. The over supply of caustic soda caused industry operating rates to be constrained, which resulted in chlorine price increase announcements of \$300 per ton during the second quarter of 2009. Caustic soda prices declined precipitously in the second quarter of 2009 and these declines continued into the third quarter of 2009. During the third quarter of 2009, chlorine and caustic soda demand became more balanced eliminating the oversupply of caustic soda. We began realizing increases in chlorine prices in the third quarter of 2009 with most of the improvement in the fourth quarter of 2009. ECU netbacks, in our system, bottomed

out in the third quarter of 2009. During the fourth quarter of 2009, as caustic soda demand improved, chlorine production declined due to seasonally weaker demand. This resulted in a supply and demand imbalance for caustic soda in North America. As a result of this imbalance, in December 2009, a \$75 per ton caustic soda price increase was announced. We began realizing the benefits of this price increase in caustic soda in the first half of 2010.

Our 2010 ECU netbacks of \$475 were 9% lower than the 2009 netbacks of \$520; however, the pricing trend has been positive throughout 2010 as ECU netbacks increased sequentially from the low level of \$375 in the third quarter of 2009. The fourth quarter of 2010 ECU netback was \$515. As business conditions improved throughout 2010, our quarterly chlor alkali operating rates improved year-over-year by at least 10% peaking in the third quarter of 2010 with a 91% operating rate during the summer demand season. A significant portion of the North American chlor alkali demand improvement came from exports of products made from chlorine, driven by the energy advantage North America enjoys by using natural gas as compared to crude oil. With demand for both chlorine and caustic soda improving, price increases were announced throughout the year. During February 2010, an \$80 per ton caustic soda price increase was announced. We began realizing a portion of this price increase in caustic soda in the second quarter of 2010. Caustic soda demand continued to improve, and as a result, during the third quarter of 2010, three additional caustic soda price increases were announced totaling \$135 per ton. We believe that a portion of the \$135 per ton caustic soda price increases announced during the third quarter of 2010 will be realized. We anticipate some additional benefits from these price increases and from contracts that re-set on an annual basis to be realized in the first half of 2011. Additionally, we announced a \$40 per ton caustic soda price increase in January 2011. While the success of this \$40 per ton caustic soda price increase is not yet known, some portion of the benefits of this price increase, if realized, would impact our system beginning in the second quarter of 2011.

PENSION AND POSTRETIREMENT BENEFITS

Under ASC 715, formerly SFAS No. 158, we recorded an after-tax charge of \$26.0 million (\$42.3 million pretax) to shareholders' equity as of December 31, 2010 for our pension and other postretirement plans. This charge reflected a 45-basis point decrease in the plans' discount rate, partially offset by the favorable performance on plan assets during 2010. In 2009, we recorded an after-tax charge of \$27.3 million (\$41.7 million pretax) to shareholders' equity as of December 31, 2009 for our pension and other postretirement plans. This charge reflected a 50-basis point decrease in the plans' discount rate, partially offset by the favorable performance on plan assets during 2009. In 2008, we recorded an after-tax charge of \$99.4 million (\$162.7 million pretax) to shareholders' equity as of December 31, 2008 for our pension and other postretirement plans. This charge reflected the unfavorable performance on plan assets during 2008. The non-cash charges to shareholders' equity do not affect our ability to borrow under our senior revolving credit facility.

During the third quarter of 2006, the "Pension Protection Act of 2006", amended by "The Worker, Retiree, and Employer Recovery Act," during the fourth quarter of 2008, became law. Among the stated objectives of the laws are the protection of both pension beneficiaries and the financial health of the PBGC. To accomplish these objectives, the new laws require sponsors to fund defined benefit pension plans earlier than previous requirements and to pay increased PBGC premiums. The laws require defined benefit pension plans to be fully funded for 2011. Based on our plan assumptions and estimates, we will not be required to make any cash contributions to the domestic defined benefit pension plan at least through 2011. We do have a small Canadian defined benefit pension plan to which we made \$9.8 million and \$4.5 million of cash contributions in 2010 and 2009, respectively, and we anticipate less than \$5 million of cash contributions in 2011. At December 31, 2010, the market value of assets in our defined benefit pension plans of \$1,800.4 million exceeded the projected benefit obligation by \$16.3 million.

Components of net periodic benefit (income) costs were:

	<u>Years ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Pension benefits	\$(17.7)	\$(16.7)	\$(7.6)
Other postretirement benefits	7.3	7.3	8.5

In December 2010, we recorded a curtailment charge for pension benefits of \$3.2 million and a credit for other postretirement benefits of \$0.2 million associated with the relocation of our Winchester centerfire ammunition

manufacturing operations from East Alton, IL to Oxford, MS. These amounts were included in the restructuring charge for 2010. In 2008, we recorded curtailment charges of \$4.1 million associated with the transition of a portion of our East Alton, IL Winchester hourly workforce and our McIntosh, AL Chlor Alkali hourly workforce from a defined benefit pension plan to a defined contribution pension plan.

In March 2010, we recorded a charge of \$1.3 million associated with an agreement to withdraw our Henderson, NV chlor alkali hourly workforce from a multi-employer defined benefit pension plan.

The service cost and the amortization of prior service cost components of pension expense related to employees of the operating segments are allocated to the operating segments based on their respective estimated census data.

CONSOLIDATED RESULTS OF OPERATIONS

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions, except per share data)</i>		
Sales	\$1,585.9	\$1,531.5	\$1,764.5
Cost of goods sold	<u>1,349.9</u>	<u>1,222.7</u>	<u>1,377.2</u>
Gross margin	236.0	308.8	387.3
Selling and administration	134.4	135.3	137.3
Restructuring charge	34.2	—	—
Other operating income	2.5	9.1	1.2
Operating income	<u>69.9</u>	<u>182.6</u>	<u>251.2</u>
Earnings of non-consolidated affiliates	29.9	37.7	39.4
Interest expense	25.4	11.6	13.3
Interest income	1.0	1.1	6.2
Other income (expense)	1.5	0.1	(26.0)
Income before taxes	<u>76.9</u>	<u>209.9</u>	<u>257.5</u>
Income tax provision	12.1	74.2	99.8
Net income	<u>\$ 64.8</u>	<u>\$ 135.7</u>	<u>\$ 157.7</u>
Net income per common share:			
Basic	<u>\$ 0.82</u>	<u>\$ 1.74</u>	<u>\$ 2.08</u>
Diluted	<u>\$ 0.81</u>	<u>\$ 1.73</u>	<u>\$ 2.07</u>

2010 Compared to 2009

Our total sales for 2010 were \$1,585.9 million compared to \$1,531.5 million last year, an increase of \$54.4 million, or 4%. Chlor Alkali Products' sales increased by \$72.8 million, or 8%, primarily due to increased shipment volumes partially offset by lower ECU prices. Our ECU netbacks, excluding SunBelt, decreased 9% compared to last year. Winchester sales decreased by \$18.4 million, or 3%, from 2009 primarily due to the decline in shipments to commercial customers, partially offset by higher shipments to military, international, industrial and law enforcement customers.

Gross margin decreased \$72.8 million, or 24%, from 2009, primarily due to the impact of decreased recoveries from third parties for environmental costs incurred and expensed in prior periods. Gross margin in 2010 was also impacted by lower Winchester gross margin resulting from decreased volumes and decreased Chlor Alkali gross margin resulting from lower ECU netbacks, partially offset by higher volumes. Gross margin as a percentage of sales decreased to 15% in 2010 from 20% in 2009.

Selling and administration expenses in 2010 decreased \$0.9 million, or 1%, from 2009, primarily due to lower bad debt costs of \$6.7 million, resulting from a deterioration in customer credit in 2009, lower salary and benefit costs of \$3.4 million, and decreased consulting charges of \$1.4 million. These decreases were offset by higher non-income taxes of \$4.7 million, primarily due to a favorable resolution of a Canadian capital tax matter in 2009, a higher level of legal and legal-related settlement expenses of \$3.2 million, increased stock-based compensation expense of \$1.9 million, primarily due to mark-to-market adjustments, and increased recruiting and relocation charges of \$1.1 million. Selling and administration expenses as a percentage of sales were 8% in 2010 and 9% in 2009.

Restructuring charge in 2010 of \$34.2 million included charges associated with the implementation of plans to exit the use of mercury cell technology in the chlor alkali manufacturing process by the end of 2012 and the relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS.

Other operating income for 2010 decreased by \$6.6 million from 2009. Other operating income for 2010 and 2009 included \$1.1 million and \$1.6 million, respectively, of gains on the disposition of property, plant and equipment primarily associated with the St. Gabriel, LA conversion and expansion project. Other operating income for 2009 also included a \$3.7 million gain on the sale of land, a \$1.2 million gain on the disposition of a former manufacturing facility and a \$0.8 million gain for the sale of other assets.

The earnings of non-consolidated affiliates were \$29.9 million for 2010, a decrease of \$7.8 million from 2009, primarily due to lower ECU prices at SunBelt.

Interest expense increased by \$13.8 million for 2010 primarily due to a higher level of outstanding debt and a decrease of \$8.8 million in capitalized interest primarily associated with our St. Gabriel, LA facility conversion and expansion project, which was completed in the fourth quarter of 2009, partially offset by lower interest rates.

Interest income decreased by \$0.1 million, or 9%, compared to 2009, primarily due to lower short-term interest rates, partially offset by higher average cash balances.

Other income (expense) in 2010 included a \$1.4 million recovery from an investment in corporate debt securities that was written off in 2008.

The effective tax rate for 2010 included a \$9.2 million reduction in expense associated with the expiration of statutes of limitation in domestic and foreign jurisdictions, and a \$4.3 million reduction in expense related to the release of a valuation allowance recorded against the foreign tax credit carryforward deferred tax asset generated by our Canadian operations. After giving consideration to these two items of \$13.5 million, the effective tax rate for 2010 of 33.3% was lower than the 35% U.S. federal statutory rate primarily due to favorable tax benefits of permanent tax deduction items, including the domestic manufacturing deduction and tax deductible dividends paid to the Contributing Employee Ownership Plan (CEOP), which were offset in part by state income taxes. During periods of low earnings, our effective tax rate can be significantly impacted by permanent tax reduction items, return to provision adjustments, changes in tax contingencies and valuation allowances, and tax credits. The effective tax rate for 2009 included a \$2.8 million reduction in expense primarily associated with the finalization of the 2008 income tax returns, which resulted in lower state tax expense, and a \$3.2 million reduction in expense primarily associated with the expiration of statutes of limitation in domestic and foreign jurisdictions. After giving consideration to these two items of \$6.0 million, the effective tax rate for 2009 of 38.2%, was higher than the 35% U.S. federal statutory rate primarily due to state income taxes, which were offset in part by the utilization of certain state tax credits.

2009 Compared to 2008

Our total sales for 2009 were \$1,531.5 million compared to \$1,764.5 million in 2008, a decrease of \$233.0 million, or 13%. Chlor Alkali Products' sales decreased by \$311.6 million, or 24%, primarily due to decreased shipment volumes and lower ECU prices. Our ECU netbacks, excluding SunBelt, decreased 18% compared to 2008. Winchester sales increased by \$78.6 million, or 16%, from 2008 primarily due to increased volumes.

Gross margin decreased \$78.5 million, or 20%, from 2008, due to decreased Chlor Alkali gross margin resulting from lower volumes and decreased ECU netbacks, partially offset by improved Winchester gross margin resulting from higher volumes and lower commodity and other material costs. The 2009 gross margin was positively impacted by recoveries from third parties for environmental costs incurred and expensed in prior periods of \$82.1 million. Gross margin as a percentage of sales decreased to 20% in 2009 from 22% in 2008.

Selling and administration expenses in 2009 decreased \$2.0 million, or 1%, from 2008, primarily due to lower non-income taxes of \$5.3 million, primarily due to a favorable resolution of a Canadian capital tax matter, lower recruiting and relocation charges of \$4.3 million, and decreased management incentive compensation expense of \$2.5 million, which included mark-to-market adjustments on stock-based compensation, partially offset by a higher level of legal and legal-related settlement expenses of \$3.6 million, which included costs for recovery actions for

environmental costs previously incurred and expensed, a higher provision for doubtful customer accounts receivable of \$2.6 million related to a deterioration in customer credit, increased consulting and professional fees of \$2.3 million and higher salary and benefit costs of \$1.6 million. Selling and administration expenses as a percentage of sales were 9% in 2009 and 8% in 2008.

Other operating income in 2009 increased by \$7.9 million from 2008. Other operating income for 2009 included gains of \$6.5 million on the disposition of property, plant, and equipment compared to a loss of \$0.7 million for 2008. The 2009 gains were primarily associated with sales of real estate and dispositions of assets associated with the St. Gabriel, LA facility conversion and expansion project. Other operating income for 2009 also included a gain of \$0.8 million for the sale of other assets.

The earnings of non-consolidated affiliates were \$37.7 million for 2009, a decrease of \$1.7 million from 2008, primarily due to lower ECU prices at SunBelt, partially offset by increased earnings at our bleach joint venture.

Interest expense decreased by \$1.7 million, or 13%, in 2009 primarily due to an increase of \$4.7 million in capitalized interest associated with our St. Gabriel, LA facility conversion and expansion project and a major maintenance capital project at our McIntosh, AL facility, partially offset by a higher level of outstanding debt.

Interest income decreased by \$5.1 million, or 82%, in 2009 primarily due to lower short-term interest rates.

Other income (expense) in 2008 included an impairment charge for the full value of a \$26.6 million investment in corporate debt securities.

The effective tax rate for 2009 included a \$2.8 million reduction in expense primarily associated with the finalization of the 2008 income tax returns, which resulted in lower state tax expense, and a \$3.2 million reduction in expense primarily associated with the expiration of statutes of limitation in domestic and foreign jurisdictions. After giving consideration to these two items of \$6.0 million, the effective tax rate for 2009 of 38.2%, was higher than the 35% U.S. federal statutory rate primarily due to state income taxes, which were offset in part by the utilization of certain state tax credits. The effective tax rate for 2008 included expense of \$10.4 million for a valuation allowance required against the deferred tax benefit resulting from the \$26.6 million capital loss carryforward generated from the impairment of corporate debt securities. The effective tax rate for 2008 also included a \$2.1 million reduction in expense primarily associated with the finalization of the 2007 income tax returns, which resulted in an increased benefit for the domestic manufacturing deduction. After giving consideration to these two items of \$8.3 million, the effective tax rate for 2008 of 35.5% was higher than the 35% U.S. federal statutory rate primarily due to state income taxes, which were offset in part by the benefit of the domestic manufacturing deduction and the utilization of certain state tax credits.

SEGMENT RESULTS

We define segment results as income (loss) before interest expense, interest income, other operating income, other income (expense), and income taxes and include the results of non-consolidated affiliates. Consistent with the guidance in ASC 280 "Segment Reporting" (ASC 280), formerly SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information," (SFAS No. 131), we have determined it is appropriate to include the operating results of non-consolidated affiliates in the relevant segment financial results. Our management considers SunBelt to be an integral component of the Chlor Alkali Products segment. They are engaged in the same business activity as the segment, including joint or overlapping marketing, management, and manufacturing functions.

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Sales:			
Chlor Alkali Products	\$1,036.6	\$ 963.8	\$1,275.4
Winchester	549.3	567.7	489.1
Total sales	<u>\$1,585.9</u>	<u>\$1,531.5</u>	<u>\$1,764.5</u>
Income before taxes			
Chlor Alkali Products ⁽¹⁾	\$ 117.2	\$ 125.4	\$ 328.3
Winchester	63.0	68.6	32.6
Corporate/Other:			
Pension income ⁽²⁾	24.6	22.3	14.8
Environmental (expense) income ⁽³⁾	(9.1)	58.0	(27.7)
Other corporate and unallocated costs	(64.2)	(63.1)	(58.6)
Restructuring charge ⁽⁴⁾	(34.2)	—	—
Other operating income ⁽⁵⁾	2.5	9.1	1.2
Interest expense ⁽⁶⁾	(25.4)	(11.6)	(13.3)
Interest income	1.0	1.1	6.2
Other income (expense) ⁽⁷⁾	1.5	0.1	(26.0)
Income before taxes	<u>\$ 76.9</u>	<u>\$ 209.9</u>	<u>\$ 257.5</u>

- (1) Earnings of non-consolidated affiliates are included in the Chlor Alkali Products segment results consistent with management's monitoring of the operating segment. The earnings from non-consolidated affiliates were \$29.9 million, \$37.7 million, and \$39.4 million for the years ended 2010, 2009 and 2008, respectively.
- (2) The service cost and the amortization of prior service cost components of pension expense related to the employees of the operating segments are allocated to the operating segments based on their respective estimated census data. All other components of pension costs are included in corporate/other and include items such as the expected return on plan assets, interest cost and recognized actuarial gains and losses. Pension income for the year ended December 31, 2010 included a charge of \$1.3 million associated with an agreement to withdraw our Henderson, NV chlor alkali hourly workforce from a multi-employer defined benefit pension plan. Pension income for the year ended December 31, 2008 included curtailment charges of \$4.1 million associated with the transition of a portion of our East Alton, IL Winchester hourly workforce and our McIntosh, AL Chlor Alkali Products' hourly workforce from a defined benefit pension plan to a defined contribution pension plan.
- (3) Environmental (expense) income for the years ended 2010 and 2009 included \$7.2 million and \$82.1 million, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Environmental (expense) income is included in cost of goods sold in the consolidated statements of operations.
- (4) Restructuring charge for the year ended December 31, 2010 of \$34.2 million included charges associated with the implementation of plans to exit the use of mercury cell technology in the chlor alkali manufacturing process by the end of 2012 and the relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS.
- (5) Other operating income for the years ended 2010 and 2009 included \$1.1 million and \$1.6 million of gains on the disposal of assets primarily associated with the St. Gabriel, LA conversion and expansion project. Other operating income for 2009 also included a \$3.7 million gain on the sale of land, a \$1.2 million gain on the disposition of a former manufacturing facility and \$0.8 million for the sale of other assets.
- (6) Interest expense was reduced by capitalized interest of \$0.9 million, \$9.7 million and \$5.0 million for the years ended 2010, 2009 and 2008, respectively.
- (7) Other income (expense) in 2010 included a \$1.4 million recovery from a \$26.6 million investment in corporate debt securities, whose full value was written off in 2008. We are currently unable to utilize the capital loss resulting from the impairment of these corporate debt securities; therefore, no tax benefit has been recognized for the impairment loss.

Chlor Alkali Products

2010 Compared to 2009

Chlor Alkali Products' sales for 2010 were \$1,036.6 million compared to \$963.8 million for 2009, an increase of \$72.8 million, or 8%. The sales increase was primarily due to higher chlorine and caustic soda volumes of 15%, partially offset by lower ECU pricing, which decreased 9% from 2009. Volumes for potassium hydroxide increased 58% for 2010 primarily reflecting a raw material supply disruption that impacted the first half of 2009 volumes. Bleach volumes and hydrochloric acid volumes also increased 18% and 10%, respectively, for 2010. Sales for potassium hydroxide, bleach, and hydrochloric acid represented approximately 25% of Chlor Alkali Products' sales in 2010. Our ECU netbacks, excluding SunBelt, were approximately \$475 compared to approximately \$520 for 2009. Freight costs included in the ECU netback decreased 4% for 2010 compared to 2009, and reflected the benefits of increased pipeline shipments associated with the full year operations of our St. Gabriel, LA facility, which more than offset higher railroad freight rates. Our operating rate for 2010 was 82%, compared to our operating rate of 70% for 2009. The higher operating rate for 2010 resulted from higher chlorine, bleach and hydrochloric acid demand.

Chlor Alkali Products' posted segment income of \$117.2 million for 2010 compared to \$125.4 million for 2009, a decrease of \$8.2 million, or 7%. Chlor Alkali segment income was lower primarily due to lower ECU netbacks (\$109.2 million) and lower earnings of non-consolidated affiliates (\$7.8 million), primarily related to lower ECU netbacks at SunBelt, partially offset by increased volumes (\$97.3 million) and decreased operating costs (\$11.5 million), primarily raw materials and electricity. The operating results from SunBelt included interest expense of \$3.5 million and \$4.0 million in 2010 and 2009, respectively, on the SunBelt Notes.

2009 Compared to 2008

Chlor Alkali Products' sales for 2009 were \$963.8 million compared to \$1,275.4 million for 2008, a decrease of \$311.6 million, or 24%. The sales decrease was primarily due to lower chlorine and caustic soda volumes of 22%, and lower ECU pricing, which decreased 18% from 2008. Volumes for bleach, which accounted for approximately 12% of Chlor Alkali Products' sales, increased 17% compared to 2008. Our ECU netbacks, excluding SunBelt, were approximately \$520 compared to approximately \$635 for 2008. Freight costs included in the ECU netback increased 9% for 2009 compared to 2008. Our operating rate for 2009 was 70%, compared to our operating rate of 82% for 2008. The lower operating rate for 2009 was the result of lower caustic soda and chlorine demand.

Chlor Alkali Products' posted segment income of \$125.4 million for 2009 compared to \$328.3 million for 2008, a decrease of \$202.9 million, or 62%. Chlor Alkali segment income was lower primarily due to lower ECU netbacks (\$126.9 million), decreased volumes (\$69.1 million), higher operating costs (\$5.2 million), and lower earnings of non-consolidated affiliates (\$1.7 million). The lower earnings of non-consolidated affiliates primarily resulted from lower ECU prices at SunBelt, partially offset by increased earnings at our bleach joint venture. The operating results from SunBelt included interest expense of \$4.0 million and \$4.4 million in 2009 and 2008, respectively, on the SunBelt Notes.

Winchester

2010 Compared to 2009

Winchester sales were \$549.3 million for 2010 compared to \$567.7 million for 2009, a decrease of \$18.4 million, or 3%. Sales of ammunition to domestic commercial customers decreased \$38.8 million. Beginning with the third quarter of 2010, Winchester began to experience a decline in commercial demand from the 2009 levels. However, the second half of 2010 commercial demand remained stronger than the 2007 levels. These decreases in domestic commercial sales were partially offset by higher shipments to military customers of \$7.9 million, higher shipments to international customers of \$5.4 million and increased shipments to industrial customers, who primarily supply the construction sector, of \$4.1 million. Shipments to law enforcement agencies also increased \$2.7 million.

Winchester reported segment income of \$63.0 million for 2010 compared to \$68.6 million for 2009, a decrease of \$5.6 million, or 8%. The decrease was primarily due to the combination of lower volumes, a less favorable product mix and higher operating costs (\$11.3 million), partially offset by improved pricing, decreased commodity and other material costs, and lower bad debt costs (\$5.7 million).

2009 Compared to 2008

Winchester sales were \$567.7 million for 2009 compared to \$489.1 million for 2008, an increase of \$78.6 million, or 16%. Sales of ammunition to domestic and international commercial customers increased \$66.1 million. Winchester continued to experience the above normal levels of demand in 2009 that began around the November 2008 presidential election. The increase in demand was across the majority of Winchester's product offerings, including rifle, pistol and rimfire ammunition. Shipments to military customers also increased \$20.3 million. These increases were partially offset by lower shipments to industrial customers, who primarily supply the construction sector, of \$7.8 million and decreased shipments to law enforcement agencies of \$3.3 million. On a volume basis, Winchester's overall unit shipments increased 14%, which was driven by the higher level of commercial sales.

Winchester reported segment income of \$68.6 million for 2009 compared to \$32.6 million for 2008, an increase of \$36.0 million, or 110%. The increase was primarily due to the impact of increased volumes and higher selling prices (\$24.7 million) and decreased commodity and other material costs partially offset by higher operating costs (\$10.7 million).

Corporate/Other

2010 Compared to 2009

For 2010, pension income included in corporate/other was \$24.6 million compared to \$22.3 million for 2009. Pension income for 2010 included a charge of \$1.3 million associated with an agreement to withdraw our Henderson, NV chlor alkali hourly workforce from a multi-employer defined benefit pension plan. On a total company basis, defined benefit pension income for 2010 was \$17.7 million compared to \$16.7 million for 2009. Pension income on a total company basis for 2010 included a curtailment charge of \$3.2 million associated with the relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS, which was included in the restructuring charge for 2010.

Charges to income for environmental investigatory and remedial activities were \$9.1 million for 2010 compared to credits to income of \$58.0 million for 2009, which included \$7.2 million and \$82.1 million, respectively, of recoveries from third parties for costs incurred and expensed in prior periods. Without these recoveries, charges to income for environmental investigatory and remedial activities would have been \$16.3 million for 2010 compared with \$24.1 million for 2009. These charges relate primarily to expected future investigatory and remedial activities associated with past manufacturing operations and former waste disposal sites.

For 2010, other corporate and unallocated costs were \$64.2 million compared with \$63.1 million for 2009, an increase of \$1.1 million, or 2%. The increase was primarily due to higher non-income taxes of \$4.6 million, resulting from a favorable resolution of a Canadian capital tax matter in 2009, increased management incentive compensation costs of \$2.3 million, which includes mark-to-market adjustments on stock-based compensation, and increased legal

and legal-related settlement expenses of \$1.9 million, partially offset by lower asset retirement obligation charges of \$5.8 million, primarily related to decreases in estimated costs for certain assets and lower spending than expected on projects completed in 2010, and decreased salary and benefit costs of \$1.9 million.

2009 Compared to 2008

For 2009, pension income included in corporate/other was \$22.3 million compared to \$14.8 million for 2008. Pension income for 2008 included a curtailment charge of \$4.1 million associated with the transition of a portion of our East Alton, IL Winchester hourly workforce and our McIntosh, AL Chlor Alkali hourly workforce from a defined benefit pension plan to a defined contribution pension plan. On a total company basis, defined benefit pension income for 2009 was \$16.7 million compared to \$7.6 million for 2008.

Credits to income for environmental investigatory and remedial activities were \$58.0 million for 2009, which includes \$82.1 million of recoveries from third parties of costs incurred and expensed in prior periods. Without these recoveries in 2009, charges to income for environmental investigatory and remedial activities would have been \$24.1 million for 2009 compared with \$27.7 million for 2008. These charges relate primarily to expected future investigatory and remedial activities associated with past manufacturing operations and former waste disposal sites.

For 2009, other corporate and unallocated costs were \$63.1 million compared with \$58.6 million in 2008, an increase of \$4.5 million, or 8%. The increase was primarily due to higher asset retirement obligation charges of \$4.4 million, primarily related to increases in estimated costs for certain assets, increased legal and legal-related settlement expenses of \$3.3 million, which included costs for recovery actions for environmental costs previously incurred and expensed, increased consulting and professional fees of \$1.5 million and higher salary and benefit costs of \$1.3 million, partially offset by lower non-income taxes of \$5.1 million, primarily due to a favorable resolution of a Canadian capital tax matter, and decreased management incentive compensation costs of \$1.1 million, which includes mark-to-market adjustments on stock-based compensation.

2011 OUTLOOK

Net income in the first quarter of 2011 is projected to be in the \$0.20 to \$0.25 per diluted share range compared with \$0.18 per diluted share in the first quarter of 2010.

In Chlor Alkali Products, the first quarter of 2011 segment earnings are expected to improve compared to both the fourth quarter of 2010 earnings of \$36.5 million and the first quarter of 2010 earnings of \$10.6 million. The improved segment earnings anticipate higher ECU netbacks and chlorine and caustic soda shipment volumes. The Chlor Alkali Products' operating rate in the first quarter of 2011 is forecast to be in the 80% range, which is comparable to the fourth quarter of 2010 level of 80% and an improvement from the first quarter of 2010 level of 75%.

The fourth quarter of 2010 ECU netback was \$515. Business conditions improved throughout 2010, and Olin's quarterly chlor alkali operating rates improved year-over-year by at least 10% peaking in the third quarter of 2010 with a 91% operating rate during the summer demand season. A significant portion of the North American chlor alkali demand improvement came from exports of products made from chlorine, driven by the energy advantage North America enjoys by using natural gas as compared to crude oil. With demand for both chlorine and caustic soda improving, price increases were announced throughout the year. During the third quarter of 2010, three caustic soda price increases were announced totaling \$135 per ton. We believe that a portion of the \$135 per ton caustic soda price increases announced during the third quarter of 2010 will be realized. We anticipate some additional benefits from these price increases and from contracts that re-set on an annual basis to be realized in the first half of 2011. Additionally, we announced a \$40 per ton caustic soda price increase in January 2011. While the success of this \$40 per ton caustic soda price increase is not yet known, some portion of the benefits of this price increase, if realized, would impact our system beginning in the second quarter of 2011.

Bleach volumes in 2010 increased approximately 18% compared to 2009 levels as we began to see the benefits of our initiatives to ship bleach by rail. We have now experienced nine consecutive quarters, on a year-over-year basis, of volume growth in bleach shipments at a rate in excess of 10%. We are currently forecasting an additional 15% to 20% growth in bleach shipments in 2011 compared to 2010. During 2010, approximately 9% of our effective chlor

alkali capacity was consumed making bleach. The continuation of these initiatives and the start-up of our first low salt, high strength bleach facility in McIntosh, AL, which is expected during the third quarter of 2011, will drive future growth.

Winchester first quarter 2011 segment earnings are expected to be higher than the fourth quarter of 2010 segment earnings of \$3.6 million but lower than the first quarter of 2010 segment earnings of \$19.5 million. Higher commodity costs and lower levels of commercial demand than the prior year first quarter are expected to negatively impact first quarter of 2011 segment earnings. The higher than normal levels of commercial demand that began in the fourth quarter of 2008 continued through the second quarter of 2010. However, beginning with the third quarter of 2010, Winchester began to experience a decline in commercial demand from the 2009 levels.

Winchester's fourth quarter 2010 acquired cost of all commodity metals increased compared to fourth quarter 2009 levels. The price of copper increased 21%, the price of lead 7% and the price of zinc increased 18%. Winchester utilizes approximately three times as much lead as copper and three times as much copper as zinc. As we look forward into 2011, the price of copper will likely present a significant challenge. During the second half of 2010, there has been a steady rise in the average monthly price of copper from \$2.94 per pound in June to \$4.17 per pound in December, with daily spot prices in December approaching \$4.50 per pound. During January, copper prices have continued at the recent elevated levels and averaged \$4.35 per pound.

On November 3, 2010, we announced that we had made the decision to relocate Winchester centerfire ammunition operations from East Alton, IL to Oxford, MS. This relocation, when completed, is forecast to reduce Winchester's annual operating costs by approximately \$30 million. We also expect this relocation project to reduce Winchester's 2011 segment earnings before meaningful savings are realized beginning in 2013. The reduction to Winchester 2011 segment income for this relocation project is estimated to be \$4 million to \$5 million.

Without the recoveries of environmental costs incurred and expensed in prior periods, we anticipate that 2011 charges for environmental investigatory and remedial activities will be in the \$25 million range, which is comparable with the average environmental cost for the last 5 years, and higher than the 2010 level of \$16.3 million. We do believe that there are additional opportunities to recover environmental costs incurred and expensed in prior periods, but the timing and the amount of any additional recoveries are uncertain.

We expect defined benefit pension plan income in 2011 to be similar to the 2010 level. Based on the December 31, 2010 funding status, we will not be required to make any cash contributions to our domestic defined benefit pension plan in 2011. We do have a small Canadian defined benefit pension plan to which we made \$9.8 million and \$4.5 million of cash contributions in 2010 and 2009, respectively, and we anticipate cash contributions of less than \$5 million in 2011.

We believe the 2011 effective tax rate will be in the 36% to 37% range.

In 2011, we expect capital spending to be in the \$230 million to \$250 million range, which includes spending for the conversion of our Charleston, TN facility from mercury cell technology to membrane technology and the relocation of our Winchester centerfire ammunition manufacturing operations. The capital spending for the Winchester relocation will be partially financed by approximately \$31 million of grants provided by the State of Mississippi and local governments. Also, we expect to continue capital spending for the low salt, high strength bleach facility located at our McIntosh, AL site, which is expected to be completed in 2011. We expect 2011 depreciation expense to be approximately \$90 million.

ENVIRONMENTAL MATTERS

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Cash outlays (receipts):			
Remedial and investigatory spending (charged to reserve)	\$15.7	\$ 19.0	\$23.7
Recoveries from third parties	(7.2)	(82.1)	—
Capital spending	1.3	2.9	5.2
Plant operations (charged to cost of goods sold)	24.1	24.4	22.8
Total cash outlays (receipts)	<u>\$33.9</u>	<u>\$(35.8)</u>	<u>\$51.7</u>

Our liabilities for future environmental expenditures were as follows:

	<i>December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Beginning balance	\$166.1	\$158.9	\$155.6
Charges to income	16.3	24.1	27.7
Remedial and investigatory spending	(15.7)	(19.0)	(23.7)
Pioneer acquired liabilities	—	—	2.1
Currency translation adjustments	0.9	2.1	(2.8)
Ending balance	<u>\$167.6</u>	<u>\$166.1</u>	<u>\$158.9</u>

Total environmental-related cash outlays in 2010 increased compared to 2009 due to the lower recoveries from third parties of costs incurred and expensed in prior periods. Remedial and investigatory spending was lower in 2010 than 2009 due to completing a remedial action at a site in 2009 and principally completing an investigation at a former manufacturing site in 2009. Remedial and investigatory spending was lower in 2009 than 2008 due to reduced spending at two former Pioneer sites and principally completing an investigation at a former manufacturing site in 2009 partially offset by spending in 2009 to complete remedial action at a site. Total environmental-related cash outlays for 2011 are estimated to be approximately \$55 million, of which \$28 million is expected to be spent on investigatory and remedial efforts, \$3 million on capital projects and \$24 million on normal plant operations. Remedial and investigatory spending is anticipated to be higher in 2011 than 2010 due to the implementation of remedial actions at two former manufacturing sites and one former waste disposal site. Historically, we have funded our environmental capital expenditures through cash flow from operations and expect to do so in the future.

Cash outlays for remedial and investigatory activities associated with former waste sites and past operations were not charged to income but instead were charged to reserves established for such costs identified and expensed to income in prior years. Cash outlays for normal plant operations for the disposal of waste and the operation and maintenance of pollution control equipment and facilities to ensure compliance with mandated and voluntarily imposed environmental quality standards were charged to income.

In the United States, the establishment and implementation of federal, state, and local standards to regulate air, water and land quality affect substantially all of our manufacturing locations. Federal legislation providing for regulation of the manufacture, transportation, use, and disposal of hazardous and toxic substances, and remediation of contaminated sites, has imposed additional regulatory requirements on industry, particularly the chemicals industry. In addition, implementation of environmental laws, such as the Resource Conservation and Recovery Act and the Clean Air Act, has required and will continue to require new capital expenditures and will increase plant operating costs. Our Canadian facility is governed by federal environmental laws administered by Environment Canada and by provincial environmental laws enforced by administrative agencies. Many of these laws are comparable to the U.S. laws described above. We employ waste minimization and pollution prevention programs at our manufacturing sites.

We are party to various governmental and private environmental actions associated with past manufacturing facilities and former waste disposal sites. Associated costs of investigatory and remedial activities are provided for in

accordance with generally accepted accounting principles governing probability and the ability to reasonably estimate future costs. Our ability to estimate future costs depends on whether our investigatory and remedial activities are in preliminary or advanced stages. With respect to unasserted claims, we accrue liabilities for costs that, in our experience, we may incur to protect our interests against those unasserted claims. Our accrued liabilities for unasserted claims amounted to \$3.4 million at December 31, 2010. With respect to asserted claims, we accrue liabilities based on remedial investigation, feasibility study, remedial action and operation, maintenance and monitoring (OM&M) expenses that, in our experience, we may incur in connection with the asserted claims. Required site OM&M expenses are estimated and accrued in their entirety for required periods not exceeding 30 years, which reasonably approximates the typical duration of long-term site OM&M. Charges or credits to income for investigatory and remedial efforts were material to operating results in 2010, 2009 and 2008 and may be material to operating results in future years.

Environmental provisions charged (credited) to income, which are included in cost of goods sold, were as follows:

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Charges to income	\$16.3	\$ 24.1	\$27.7
Recoveries from third parties of costs incurred and expensed in prior periods	(7.2)	(82.1)	—
Total environmental expense (income)	<u>\$ 9.1</u>	<u>\$(58.0)</u>	<u>\$27.7</u>

These charges relate primarily to remedial and investigatory activities associated with past manufacturing operations and former waste disposal sites.

Our total estimated environmental liability at the end of 2010, was attributable to 68 sites, 17 of which were USEPA National Priority List (NPL) sites. Ten sites accounted for 78% of our environmental liability and, of the remaining 58 sites, no one site accounted for more than 3% of our environmental liability. At one of these ten sites, a remedial action plan is being implemented. At five of the ten sites, part of the site is subject to a remedial investigation and another part is in the long-term OM&M stage. At one of these ten sites, a remedial investigation is being performed. At one site, part of the site is subject to a remedial action plan and part of the site to long-term OM&M. The two remaining sites are in long-term OM&M. All ten sites are either associated with past manufacturing operations or former waste disposal sites. None of the ten largest sites represents more than 20% of the liabilities reserved on our consolidated balance sheet at December 31, 2010 for future environmental expenditures.

Our consolidated balance sheets included liabilities for future environmental expenditures to investigate and remediate known sites amounting to \$167.6 million at December 31, 2010, and \$166.1 million at December 31, 2009, of which \$139.6 million and \$131.1 million, respectively, were classified as other noncurrent liabilities. Our environmental liability amounts did not take into account any discounting of future expenditures or any consideration of insurance recoveries or advances in technology. These liabilities are reassessed periodically to determine if environmental circumstances have changed and/or remediation efforts and our estimate of related costs have changed. As a result of these reassessments, future charges to income may be made for additional liabilities. Of the \$167.6 million included on our consolidated balance sheet at December 31, 2010 for future environmental expenditures, we currently expect to utilize \$99.5 million of the reserve for future environmental expenditures over the next 5 years, \$20.8 million for expenditures 6 to 10 years in the future, and \$47.3 million for expenditures beyond 10 years in the future. These estimates are subject to a number of risks and uncertainties, as described in Item 1A “Risk Factors—Environmental Costs.”

Annual environmental-related cash outlays for site investigation and remediation, capital projects, and normal plant operations are expected to range between \$50 million to \$70 million over the next several years, \$20 million to \$40 million of which is for investigatory and remedial efforts, which are expected to be charged against reserves recorded on our balance sheet. While we do not anticipate a material increase in the projected annual level of our environmental-related cash outlays, there is always the possibility that such an increase may occur in the future in view of the uncertainties associated with environmental exposures. Environmental exposures are difficult to assess for numerous reasons, including the identification of new sites, developments at sites resulting from investigatory studies, advances in technology, changes in environmental laws and regulations and their application, changes in regulatory authorities, the scarcity of reliable data pertaining to identified sites, the difficulty in assessing the involvement and

financial capability of other PRPs, and our ability to obtain contributions from other parties and the lengthy time periods over which site remediation occurs. It is possible that some of these matters (the outcomes of which are subject to various uncertainties) may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations. At December 31, 2010, we estimate it is reasonably possible that we may have additional contingent environmental liabilities of \$50 million in addition to the amounts for which we have already recorded as a reserve.

LEGAL MATTERS AND CONTINGENCIES

We, and our subsidiaries, are defendants in various legal actions (including proceedings based on alleged exposures to asbestos) incidental to our past and current business activities. We describe some of these matters in “Item 3—Legal Proceedings.” At December 31, 2010 and 2009, our consolidated balance sheets included liabilities for these legal actions of \$18.1 million and \$15.8 million, respectively. These liabilities do not include costs associated with legal representation. Based on our analysis, and considering the inherent uncertainties associated with litigation, we do not believe that it is reasonably possible that these legal actions will materially adversely affect our financial statements or results of operations in the near term.

During the ordinary course of our business, contingencies arise resulting from an existing condition, situation, or set of circumstances involving an uncertainty as to the realization of a possible gain contingency. In certain instances such as environmental projects, we are responsible for managing the cleanup and remediation of an environmental site. There exists the possibility of recovering a portion of these costs from other parties. We account for gain contingencies in accordance with the provisions of ASC 450 “Contingencies” (ASC 450), formerly SFAS No. 5, “Accounting for Contingencies,” (SFAS No. 5), and therefore do not record gain contingencies and recognize income until it is earned and realizable.

LIQUIDITY, INVESTMENT ACTIVITY AND OTHER FINANCIAL DATA

Cash Flow Data

<i>Provided by (used for)</i>	<i>Years ended December 31,</i>		
	<i>2010</i>	<i>2009</i>	<i>2008</i>
	<i>(\$ in millions)</i>		
Net operating activities	\$ 115.5	\$ 200.2	\$ 115.6
Capital expenditures	(85.3)	(137.9)	(180.3)
Increase in restricted cash, net	(102.0)	—	—
Net investing activities	(159.7)	(87.7)	(156.0)
Long-term debt borrowings (repayments), net	96.3	150.3	(11.3)
Net financing activities	44.3	99.5	(19.1)

Operating Activities

For 2010, cash provided by operating activities decreased by \$84.7 million from 2009 primarily due to lower earnings partially offset by a smaller increase in working capital. In 2010, working capital increased \$9.7 million compared with an increase of \$22.6 million in 2009. Our days sales outstanding decreased by approximately two days compared to prior year. Accounts payable and accrued liabilities increased from December 31, 2009 by \$14.1 million. Inventories increased from December 31, 2009 by \$31.8 million, primarily due to higher commodity costs and a return to a more normal level of inventory at Winchester. The 2010 cash from operations was also affected by a \$27.0 million decrease in cash tax payments. In 2010, we made cash contributions to our foreign defined benefit pension plan of \$9.8 million.

For 2009, cash provided by operating activities increased by \$84.6 million from 2008 primarily due to a smaller increase in working capital than the prior year. In 2009, working capital increased \$22.6 million compared with an increase of \$97.8 million in 2008. Receivables decreased from December 31, 2008 by \$29.7 million, primarily due to lower sales. Our days sales outstanding was consistent with 2008. Accounts payable and accrued liabilities decreased from December 31, 2008 by \$43.5 million, primarily as a result of the timing of payments and a \$20.6 million payment for the final settlement of working capital on the sale of the Metals business, which was consistent with the estimated working capital adjustment we anticipated from the transaction. The 2009 cash from operations was also affected by a \$57.9 million decrease in cash tax payments. In 2009, we made cash contributions to our foreign defined benefit pension plan of \$4.5 million.

Capital Expenditures

Capital spending was \$85.3 million, \$137.9 million, and \$180.3 million in 2010, 2009 and 2008, respectively. The decreased capital spending in 2010 was primarily due to the St. Gabriel, LA conversion and expansion project, which was completed in the fourth quarter of 2009. Capital spending in 2010 included bleach manufacturing and bleach shipping by railroad expansion projects at three of our Chlor Alkali facilities. We initiated construction of a low salt, high strength bleach facility that will double the concentration of the bleach we manufacture and should reduce transportation costs. Capital spending for this project, which is expected to be in the \$17 million to \$20 million range, began in 2010 and is expected to be completed in 2011. Capital spending in 2009 included \$69.6 million for the St. Gabriel, LA facility conversion and expansion project and also increased investments in our bleach operations. The increase in 2008 was primarily due to spending of \$87.2 million for the St. Gabriel, LA facility conversion and expansion project and increased spending for a major maintenance capital project at our McIntosh, AL facility. Capital spending was 100%, 196%, and 265% of depreciation in 2010, 2009 and 2008, respectively.

In 2011, we expect our capital spending to be in the \$230 million to \$250 million range, which includes spending for the conversion of our Charleston, TN facility from mercury cell technology to membrane technology and the relocation of our Winchester centerfire ammunition manufacturing operations. The capital spending for the Winchester relocation will be partially financed by approximately \$31 million of grants provided by the State of Mississippi and local governments.

Investing Activities

In 2010, we drew \$117.0 million of Go Zone and Recovery Zone bonds and \$102.0 million of the associated cash was classified as a noncurrent asset on our consolidated balance sheet as restricted cash. The restricted cash is required to be used to fund capital projects in Alabama, Mississippi and Tennessee.

The 2010, 2009 and 2008 distributions from affiliated companies primarily reflected the cash impact of our share of SunBelt's earnings.

Financing Activities

In December 2010, we completed a financing of Recovery Zone bonds totaling \$83.0 million due 2033 and 2035. During December 2010, we drew the entire \$83.0 million of the bonds. The proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Charleston, TN facility mercury cell conversion and our Oxford, MS Winchester relocation.

In October 2010, we completed a financing of Go Zone and Recovery Zone bonds totaling \$70.0 million due 2024. During 2010, we drew \$34.0 million of the bonds. As of December 31, 2010, \$19.0 million of the proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for capital project spending at our McIntosh, AL facility.

In September 2010, we redeemed industrial revenue bonds totaling \$18.9 million, with maturity dates of February 2016 and March 2016. We paid a premium of \$0.4 million to the bond holders, which was included in interest expense. We also recognized a \$0.3 million deferred gain in interest expense related to the interest rate swaps, which were terminated in April 2010, on these industrial revenue bonds. In October 2010, we redeemed additional industrial revenue bonds totaling \$1.8 million, with a maturity date of October 2014.

In August 2009, we sold \$150.0 million of 2019 Notes with a maturity date of August 15, 2019. The 2019 Notes were issued at 99.19% of par value, providing a yield to maturity to investors of 9.0%. Interest is paid semi-annually in arrears on each February 15 and August 15. Proceeds of \$145.5 million, after expenses of \$3.3 million, from the 2019 Notes were used to further strengthen our long-term liquidity.

In February 2009, we reissued \$1.5 million of variable rate Mississippi industrial revenue bonds, which were redeemed by us at par value in October 2008. These were originally issued in 2005 in conjunction with our relocation of a portion of our Winchester operations to Oxford, MS.

In March 2008, we repaid industrial development and environmental improvement tax-exempt bonds, which matured totaling \$7.7 million that were issued through the parish of Calcasieu, LA and the town of McIntosh, AL. In January 2008, we repaid the remaining \$2.1 million of the 2.75% Convertible Senior Subordinated Notes due 2027 (Convertible Notes) acquired from Pioneer.

During 2010, 2009 and 2008, we issued 172,968; 27,685; and 1,757,276 shares with a total value of \$3.1 million, \$0.2 million and \$37.4 million, respectively, representing stock options exercised. In addition, during 2010, 2009 and 2008, we issued 548,553; 1,260,693; and 947,643 shares of common stock, respectively, with a total value of \$10.2 million, \$16.9 million and \$18.1 million, respectively, to the Olin CEOP. These shares were issued to satisfy the investment in our common stock resulting from employee contributions, our matching contributions, retirement contributions and re-invested dividends.

The percent of total debt to total capitalization increased to 37.4% at December 31, 2010, from 32.6% at year-end 2009 and 26.4% at year-end 2008. The 2010 increase from 2009 was due primarily to the higher level of long-term debt at December 31, 2010 resulting from the issuance of Go Zone and Recovery Zone bonds, partially offset by higher shareholders' equity resulting from the net income for the year ended December 31, 2010. The 2009 increase from 2008 was due primarily to the higher level of long-term debt at December 31, 2009 resulting from the issuance of the 2019 Notes in August 2009, partially offset by higher shareholders' equity resulting from the net income for the year ended December 31, 2009.

Dividends per common share were \$0.80 in 2010, 2009 and 2008. Total dividends paid on common stock amounted to \$63.3 million, \$62.5 million and \$60.6 million in 2010, 2009 and 2008, respectively.

The payment of cash dividends is subject to the discretion of our board of directors and will be determined in light of then-current conditions, including our earnings, our operations, our financial condition, our capital requirements and other factors deemed relevant by our board of directors. In the future, our board of directors may change our dividend policy, including the frequency or amount of any dividend, in light of then-existing conditions.

LIQUIDITY AND OTHER FINANCING ARRANGEMENTS

Our principal sources of liquidity are from cash and cash equivalents, restricted cash, cash flow from operations, and short-term borrowings under our senior revolving credit facility. Additionally, we believe that we have access to the debt and equity markets.

Cash flow from operations is variable as a result of both the seasonal and the cyclical nature of our operating results, which have been affected by seasonal and economic cycles in many of the industries we serve, such as the vinyls, urethanes, bleach, ammunition and pulp and paper. The seasonality of the ammunition business, which is typically driven by the fall hunting season, and the seasonality of the vinyls and bleach businesses, which are stronger in periods of warmer weather, typically cause working capital to fluctuate between \$50 million to \$100 million over the course of the year. Cash flow from operations is affected by changes in ECU selling prices caused by the changes in the supply/demand balance of chlorine and caustic soda, resulting in the chlor alkali business having significant leverage on our earnings and cash flow. For example, assuming all other costs remain constant and internal consumption remains approximately the same, a \$10 per ECU selling price change equates to an approximate \$17 million annual change in our revenues and pretax profit when we are operating at full capacity.

For 2010, cash provided by operating activities decreased by \$84.7 million from 2009 primarily due to lower earnings partially offset by a smaller increase in working capital. In 2010, working capital increased \$9.7 million compared with an increase of \$22.6 million in 2009. Our days sales outstanding decreased by approximately two days compared to prior year. Accounts payable and accrued liabilities increased from December 31, 2009 by \$14.1 million. Inventories increased from December 31, 2009 by \$31.8 million, primarily due to higher commodity costs and a return to a more normal level of inventory at Winchester. The 2010 cash from operations was also affected by a \$27.0 million decrease in cash tax payments. In 2010, we made cash contributions to our foreign defined benefit pension plan of \$9.8 million.

Capital spending was \$85.3 million, \$137.9 million, and \$180.3 million in 2010, 2009 and 2008, respectively. The decreased capital spending in 2010 was primarily due to the St. Gabriel, LA conversion and

expansion project, which was completed in the fourth quarter of 2009. Capital spending in 2010 included bleach manufacturing and bleach shipping by railroad expansion projects at three of our Chlor Alkali facilities. We initiated construction of a low salt, high strength bleach facility that will double the concentration of the bleach we manufacture and should reduce transportation costs. Capital spending for this project, which is expected to be in the \$17 million to \$20 million range, began in 2010 and is expected to be completed in 2011. Capital spending in 2009 included \$69.6 million for the St. Gabriel, LA facility conversion and expansion project and also increased investments in our bleach operations. The increase in 2008 was primarily due to spending of \$87.2 million for the St. Gabriel, LA facility conversion and expansion project and increased spending for a major maintenance capital project at our McIntosh, AL facility. Capital spending was 100%, 196%, and 265% of depreciation in 2010, 2009 and 2008, respectively.

The unrestricted cash balance for 2010 was approximately the same as 2009. Based on our December 31, 2010 cash balance of \$458.6 million, the restricted cash balance of \$102.0 million, the availability of approximately \$231.4 million of liquidity from our senior revolving credit facility, and the \$36.0 million not drawn from the Go Zone bonds issued in 2010, we believe we have sufficient liquidity to meet our short-term and long-term needs. Additionally, we believe that we have access to the debt and equity markets.

Since 2006, we held corporate debt securities with a par value of \$26.6 million. On October 1, 2008, the issuer of these debt securities announced it would cease trading and appoint a receiver as a result of financial market turmoil. The decline in the market value of the assets supporting these debt securities negatively impacted the liquidity of the issuer. We determined that these debt securities had no fair market value due to the actions taken by the issuer, turmoil in the financial markets, the lack of liquidity of the issuer, and the lack of trading in these debt securities. Because of the unlikelihood that these debt securities would recover in value, we recorded an after-tax impairment loss of \$26.6 million in other income (expense) in the third quarter of 2008. We are currently unable to utilize the capital loss resulting from the impairment of these corporate debt securities; therefore, no tax benefit has been recognized for the impairment loss. In October 2010, we recovered \$1.4 million from the investment in these corporate debt securities, which was recorded as a gain in other income (expense).

In December 2010, we completed a financing of Recovery Zone tax-exempt bonds totaling \$41.0 million due 2035. The bonds were issued by the Industrial Development Board of the County of Bradley and the City of Cleveland, TN (TN Authority) pursuant to a trust indenture between the TN Authority and U. S. Bank National Association, as trustee. The bonds were sold to PNC Bank, National Association (PNC Bank), as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated December 27, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by the TN Authority to us under a loan agreement, whereby we are obligated to make loan payments to the TN Authority sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on London InterBank Offered Rate (LIBOR). The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. During December 2010, we drew \$41.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending for our Charleston, TN facility mercury cell conversion. The proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Charleston, TN facility mercury cell conversion.

In December 2010, we completed a financing of Recovery Zone tax-exempt bonds totaling \$42.0 million due 2033. The bonds were issued by the Mississippi Business Finance Corporation (MS Finance) pursuant to a trust indenture between MS Finance and U. S. Bank National Association, as trustee. The bonds were sold to PNC Bank as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated December 1, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by MS Finance to us under a loan agreement, whereby we are obligated to make loan payments to MS Finance sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. During December 2010, we drew \$42.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending on our relocation of the Winchester centerfire ammunition

manufacturing operations from East Alton, IL to Oxford, MS. The proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Oxford, MS Winchester relocation.

In October 2010, we completed a financing of tax-exempt bonds totaling \$70.0 million due 2024. The bonds include \$50.0 million of Go Zone and \$20.0 million of Recovery Zone. The bonds were issued by the Industrial Development Authority of Washington County, AL (AL Authority) pursuant to a trust indenture between the AL Authority and U. S. Bank National Association, as trustee. The bonds were sold to PNC Bank as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated October 14, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by the AL Authority to us under a loan agreement, whereby we are obligated to make loan payments to the AL Authority sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. We have the option to borrow up to the entire \$70.0 million in a series of draw downs through December 31, 2011. During 2010, we drew \$34.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending at our McIntosh, AL facility. As of December 31, 2010, \$19.0 million of the proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for capital project spending at our McIntosh, AL facility.

In September 2010, we redeemed industrial revenue bonds totaling \$18.9 million, with maturity dates of February 2016 and March 2016. We paid a premium of \$0.4 million to the bond holders, which was included in interest expense. We also recognized a \$0.3 million deferred gain in interest expense related to the interest rate swaps, which were terminated in April 2010, on these industrial revenue bonds. In October 2010, we redeemed additional industrial revenue bonds totaling \$1.8 million, with a maturity date of October 2014.

In August 2009, we sold \$150.0 million of 2019 Notes with a maturity date of August 15, 2019. The 2019 Notes were issued at 99.19% of par value, providing a yield to maturity to investors of 9.0%. Interest is paid semi-annually in arrears on each February 15 and August 15. Proceeds of \$145.5 million, after expenses of \$3.3 million, from the 2019 Notes were used to further strengthen our long-term liquidity.

At December 31, 2010, we had \$231.4 million available under our \$240 million senior revolving credit facility, because we had issued \$8.6 million of letters of credit under a \$110 million subfacility. The senior revolving credit facility will expire in October 2012. We have the option to expand the \$240 million senior revolving credit facility by an additional \$60 million through adding a maximum of two additional lending institutions each year. Under the senior revolving credit facility, we may select various floating rate borrowing options. The actual interest rate paid on borrowings under the senior revolving credit facility is based on a pricing grid which is dependent upon the leverage ratio as calculated under the terms of the facility at the end of the prior fiscal quarter. The facility includes various customary restrictive covenants, including restrictions related to the ratio of debt to earnings before interest expense, taxes, depreciation and amortization (leverage ratio) and the ratio of earnings before interest expense, taxes, depreciation and amortization to interest expense (coverage ratio). Compliance with these covenants is determined quarterly based on the operating cash flows for the last four quarters. We were in compliance with all covenants and restrictions under all our outstanding credit agreements as of December 31, 2010 and 2009, and no event of default had occurred that would permit the lenders under our outstanding credit agreements to accelerate the debt if not cured. In the future, our ability to generate sufficient operating cash flows, among other factors, will determine the amounts available to be borrowed under these facilities. As of December 31, 2010, there were no covenants or other restrictions that limited our ability to borrow.

At December 31, 2010, we had total letters of credit of \$34.8 million outstanding, of which \$8.6 million were issued under our \$240 million senior revolving credit facility. In addition to our senior revolving credit facility, we have a \$25 million letter of credit facility, which we reduced from \$35 million during 2010. The letters of credit were used to support certain long-term debt and certain workers compensation insurance policies.

We had a \$75 million, 364-day accounts receivable securitization facility (Accounts Receivable Facility), renewable annually for five years, which would have expired in July 2012. During the second quarter of 2010, we

terminated the Accounts Receivable Facility. Based on the liquidity from cash and cash equivalents, cash flow from operations, and borrowings under our senior revolving credit facility, the Accounts Receivable Facility was no longer necessary. There had been no borrowings under the Accounts Receivable Facility since 2007. The Accounts Receivable Facility provided for the sale of our eligible trade receivables to a third party conduit through a wholly-owned, bankruptcy-remote, special purpose entity that was consolidated for financial statement purposes. The Accounts Receivable Facility contained specific covenants relating to the ability of the lender to obtain or maintain a first priority lien on the receivables. In addition, the Accounts Receivable Facility incorporated the leverage and coverage covenants that are contained in the senior revolving credit facility.

Our current debt structure is used to fund our business operations. As of December 31, 2010, we had long-term borrowings, including the current installment, of \$496.0 million of which \$119.9 million was at variable rates. Annual maturities of long-term debt are \$77.8 million in 2011, zero in 2012, \$11.4 million in 2013, zero in 2014 and 2015 and a total of \$406.8 million thereafter. In December 2011, we have \$77.8 million, including \$2.8 million of unrecognized gains related to interest rate swaps, of bonds that were issued in 2001 that will mature. It is currently our intention to redeem these bonds using our cash. Commitments from banks under our senior revolving credit facility and the additional \$36.0 million not drawn from the Go Zone bonds issued in 2010 are additional sources of liquidity.

We have entered into interest rate swaps on \$132.7 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. In April 2010, Citibank, N.A. terminated \$18.9 million of interest rate swaps on our industrial revenue bonds due in 2016. The result was a gain of \$0.4 million, which would have been recognized through 2016. In September 2010, the industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.3 million gain was recognized in interest expense during 2010. In March 2010, we entered into \$125.0 million of interest rate swaps on the 6.75% senior notes due 2016 (2016 Notes). The counterparty to the \$132.7 million agreements is Citibank, N.A., a major financial institution. We have designated the swap agreements as fair value hedges of the risk of changes in the value of fixed rate debt due to changes in interest rates for a portion of our fixed rate borrowings. Accordingly, the swap agreements have been recorded at their fair market value of \$5.3 million and are included in other assets on the accompanying consolidated balance sheet, with a corresponding increase in the carrying amount of the related debt. No gain or loss has been recorded as the contracts met the criteria to qualify for hedge accounting treatment with no ineffectiveness.

In 2001 and 2002, we entered into interest rate swaps on \$75 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A., a major financial institution. In January 2009, we entered into a \$75 million fixed interest rate swap with equal and opposite terms as the \$75 million variable interest rate swaps on the 9.125% senior notes due in 2011 (2011 Notes). We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to this agreement is Bank of America, a major financial institution. The result was a gain of \$7.9 million on the \$75 million variable interest rate swaps, which will be recognized through 2011. As of December 31, 2010, \$2.8 million of this gain was included in current installments of long-term debt. In January 2009, we de-designated our \$75 million interest rate swaps that had previously been designated as fair value hedges. The \$75 million variable interest rate swaps and the \$75 million fixed interest rate swap do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

We have registered an undetermined amount of securities with the SEC, so that, from time-to-time, we may issue debt securities, preferred stock and/or common stock and associated warrants in the public market under that registration statement.

OFF-BALANCE SHEET ARRANGEMENTS

Our operating lease commitments are primarily for railroad cars but also include distribution, warehousing and office space and data processing and office equipment. Virtually none of our lease agreements contain escalation clauses or step rent provisions. Assets under capital leases are not significant.

In conjunction with the St. Gabriel, LA conversion and expansion project, which was completed in the fourth quarter of 2009, we entered into a twenty-year brine and pipeline supply agreement with PetroLogistics Olefins, LLC (PetroLogistics). PetroLogistics installed, owns and operates, at its own expense, a pipeline supplying brine to the St. Gabriel, LA facility. Beginning November 2009, we are obligated to make a fixed annual payment over the life of the contract of \$2.0 million for use of the pipeline, regardless of the amount of brine purchased. We also have a minimum usage requirement for brine of \$8.4 million over the first five-year period of the contract. After the first five-year period, the contract contains a buy out provision exercisable by us for \$12.0 million.

On December 31, 1997, we entered into a long-term, sulfur dioxide supply agreement with Alliance Specialty Chemicals, Inc. (Alliance), formerly known as RFC SO₂, Inc. Alliance has the obligation to deliver annually 36,000 tons of sulfur dioxide. Alliance owns the sulfur dioxide plant, which is located at our Charleston, TN facility and is operated by us. The price for the sulfur dioxide is fixed over the life of the contract and, under the terms of the contract, we are obligated to make a monthly payment of \$0.2 million regardless of the amount of sulfur dioxide purchased. Commitments related to this agreement are \$2.4 million in 2011 and \$0.6 million in 2012. This supply agreement expires in 2012.

We and our partner, PolyOne, own equally SunBelt. Oxy Vinyls is required to purchase 250 thousand tons of chlorine based on a formula related to its market price. Prior to July 2007, PolyOne had an ownership interest in Oxy Vinyls. We market the excess chlorine and all of the caustic soda produced. The construction of this plant and equipment was financed by the issuance of \$195.0 million of Guaranteed Senior Secured Notes due 2017. SunBelt sold \$97.5 million of Guaranteed Senior Secured Notes due 2017, Series O, and \$97.5 million of Guaranteed Senior Secured Notes due 2017, Series G. We refer to these notes as the SunBelt Notes. The SunBelt Notes bear interest at a rate of 7.23% per annum payable semiannually in arrears on each June 22 and December 22.

We have guaranteed the Series O Notes, and PolyOne has guaranteed the Series G Notes, in both cases pursuant to customary guaranty agreements. Our guarantee and PolyOne's guarantee are several, rather than joint. Therefore, we are not required to make any payments to satisfy the Series G Notes guaranteed by PolyOne. An insolvency or bankruptcy of PolyOne will not automatically trigger acceleration of the SunBelt Notes or cause us to be required to make payments under our guarantee, even if PolyOne is required to make payments under its guarantee. However, if SunBelt does not make timely payments on the SunBelt Notes, whether as a result of a failure to pay on a guarantee or otherwise, the holders of the SunBelt Notes may proceed against the assets of SunBelt for repayment. If we were to make debt service payments under our guarantee, we would have a right to recover such payments from SunBelt.

Beginning on December 22, 2002 and each year through 2017, SunBelt is required to repay \$12.2 million of the SunBelt Notes, of which \$6.1 million is attributable to the Series O Notes. After the payment of \$6.1 million on the Series O Notes in December 2010, our guarantee of these notes was \$42.7 million. In the event SunBelt cannot make any of these payments, we would be required to fund the payment on the Series O Notes. In certain other circumstances, we may also be required to repay the SunBelt Notes prior to their maturity. We and PolyOne have agreed that, if we or PolyOne intend to transfer our respective interests in SunBelt and the transferring party is unable to obtain consent from holders of 80% of the aggregate principal amount of the indebtedness related to the guarantee being transferred after good faith negotiations, then we and PolyOne will be required to repay our respective portions of the SunBelt Notes. In such event, any make whole or similar penalties or costs will be paid by the transferring party.

Excluding our guarantee of the SunBelt Notes described above, our long-term contractual commitments, including the on and off-balance sheet arrangements, consisted of the following:

<u>Contractual Obligations</u>	<u>Payments Due by Period</u>				
	<u>Total</u>	<u>Less than 1 Year</u>	<u>1-3 Years</u>	<u>3-5 Years</u>	<u>More than 5 Years</u>
		(\$ in millions)			
Debt obligations	\$ 496.0	\$ 77.8	\$ 11.4	\$ —	\$406.8
Interest payments under debt obligations and interest rate swap agreements ^(a)	189.0	24.7	40.8	40.0	83.5
Contingent tax liability (FIN 48)	40.7	8.4	5.7	2.8	23.8
Qualified pension plan contributions ^(b)	3.1	3.1	—	—	—
Non-qualified pension plan payments	61.5	4.3	16.9	6.3	34.0
Postretirement benefit payments	73.8	6.6	11.3	10.4	45.5
Off-Balance Sheet Commitments:					
Noncancelable operating leases	221.3	40.0	66.9	47.9	66.5
Purchasing commitments:					
Raw materials	97.2	72.0	9.0	16.2	—
Utilities	2.0	1.3	0.4	0.3	—
Total	\$1,184.6	\$238.2	\$162.4	\$123.9	\$660.1

- (a) For the purposes of this table, we have assumed for all periods presented that there are no changes in the principal amount of any variable rate debt from the amounts outstanding on December 31, 2010 and that there are no changes in the rates from those in effect at December 31, 2010 which ranged from 0.34% to 9.125%.
- (b) These amounts are only estimated payments assuming an annual expected rate of return on pension plan assets of 8.5%, and a discount rate on pension plan obligations of 5.3%. These estimated payments are subject to significant variation and the actual payments may be more than the amounts estimated. Given the inherent uncertainty as to actual minimum funding requirements for qualified defined benefit pension plans, no amounts are included in this table for any period beyond one year. Based on the current funding requirements, we will not be required to make any cash contributions to the domestic defined benefit pension plan at least through 2011. We do have a small Canadian defined benefit pension plan to which we made \$9.8 million and \$4.5 million of cash contributions in 2010 and 2009, respectively, and we anticipate less than \$5 million of cash contributions in 2011. See discussion on “Pension Protection Act of 2006” amended by “The Worker, Retiree, and Employer Recovery Act” in “Pension Plans” in the notes to the consolidated financial statements.

Non-cancelable operating leases and purchasing commitments are utilized in our normal course of business for our projected needs. For losses that we believe are probable and which are estimable we have accrued for such amounts in our consolidated balance sheets. In addition to the table above, we have various commitments and contingencies including: defined benefit and postretirement healthcare plans (as described below), environmental matters (see “Environmental Matters” included in Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations”), and litigation claims (see Item 3—“Legal Proceedings”).

We have several defined benefit and defined contribution pension plans, as described in the “Pension Plans” note in the notes to consolidated financial statements. We fund the defined benefit pension plans based on the minimum amounts required by law plus such amounts we deem appropriate. We have postretirement healthcare plans that provide health and life insurance benefits to certain retired employees and their beneficiaries, as described in the “Postretirement Benefits” note in the notes to consolidated financial statements. These other postretirement plans are not pre-funded and expenses are paid by us as incurred.

We also have standby letters of credit of \$34.8 million of which \$8.6 million have been issued through our senior revolving credit facility. At December 31, 2010, we had \$231.4 million available under our senior revolving credit facility.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. Significant estimates in our consolidated financial statements include goodwill recoverability, environmental, restructuring and other unusual items, litigation, income tax reserves including deferred tax asset

valuation allowances, pension, postretirement and other benefits and allowance for doubtful accounts. We base our estimates on prior experience, facts and circumstances and other assumptions. Actual results may differ from these estimates.

We believe the following critical accounting policies affect the more significant judgments and estimates used in the preparation of the consolidated financial statements.

Goodwill

Goodwill is not amortized, but is reviewed annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred. Circumstances that could trigger an impairment test include but are not limited to: a significant adverse change in the business climate; a significant adverse legal judgment; adverse cash flow trends; an adverse action or assessment by a government agency; unanticipated competition; decline in our stock price; and a significant restructuring charge within a reporting unit. The annual impairment test involves the comparison of the estimated fair value of a reporting unit to its carrying amount. We define reporting units at the business segment level or one level below the business segment, which for our Chlor Alkali Products segment are the U.S. operations and Canadian operations. For purposes of testing goodwill for impairment, goodwill has been allocated to these reporting units to the extent it relates to each reporting unit.

We use a discounted cash flow approach to develop the estimated fair value of a reporting unit. Management judgment is required in developing the assumptions for the discounted cash flow model. We also corroborate our discounted cash flow analysis by evaluating a market-based approach that considers earnings before interest, taxes, depreciation and amortization (EBITDA) multiples from a representative sample of comparable public companies in the chemical industry. An impairment would be recorded if the carrying amount exceeded the estimated fair value. No impairment charges were recorded for 2010, 2009 or 2008.

The discount rate, profitability assumptions, terminal growth rate and cyclical nature of our chlor alkali business are the material assumptions utilized in the discounted cash flow model used to estimate the fair value of each reporting unit. The discount rate reflects a weighted-average cost of capital, which is calculated based on observable market data. Some of these data (such as the risk free or treasury rate and the pretax cost of debt) are based on the market data at a point in time. Other data (such as the equity risk premium) are based upon market data over time for a peer group of companies in the chemical manufacturing industry with a market capitalization premium added, as applicable.

The discounted cash flow analysis requires estimates, assumptions and judgments about future events. Our analysis uses our internally generated long-range plan. Our discounted cash flow analysis uses the assumptions in our long-range plan about terminal growth rates, forecasted capital expenditures, and changes in future working capital requirements to determine the implied fair value of each reporting unit. The long-range plan reflects management judgment, supplemented by independent chemical industry analyses which provide multi-year chlor alkali industry operating and pricing forecasts.

We believe the assumptions used in our discounted cash flow analysis are appropriate and result in reasonable estimates of the implied fair value of each reporting unit. However, given the economic environment and the uncertainties regarding the impact on our business, there can be no assurance that our estimates and assumptions, made for purposes of our goodwill impairment testing during the fourth quarter of 2010, will prove to be an accurate prediction of the future. In order to evaluate the sensitivity of the fair value calculations on the goodwill impairment test, we applied a hypothetical 10% decrease to the fair value of each reporting unit. In all cases, the estimated fair value of the reporting units exceeded the carrying value of the reporting units by a substantial amount. We also applied a hypothetical decrease of 100-basis points in our terminal growth rate or an increase of 100-basis points in our weighted-average cost of capital to test the fair value calculation. The estimated fair value of the reporting units derived in these calculations also exceeded our book value by a substantial amount for each of our reporting units. If our assumptions regarding forecasted sales or gross margins are not achieved, we may be required to record goodwill impairment charges in future periods. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

Environmental

Accruals (charges to income) for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based upon current law and existing technologies. These amounts, which are not discounted and are exclusive of claims against third parties, are adjusted periodically as assessments and remediation efforts progress or additional technical or legal information becomes available. Environmental costs are capitalized if the costs increase the value of the property and/or mitigate or prevent contamination from future operations. Environmental costs and recoveries are included in costs of goods sold.

Environmental exposures are difficult to assess for numerous reasons, including the identification of new sites, developments at sites resulting from investigatory studies, advances in technology, changes in environmental laws and regulations and their application, changes in regulatory authorities, the scarcity of reliable data pertaining to identified sites, the difficulty in assessing the involvement and financial capability of other PRPs and our ability to obtain contributions from other parties and the lengthy time periods over which site remediation occurs. It is possible that some of these matters (the outcomes of which are subject to various uncertainties) may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations.

Pension and Postretirement Plans

We account for our defined benefit pension plans and non-pension postretirement benefit plans using actuarial models required by ASC 715, formerly SFAS No. 87 "Employers' Accounting for Pensions" (SFAS No. 87) and SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other than Pension" (SFAS No. 106), respectively. These models use an attribution approach that generally spreads the financial impact of changes to the plan and actuarial assumptions over the average remaining service lives of the employees in the plan. Changes in liability due to changes in actuarial assumptions such as discount rate, rate of compensation increases and mortality, as well as annual deviations between what was assumed and what was experienced by the plan are treated as gains or losses. The principle underlying the required attribution approach is that employees render service over their average remaining service lives on a relatively smooth basis and, therefore, the accounting for benefits earned under the pension or non-pension postretirement benefits plans should follow the same relatively smooth pattern. Substantially all defined benefit pension plan participants are inactive; therefore, actuarial gains and losses are amortized based upon the remaining life expectancy of the inactive plan participants. For the years ended December 31, 2010 and 2009, the average remaining life expectancy of the inactive participants in the defined benefit pension plan was 19 years.

One of the key assumptions for the net periodic pension calculation is the expected long-term rate of return on plan assets, used to determine the "market-related value of assets." (The "market-related value of assets" recognizes differences between the plan's actual return and expected return over a five year period). The required use of an expected long-term rate of return on the market-related value of plan assets may result in recognized pension income that is greater or less than the actual returns of those plan assets in any given year. Over time, however, the expected long-term returns are designed to approximate the actual long-term returns and, therefore, result in a pattern of income and expense recognition that more closely matches the pattern of the services provided by the employees. As differences between actual and expected returns are recognized over five years, they subsequently generate gains and losses that are subject to amortization over the average remaining life expectancy of the inactive plan participants, as described in the preceding paragraph.

We use long-term historical actual return information, the mix of investments that comprise plan assets, and future estimates of long-term investment returns and inflation by reference to external sources to develop the expected return on plan assets as of December 31.

The discount rate assumptions used for pension and non-pension postretirement benefit plan accounting reflect the rates available on high-quality fixed-income debt instruments on December 31 of each year. The rate of compensation increase is based upon our long-term plans for such increases. For retiree medical plan accounting, we review external data and our own historical trends for healthcare costs to determine the healthcare cost trend rates.

Changes in pension costs may occur in the future due to changes in these assumptions resulting from economic events. For example, holding all other assumptions constant, a 100-basis point decrease or increase in the assumed rate of return on plan assets would have decreased or increased, respectively, the 2010 defined benefit pension plan income

by approximately \$15.8 million. Holding all other assumptions constant, a 50-basis point decrease in the discount rate used to calculate pension income for 2010 and the projected benefit obligation as of December 31, 2010 would have decreased pension income by \$0.6 million and increased the projected benefit obligation by \$86.0 million. A 50-basis point increase in the discount rate used to calculate pension income for 2010 and the projected benefit obligation as of December 31, 2010 would have increased pension income by \$2.2 million and decreased the projected benefit obligation by \$94.0 million. For additional information on long-term rates of return, discount rates and projected healthcare costs projections, see “Pension Plans” and “Postretirement Benefits” in the notes to the consolidated financial statements.

NEW ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-06 “Improving Disclosures About Fair Value Measurements” (ASU 2010-06), which amends ASC 820 “Fair Value Measurements and Disclosures” (ASC 820). This update adds new fair value disclosure requirements about transfers into and out of Level 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements related to Level 3 measurements. This update expands disclosures on valuation techniques and inputs used to measure fair value. This update is effective for fiscal years beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements, which will be effective for fiscal years beginning after December 15, 2010. We adopted the provisions of ASU 2010-06 on January 1, 2010, except for the requirement to provide the additional Level 3 activity, which will be adopted in 2011. As of December 31, 2010, we had no assets or liabilities recorded at fair value using Level 3 measurements. The adoption of this update did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, “Accounting for Transfers of Financial Assets” (SFAS No. 166), which was incorporated into ASC 860 “Transfers and Servicing” (ASC 860) and SFAS No. 167, “Amendments to FASB Interpretation No. 46(R)” (SFAS No. 167), which was incorporated into ASC 810 “Consolidation” (ASC 810). These statements changed the way entities account for securitizations and special-purpose entities. The new standards eliminate existing exceptions, strengthen the standards relating to securitizations and special-purpose entities, and enhance disclosure requirements. These statements became effective for us on January 1, 2010. The adoption of these statements did not have a material effect on our consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, “Subsequent Events” (SFAS No. 165), which was incorporated into ASC 855 “Subsequent Events” (ASC 855). ASC 855 provides guidance on management’s assessment of subsequent events. The statement is not expected to significantly change practice because its guidance is similar to that in American Institute of Certified Public Accountants Professional Standards U.S. Auditing Standards Section 560, “Subsequent Events,” with some modifications. This statement became effective for us on June 15, 2009. The adoption of this statement did not have a material effect on our consolidated financial statements. In February 2010, the FASB issued ASU 2010-09 “Subsequent Events—Amendments to Certain Recognition and Disclosure Requirements,” which removed the requirements in ASC 855 for an SEC filer to disclose the date through which subsequent events have been evaluated for both issued and revised financial statements. This update became effective upon issuance for us and the adoption of this update did not have a material effect on our consolidated financial statements.

DERIVATIVE FINANCIAL INSTRUMENTS

ASC 815 “Derivatives and Hedging” (ASC 815), formerly SFAS No. 133, required an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. We use hedge accounting treatment for substantially all of our business transactions whose risks are covered using derivative instruments. The accounting treatment of changes in fair value is dependent upon whether or not a derivative instrument is designated as a hedge and, if so, the type of hedge. For derivatives designated as a fair value hedge, the changes in the fair value of both the derivative and the hedged item are recognized in earnings. For derivatives designated as a cash flow hedge, the change in fair value of the derivative is recognized in other comprehensive loss until the hedged item is recognized in earnings. Ineffective portions are recognized currently in earnings. Unrealized gains and losses on derivatives not qualifying for hedge accounting are recognized currently in earnings. All derivatives recognized in earnings impact the expense line item on our consolidated statement of operations that is consistent with the nature of the underlying hedged item.

We enter into forward sales and purchase contracts to manage currency risk resulting from purchase and sale commitments denominated in foreign currencies (principally Canadian dollar and Euro). All of the currency derivatives expire within one year and are for United States dollar equivalents. At December 31, 2010 and 2009, we had forward contracts to sell foreign currencies with a notional value of zero and \$0.3 million, respectively. At December 31, 2010 and 2009, we had forward contracts to buy foreign currencies with a notional value of \$0.3 million and \$1.7 million, respectively.

We use cash flow hedges for certain raw material and energy costs such as copper, zinc, lead, electricity, and natural gas to provide a measure of stability in managing our exposure to price fluctuations associated with forecasted purchases of raw materials and energy costs used in our manufacturing process. For derivative instruments that are designated and qualify as a cash flow hedge, the change in fair value of the derivative is recognized as a component of other comprehensive loss until the hedged item is recognized into earnings. Gains and losses on the derivatives representing hedge ineffectiveness are recognized currently in earnings. Gains on settled futures contracts were \$8.8 million (\$5.4 million, net of taxes) in 2010, which were included in cost of goods sold. Losses on settled futures contracts were \$20.4 million, (\$12.5 million, net of taxes) and \$8.1 million (\$5.0 million, net of taxes) in 2009 and 2008, respectively, which were included in cost of goods sold. At December 31, 2010, we had open positions in futures contracts through 2013 totaling \$53.4 million (2009—\$61.4 million). If all open futures contracts had been settled on December 31, 2010, we would have recognized a pretax gain of \$18.8 million.

At December 31, 2010, accumulated other comprehensive loss included a gain, net of taxes, in fair value on commodity forward contracts of \$11.6 million. If commodity prices were to remain at the levels they were at December 31, 2010, approximately \$8.5 million of deferred gains, net of tax, would be reclassified into earnings during the next twelve months. The actual effect on earnings will be dependent on commodity prices when the forecasted transactions occur. At December 31, 2009, accumulated other comprehensive loss included a gain, net of taxes, in fair value on commodity forward contracts of \$11.6 million.

We use interest rate swaps as a means of managing interest expense and floating interest rate exposure to optimal levels. The accounting for gains and losses associated with changes in fair value of the derivative and the effect on the consolidated financial statements will depend on the hedge designation and whether the hedge is effective in offsetting changes in fair value of cash flows of the asset or liability being hedged. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. We include the gain or loss on the hedged items (fixed-rate borrowings) in the same line item, interest expense, as the offsetting loss or gain on the related interest rate swaps. As of December 31, 2010 and 2009, the total notional amount of our interest rate swaps designated as fair value hedges were \$132.7 million and \$26.6 million, respectively.

In 2001 and 2002, we entered into interest rate swaps on \$75 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. In January 2009, we entered into a \$75 million fixed interest rate swap with equal and opposite terms as the \$75 million variable interest rate swaps on the 2011 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The result was a gain of \$7.9 million on the \$75 million variable interest rate swaps, which will be recognized through 2011. As of December 31, 2010, \$2.8 million of this gain was included in current installments of long-term debt. In January 2009, we de-designated our \$75 million interest rate swaps that had previously been designated as fair value hedges. The \$75 million variable interest rate swaps and the \$75 million fixed interest rate swap do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

The fair value of our derivative asset and liability balances were:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Other current assets	\$20.7	\$17.5
Other assets	5.3	7.4
Total derivative asset	<u>\$26.0</u>	<u>\$24.9</u>
Current installments of long-term debt	\$ 2.8	\$ —
Accrued liabilities	1.4	0.1
Other liabilities	—	0.9
Long-term debt	5.3	6.9
Total derivative liability	<u>\$ 9.5</u>	<u>\$ 7.9</u>

The ineffective portion of changes in fair value resulted in zero, \$0.1 million and zero credited to earnings for the years ended December 31, 2010, 2009 and 2008, respectively.

Our foreign currency forward contracts, certain commodity derivatives, and our \$75 million fixed and variable interest rate swaps did not meet the criteria to qualify for hedge accounting. The effect on operating results of items not qualifying for hedge accounting was a charge of \$0.8 million for 2010, \$2.7 million for 2009 and zero for 2008.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the normal course of our business operations due to our purchases of certain commodities, our ongoing investing and financing activities, and our operations that use foreign currencies. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies and procedures governing our management of market risks and the use of financial instruments to manage exposure to such risks.

Energy costs including electricity used in our Chlor Alkali Products segment, and certain raw materials and energy costs, namely copper, lead, zinc, electricity, and natural gas used primarily in our Winchester segment are subject to price volatility. Depending on market conditions, we may enter into futures contracts and put and call option contracts in order to reduce the impact of commodity price fluctuations. As of December 31, 2010, we maintained open positions on futures contracts totaling \$53.4 million (\$61.4 million at December 31, 2009). Assuming a hypothetical 10% increase in commodity prices, which are currently hedged, as of December 31, 2010, we would experience a \$5.3 million (\$6.1 million at December 31, 2009) increase in our cost of inventory purchased, which would be substantially offset by a corresponding increase in the value of related hedging instruments.

We are exposed to changes in interest rates primarily as a result of our investing and financing activities. The effect of interest rates on investing activity is not material to our consolidated financial position, results of operations, or cash flows. Our current debt structure is used to fund business operations, and commitments from banks under our senior revolving credit facility are a source of liquidity. As of December 31, 2010, we had long-term borrowings of \$496.0 million (\$398.4 million at December 31, 2009) of which \$119.9 million (\$4.7 million at December 31, 2009) was issued at variable rates. As a result of the amount of variable-rate financings compared to our fixed-rate financings, we entered into floating interest rate swaps in order to manage interest expense and floating interest rate exposure to optimal levels. We have entered into \$132.7 million of such swaps, whereby we agree to pay variable rates to a counterparty who, in turn, pays us fixed rates. In April 2010, Citibank, N.A. terminated \$18.9 million of interest rate swaps on our industrial revenue bonds due in 2016. The result was a gain of \$0.4 million, which would have been recognized through 2016. In September 2010, the industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.3 million gain was recognized in interest expense during 2010. In March 2010, we entered into \$125.0 million of interest rate swaps on the 2016 Notes. The counterparty to the \$132.7 million agreements is Citibank, N.A., a major financial institution. In all cases the underlying index for the variable rates is six-month LIBOR. Accordingly, payments are settled every six months and the terms of the swaps are the same as the underlying debt instruments.

In 2001 and 2002, we entered into interest rate swaps on \$75 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A. In January 2009, we entered into a \$75 million fixed interest rate swap with equal and opposite terms as the \$75 million variable interest rate swaps on the 2011 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to this agreement is Bank of America, a major financial institution. The result was a gain of \$7.9 million on the \$75 million variable interest rate swaps, which will be recognized through 2011. As of December 31, 2010, \$2.8 million of this gain was included in current installments of long-term debt.

Assuming no changes in the \$119.9 million of variable-rate debt levels from December 31, 2010, we estimate that a hypothetical change of 100-basis points in the LIBOR interest rates from 2010 would impact annual interest expense by \$1.2 million.

The following table reflects the swap activity related to certain debt obligations:

<u>Underlying Debt Instrument</u>	<u>Swap Amount</u> (\$ in millions)	<u>Date of Swap</u>	<u>December 31, 2010</u>
9.125%, due 2011	\$50.0	December 2001	Olin Pays Floating Rate: 3.92%
9.125%, due 2011	\$25.0	March 2002	3.25 - 4.25% ^(a)
6.75%, due 2016	\$65.0	March 2010	3.25 - 4.25% ^(a)
6.75%, due 2016	\$60.0	March 2010	3.25 - 4.25% ^(a)
Industrial development obligation at a fixed interest rate of 6.625% due 2017	\$ 7.7	March 2002	0.72% Olin Receives Floating Rate:
9.125%, due 2011	\$75.0	January 2009	7.35%

(a) Actual rate is set in arrears. We project the rate will fall within the range shown.

These interest rate swaps reduced interest expense by \$7.0 million, \$3.0 million and \$2.4 million in 2010, 2009 and 2008, respectively.

If the actual change in interest or commodities pricing is substantially different than expected, the net impact of interest rate risk or commodity risk on our cash flow may be materially different than that disclosed above.

We do not enter into any derivative financial instruments for speculative purposes.

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS:

This report includes forward-looking statements. These statements relate to analyses and other information that are based on management's beliefs, certain assumptions made by management, forecasts of future results and current expectations, estimates and projections about the markets and economy in which we and our various segments operate. The statements contained in this report that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties.

We have used the words "anticipate," "intend," "may," "expect," "believe," "should," "plan," "estimate," "project," "forecast," and variations of such words and similar expressions in this report to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control. Therefore, actual outcomes and results may differ materially from those matters expressed or implied in such forward-looking statements. We undertake no obligation to update publicly any forward-looking statements, whether as a result of future events, new information or otherwise.

The risks, uncertainties, and assumptions involved in our forward-looking statements include those discussed under Item 1A. Risk Factors. You should consider all of our forward-looking statements in light of these factors. In addition, other risks and uncertainties not presently known to us or that we consider immaterial could affect the accuracy of our forward-looking statements.

Item 8. CONSOLIDATED FINANCIAL STATEMENTS AND
SUPPLEMENTARY DATA

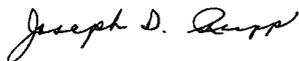
MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Olin Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. Olin's internal control system was designed to provide reasonable assurance to the company's management and board of directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation, and may not prevent or detect all misstatements.

The management of Olin Corporation has assessed the effectiveness of the company's internal control over financial reporting as of December 31, 2010. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework* to guide our analysis and assessment. Based on our assessment as of December 31, 2010, the company's internal control over financial reporting was effective based on those criteria.

Our independent registered public accountants, KPMG LLP, have audited and issued a report on our internal controls over financial reporting, which appears in this Form 10-K.



Chairman, President and Chief Executive Officer



Senior Vice President and Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of Olin Corporation:

We have audited the accompanying consolidated balance sheets of Olin Corporation and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2010. We also have audited Olin Corporation's internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Olin Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Olin Corporation and subsidiaries as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Olin Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control—Integrated Framework* issued by the COSO.

KPMG LLP

St. Louis, Missouri
February 23, 2011

CONSOLIDATED BALANCE SHEETS

December 31

(\$ in millions, except share data)

	2010	2009
Assets		
Current assets:		
Cash and cash equivalents	\$ 458.6	\$ 458.5
Receivables, net:		
Trade	167.9	155.2
Other	19.0	28.1
Income taxes receivable	6.1	19.4
Inventories	155.6	123.8
Current deferred income taxes	46.0	50.5
Other current assets	29.6	24.8
Total current assets	882.8	860.3
Property, plant and equipment, net	675.0	695.4
Prepaid pension costs	16.3	5.0
Restricted cash	102.0	—
Other assets	72.3	71.0
Goodwill	300.3	300.3
Total assets	\$2,048.7	\$1,932.0
Liabilities and Shareholders' Equity		
Current liabilities:		
Current installments of long-term debt	\$ 77.8	\$ —
Accounts payable	115.5	117.8
Accrued liabilities	197.7	193.1
Total current liabilities	391.0	310.9
Long-term debt	418.2	398.4
Accrued pension liability	58.6	56.6
Deferred income taxes	23.5	25.8
Other liabilities	327.1	318.0
Total liabilities	1,218.4	1,109.7
Commitments and contingencies		
Shareholders' equity:		
Common stock, par value \$1 per share:		
Authorized, 120,000,000 shares;		
Issued and outstanding, 79,579,363 shares (78,721,979 in 2009)	79.6	78.7
Additional paid-in capital	842.3	823.1
Accumulated other comprehensive loss	(261.8)	(248.2)
Retained earnings	170.2	168.7
Total shareholders' equity	830.3	822.3
Total liabilities and shareholders' equity	\$2,048.7	\$1,932.0

The accompanying notes to consolidated financial statements are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

Years ended December 31

(In millions, except per share data)

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Sales	\$1,585.9	\$1,531.5	\$1,764.5
Operating expenses:			
Cost of goods sold	1,349.9	1,222.7	1,377.2
Selling and administration	134.4	135.3	137.3
Restructuring charge	34.2	—	—
Other operating income	<u>2.5</u>	<u>9.1</u>	<u>1.2</u>
Operating income	69.9	182.6	251.2
Earnings of non-consolidated affiliates	29.9	37.7	39.4
Interest expense	25.4	11.6	13.3
Interest income	1.0	1.1	6.2
Other income (expense)	<u>1.5</u>	<u>0.1</u>	<u>(26.0)</u>
Income before taxes	76.9	209.9	257.5
Income tax provision	12.1	74.2	99.8
Net income	<u>\$ 64.8</u>	<u>\$ 135.7</u>	<u>\$ 157.7</u>
Net income per common share:			
Basic	<u>\$ 0.82</u>	<u>\$ 1.74</u>	<u>\$ 2.08</u>
Diluted	<u>\$ 0.81</u>	<u>\$ 1.73</u>	<u>\$ 2.07</u>
Average common shares outstanding:			
Basic	<u>79.2</u>	<u>78.1</u>	<u>75.8</u>
Diluted	<u>79.9</u>	<u>78.3</u>	<u>76.1</u>

The accompanying notes to consolidated financial statements are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(\$ in millions, except per share data)

	<i>Common Stock</i>		<i>Additional Paid-In Capital</i>	<i>Accumulated Other Comprehensive Loss</i>	<i>Retained Earnings (Accumulated Deficit)</i>	<i>Total Shareholders' Equity</i>
	<i>Shares Issued</i>	<i>Par Value</i>				
Balance at January 1, 2008	74,504,054	\$74.5	\$742.0	\$(151.2)	\$ (1.6)	\$663.7
Comprehensive income:						
Net income	—	—	—	—	157.7	157.7
Translation adjustment	—	—	—	(3.9)	—	(3.9)
Net unrealized losses	—	—	—	(26.0)	—	(26.0)
Pension and postretirement liability adjustment, net	—	—	—	(99.4)	—	(99.4)
Amortization of prior service costs and actuarial losses, net	—	—	—	11.1	—	11.1
Comprehensive income						39.5
Dividends paid:						
Common stock (\$0.80 per share)	—	—	—	—	(60.6)	(60.6)
Common stock issued for:						
Stock options exercised	1,757,276	1.8	35.6	—	—	37.4
Employee benefit plans	947,643	0.9	17.2	—	—	18.1
Other transactions	95,371	0.1	2.1	—	—	2.2
Stock-based compensation	—	—	4.7	—	—	4.7
Balance at December 31, 2008	77,304,344	77.3	801.6	(269.4)	95.5	705.0
Comprehensive income:						
Net income	—	—	—	—	135.7	135.7
Translation adjustment	—	—	—	4.6	—	4.6
Net unrealized gains	—	—	—	36.6	—	36.6
Pension and postretirement liability adjustment, net	—	—	—	(27.3)	—	(27.3)
Amortization of prior service costs and actuarial losses, net	—	—	—	7.3	—	7.3
Comprehensive income						156.9
Dividends paid:						
Common stock (\$0.80 per share)	—	—	—	—	(62.5)	(62.5)
Common stock issued for:						
Stock options exercised	27,685	—	0.2	—	—	0.2
Employee benefit plans	1,260,693	1.3	15.6	—	—	16.9
Other transactions	129,257	0.1	2.4	—	—	2.5
Stock-based compensation	—	—	3.3	—	—	3.3
Balance at December 31, 2009	78,721,979	78.7	823.1	(248.2)	168.7	822.3
Comprehensive income:						
Net income	—	—	—	—	64.8	64.8
Translation adjustment	—	—	—	0.9	—	0.9
Pension and postretirement liability adjustment, net	—	—	—	(26.0)	—	(26.0)
Amortization of prior service costs and actuarial losses, net	—	—	—	11.5	—	11.5
Comprehensive income						51.2
Dividends paid:						
Common stock (\$0.80 per share)	—	—	—	—	(63.3)	(63.3)
Common stock issued for:						
Stock options exercised	172,968	0.2	2.9	—	—	3.1
Employee benefit plans	548,553	0.6	9.6	—	—	10.2
Other transactions	135,863	0.1	2.2	—	—	2.3
Stock-based compensation	—	—	4.5	—	—	4.5
Balance at December 31, 2010	<u>79,579,363</u>	<u>\$79.6</u>	<u>\$842.3</u>	<u>\$(261.8)</u>	<u>\$170.2</u>	<u>\$830.3</u>

The accompanying notes to consolidated financial statements are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31
(\$ in millions)

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Operating Activities			
Net income	\$ 64.8	\$ 135.7	\$ 157.7
Adjustments to reconcile net income to net cash and cash equivalents provided by (used for) operating activities:			
Earnings of non-consolidated affiliates	(29.9)	(37.7)	(39.4)
Other operating income—(gains) losses on disposition of property, plant and equipment	(1.1)	(6.5)	0.7
Stock-based compensation	6.7	5.8	6.3
Depreciation and amortization	86.9	71.7	69.6
Deferred taxes	11.2	72.3	11.0
Write-off of equipment and facility included in restructuring charge	17.5	—	—
Qualified pension plan contributions	(9.8)	(4.5)	—
Qualified pension plan income	(21.6)	(21.8)	(11.6)
Impairment of investment in corporate debt securities	—	—	26.6
Common stock issued under employee benefit plans	1.0	2.1	2.7
Change in assets and liabilities:			
Receivables	(3.6)	29.7	(9.5)
Income taxes receivable	13.3	(20.0)	(1.0)
Inventories	(31.8)	7.6	(25.0)
Other current assets	(1.7)	3.6	3.8
Accounts payable and accrued liabilities	14.1	(43.5)	(66.1)
Other assets	2.0	(2.1)	3.8
Other noncurrent liabilities	(2.0)	10.2	(14.5)
Other operating activities	(0.5)	(2.4)	0.5
Net operating activities	<u>115.5</u>	<u>200.2</u>	<u>115.6</u>
Investing Activities			
Capital expenditures	(85.3)	(137.9)	(180.3)
Proceeds from disposition of property, plant and equipment	3.1	8.5	0.6
Distributions from affiliated companies, net	23.6	37.1	27.6
Increase in restricted cash, net	(102.0)	—	—
Other investing activities	0.9	4.6	(3.9)
Net investing activities	<u>(159.7)</u>	<u>(87.7)</u>	<u>(156.0)</u>
Financing Activities			
Long-term debt:			
Borrowings	117.0	150.3	—
Repayments	(20.7)	—	(11.3)
Issuance of common stock	9.2	14.8	15.4
Stock options exercised	2.9	0.2	31.9
Excess tax benefits from stock options exercised	0.2	—	5.5
Dividends paid	(63.3)	(62.5)	(60.6)
Deferred debt issuance costs	(1.0)	(3.3)	—
Net financing activities	<u>44.3</u>	<u>99.5</u>	<u>(19.1)</u>
Net increase (decrease) in cash and cash equivalents	0.1	212.0	(59.5)
Cash and cash equivalents, beginning of year	458.5	246.5	306.0
Cash and cash equivalents, end of year	<u>\$ 458.6</u>	<u>\$ 458.5</u>	<u>\$ 246.5</u>
Cash paid (received) for interest and income taxes:			
Interest	<u>\$ 24.6</u>	<u>\$ 13.9</u>	<u>\$ 15.9</u>
Income taxes, net of refunds	<u>\$ (5.9)</u>	<u>\$ 21.1</u>	<u>\$ 79.0</u>

The accompanying notes to consolidated financial statements are an integral part of the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DESCRIPTION OF BUSINESS

Olin Corporation is a Virginia corporation, incorporated in 1892. We are a manufacturer concentrated in two business segments: Chlor Alkali Products and Winchester. Chlor Alkali Products, with nine U.S. manufacturing facilities and one Canadian manufacturing facility, produces chlorine and caustic soda, sodium hydrosulfite, hydrochloric acid, hydrogen, bleach products and potassium hydroxide. Winchester, with its principal manufacturing facility in East Alton, IL, produces and distributes sporting ammunition, reloading components, small caliber military ammunition and components, and industrial cartridges.

ACCOUNTING POLICIES

The preparation of the consolidated financial statements requires estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. Actual results could differ from those estimates.

Basis of Presentation

The consolidated financial statements include the accounts of Olin Corporation and all majority-owned subsidiaries. Investment in our 50% owned affiliate and other affiliates are accounted for on the equity method. Accordingly, we include only our share of earnings or losses of these affiliates in consolidated net income. Certain reclassifications were made to prior year amounts to conform to the 2010 presentation.

Revenue Recognition

Revenues are recognized on sales of product at the time the goods are shipped and the risks of ownership have passed to the customer. Shipping and handling fees billed to customers are included in sales. Allowances for estimated returns, discounts and rebates are recognized when sales are recorded and are based on various market data, historical trends and information from customers. Actual returns, discounts and rebates have not been materially different from estimates.

Cost of Goods Sold and Selling and Administration Expenses

Cost of goods sold includes the costs of inventory sold, related purchasing, distribution and warehousing costs, costs incurred for shipping and handling, depreciation and amortization expense related to these activities, and environmental remediation costs and recoveries. Selling and administration expenses include personnel costs associated with sales, marketing and administration, research and development, legal and legal-related costs, consulting and professional services fees, advertising expenses, depreciation expense related to these activities and other similar costs and foreign currency translation.

Other Operating Income

Other operating income consists of miscellaneous operating income items, which are related to our business activities, and gains (losses) on disposition of property, plant and equipment.

Included in other operating income were the following:

	<i>Years Ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Gains (losses) on disposition of property, plant and equipment	\$ 1.1	\$1.6	\$(0.9)
Amortization of 2007 gain on intangible asset sale (recognized through 2012)	1.2	1.1	1.0
Sale of land	—	3.7	0.2
Gain on disposition of former manufacturing facility	—	1.2	—
Sale of other assets	—	0.8	—
Other	0.2	0.7	0.9
Other operating income	<u>\$ 2.5</u>	<u>\$9.1</u>	<u>\$ 1.2</u>

The gains on disposition of property, plant and equipment in 2010 and 2009 were primarily associated with the St. Gabriel, LA facility conversion and expansion project, which was completed in the fourth quarter of 2009.

Other Income (Expense)

Other income (expense) consists of non-operating income items which are not related to our primary business activities. Other income (expense) in 2010 included a \$1.4 million recovery from a \$26.6 million investment in corporate debt securities, whose full value was written off in 2008.

Foreign Currency Translation

The functional currency for our Canadian subsidiaries is the U.S. dollar; accordingly, gains and losses resulting from balance sheet translations are included in selling and administration. Other foreign affiliates' balance sheet amounts are translated at the exchange rates in effect at year-end, and operations statement amounts are translated at the average rates of exchange prevailing during the year. Translation adjustments are included in accumulated other comprehensive loss.

Cash and Cash Equivalents

All highly liquid investments, with a maturity of three months or less at the date of purchase, are considered to be cash equivalents.

Short-Term Investments

We classify our marketable securities as available-for-sale, which are reported at fair market value with unrealized gains and losses included in accumulated other comprehensive loss, net of applicable taxes. The fair value of marketable securities is determined by quoted market prices. Realized gains and losses on sales of investments, as determined on the specific identification method, and declines in value of securities judged to be other-than-temporary are included in other income (expense) in the consolidated statements of operations. Interest and dividends on all securities are included in interest income and other income (expense), respectively.

Allowance for Doubtful Accounts Receivable

We evaluate the collectibility of accounts receivable based on a combination of factors. We estimate an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience. This estimate is periodically adjusted when we become aware of a specific customer's inability to meet its financial obligations (e.g., bankruptcy filing) or as a result of changes in the overall aging of accounts receivable. While we have a large number of customers that operate in diverse businesses and are geographically dispersed, a general economic downturn in any of the industry segments in which we operate could result in higher than expected defaults, and, therefore, the need to revise estimates for the provision for doubtful accounts could occur.

Inventories

Inventories are valued at the lower of cost or market, with cost being determined principally by the dollar value last-in, first-out (LIFO) method of inventory accounting. Cost for other inventories has been determined principally by the average-cost (primarily operating supplies, spare parts and maintenance parts) method. Elements of costs in inventories include raw materials, direct labor and manufacturing overhead.

Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets. Interest costs incurred to finance expenditures for major long-term construction projects are capitalized as part of the historical cost and included in property, plant and equipment and are depreciated over the useful lives of the related assets. Leasehold improvements are amortized over the term of the lease or the estimated useful life of the improvement, whichever is shorter. Start-up costs are expensed as incurred. Expenditures for maintenance and repairs are charged to expense when incurred while the costs of significant improvements, which extend the useful life of the underlying asset, are capitalized.

Property, plant and equipment are reviewed for impairment when conditions indicate that the carrying values of the assets may not be recoverable. Such impairment conditions include an extended period of idleness or a plan of disposal. If such impairment indicators are present or other factors exist that indicate that the carrying amount of an asset may not be recoverable, we determine whether impairment has occurred through the use of an undiscounted cash

flow analysis at the lowest level for which identifiable cash flows exist. The amount of impairment loss, if any, is measured by the difference between the net book value of the assets and the estimated fair value of the related assets.

Restricted Cash

Restricted cash, which is restricted as to withdrawal or usage, is classified separately from cash and cash equivalents on our consolidated balance sheet. A portion of the proceeds of the bonds issued by Alabama, Mississippi and Tennessee, along with their accrued interest income, remain with a trustee and are classified on our consolidated balance sheet as a noncurrent asset until such time as we request reimbursement of qualifying amounts used to fund capital projects in Alabama, Mississippi and Tennessee.

Asset Retirement Obligations

We record the fair value of an asset retirement obligation associated with the retirement of a tangible long-lived asset as a liability in the period incurred. The liability is measured at discounted fair value and is adjusted to its present value in subsequent periods as accretion expense is recorded. The corresponding asset retirement costs are capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset's useful life. Asset retirement obligations are reviewed annually in the fourth quarter and/or when circumstances or other events indicate that changes underlying retirement assumptions may have occurred.

The activity of our asset retirement obligation was as follows:

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Beginning balance	\$70.2	\$ 72.1
Accretion	5.0	5.0
Spending	(9.9)	(10.9)
Currency translation adjustments	0.6	1.3
Adjustments	4.6	2.7
Ending balance	<u>\$70.5</u>	<u>\$ 70.2</u>

At December 31, 2010 and 2009, our consolidated balance sheets included an asset retirement obligation of \$56.8 million and \$53.1 million, respectively, which were classified as other noncurrent liabilities.

In 2010, we had net adjustments that increased the asset retirement obligation by \$4.6 million, which included a restructuring charge of \$6.7 million related to the acceleration of costs for our Charleston, TN facility and our Augusta, GA facility. This charge was offset by decreases in estimated costs for certain assets and lower spending than expected on projects completed in 2010.

In 2009, we had net adjustments that increased the asset retirement obligation by \$2.7 million, which were primarily comprised of increases in estimated costs for certain assets.

Comprehensive Income (Loss)

Accumulated other comprehensive loss consists of foreign currency translation adjustments, pension and postretirement liability adjustments, amortization of prior service costs and actuarial losses, net unrealized gains (losses) on derivative contracts, and net unrealized gains (losses) on marketable securities. We do not provide for U.S. income taxes on foreign currency translation adjustments since we do not provide for such taxes on undistributed earnings for foreign subsidiaries that have been permanently reinvested.

Goodwill

Goodwill is not amortized, but is reviewed annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred. Circumstances that could trigger an impairment test include but are not limited to: a significant adverse change in the business climate; a significant adverse legal judgment; adverse cash flow trends; an adverse action or assessment by a government agency; unanticipated competition; decline in our

stock price; and a significant restructuring charge within a reporting unit. The annual impairment test involves the comparison of the estimated fair value of a reporting unit to its carrying amount. We define reporting units at the business segment level or one level below the business segment, which for our Chlor Alkali Products segment are the U.S. operations and Canadian operations. For purposes of testing goodwill for impairment, goodwill has been allocated to these reporting units to the extent it relates to each reporting unit. The fair value is determined based on a variety of assumptions including estimated future cash flows of the reporting unit, discount rates and comparable company trading multiples. An impairment would be recorded if the carrying amount exceeded the estimated fair value. No impairment charges were recorded for 2010, 2009 or 2008.

We use a discounted cash flow approach “income approach” to develop the estimated fair value of a reporting unit. Management judgment is required in developing the assumptions for the discounted cash flow model. We also corroborate our discounted cash flow analysis by evaluating a market-based approach that considers earnings before interest, taxes, depreciation and amortization (EBITDA) multiples from a representative sample of comparable public companies in the chemical industry. An impairment would be recorded if the carrying amount exceeded the estimated fair value.

The discount rate, profitability assumptions, terminal growth rate and cyclical nature of our chlor alkali business are the material assumptions utilized in the discounted cash flow model used to estimate the fair value of each reporting unit. The discount rate reflects a weighted-average cost of capital, which is calculated based on observable market data. Some of these data (such as the risk free or treasury rate and the pretax cost of debt) are based on the market data at a point in time. Other data (such as the equity risk premium) are based upon market data over time for a peer group of companies in the chemical manufacturing industry with a market capitalization premium added, as applicable.

The discounted cash flow analysis requires estimates, assumptions and judgments about future events. Our analysis uses our internally generated long-range plan. Our discounted cash flow analysis uses the assumptions in our long-range plan about terminal growth rates, forecasted capital expenditures, and changes in future working capital requirements to determine the implied fair value of each reporting unit. The long-range plan reflects management judgment, supplemented by independent chemical industry analyses which provide multi-year chlor alkali industry operating and pricing forecasts.

All of our recorded goodwill, which is associated with acquisitions, is included in the Chlor Alkali Products segment. Given the economic environment and the uncertainties regarding the impact on our business, there can be no assurance that our estimates and assumptions, made for purposes of our goodwill impairment testing during the fourth quarter of 2010, will prove to be an accurate prediction of the future. If our assumptions regarding forecasted sales or gross margins are not achieved, we may be required to record goodwill impairment charges in future periods. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

Other Assets

Included in other assets were the following:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Investments in non-consolidated affiliates	\$25.9	\$19.6
Intangible assets (less accumulated amortization of \$5.0 million and \$3.5 million, respectively)	15.2	16.7
Deferred debt issuance costs	16.4	17.4
Interest rate swaps	5.3	7.4
Other	9.5	9.9
Other assets	<u>\$72.3</u>	<u>\$71.0</u>

The August 31, 2007 valuation of identifiable intangible assets that were obtained from the Pioneer acquisition included \$19.0 million associated with customers, customer contracts and relationships, and \$1.2 million associated

with internally developed and purchased software. These assets are being amortized over fifteen years and five years, respectively, on a straight-line basis. Amortization expense was \$1.5 million in 2010, 2009 and 2008. Intangible assets are reviewed annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred.

Environmental Liabilities and Expenditures

Accruals (charges to income) for environmental matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, based upon current law and existing technologies. These amounts, which are not discounted and are exclusive of claims against third parties, are adjusted periodically as assessment and remediation efforts progress or additional technical or legal information becomes available. Environmental costs are capitalized if the costs increase the value of the property and/or mitigate or prevent contamination from future operations.

Income Taxes

Deferred taxes are provided for differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. A valuation allowance is provided to offset deferred tax assets if, based on the available evidence, it is more likely than not that some or all of the value of the deferred tax assets will not be realized.

Derivative Financial Instruments

We are exposed to market risk in the normal course of our business operations due to our purchases of certain commodities, our ongoing investing and financing activities, and our operations that use foreign currencies. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies and procedures governing our management of market risks and the use of financial instruments to manage exposure to such risks. We use hedge accounting treatment for substantially all of our business transactions whose risks are covered using derivative instruments. The hedge accounting treatment provides for the deferral of gains or losses (included in other comprehensive loss) on derivative instruments until such time as the related transactions occur.

Concentration of Credit Risk

Accounts receivable is the principal financial instrument which subjects us to a concentration of credit risk. Credit is extended based upon the evaluation of a customer's financial condition and, generally, collateral is not required. Concentrations of credit risk with respect to receivables are somewhat limited due to our large number of customers, the diversity of these customers' businesses and the geographic dispersion of such customers. The majority of our accounts receivable are derived from sales denominated in U.S. dollars. We maintain an allowance for doubtful accounts based upon the expected collectibility of all trade receivables.

Fair Value

Fair value is defined as the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties or the amount that would be paid to transfer a liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity.

Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820, formerly SFAS No. 157, and directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities, are as follows:

Level 1—Inputs were unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2—Inputs (other than quoted prices included in Level 1) were either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3—Inputs reflected management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration was given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

Retirement-Related Benefits

We account for our defined benefit pension plans and non-pension postretirement benefit plans using actuarial models required by ASC 715, formerly SFAS No. 87 and SFAS No. 106, respectively. These models use an attribution approach that generally spreads the financial impact of changes to the plan and actuarial assumptions over the average remaining service lives of the employees in the plan. Changes in liability due to changes in actuarial assumptions such as discount rate, rate of compensation increases and mortality, as well as annual deviations between what was assumed and what was experienced by the plan are treated as gains or losses. The principle underlying the required attribution approach is that employees render service over their average remaining service lives on a relatively smooth basis and, therefore, the accounting for benefits earned under the pension or non-pension postretirement benefits plans should follow the same relatively smooth pattern. Substantially all defined benefit pension plan participants are inactive; therefore, actuarial gains and losses are amortized based upon the remaining life expectancy of the inactive plan participants. For the years ended December 31, 2010 and 2009, the average remaining life expectancy of the inactive participants in the defined benefit pension plan was 19 years.

One of the key assumptions for the net periodic pension calculation is the expected long-term rate of return on plan assets, used to determine the "market-related value of assets." The "market-related value of assets" recognizes differences between the plan's actual return and expected return over a five year period. The required use of an expected long-term rate of return on the market-related value of plan assets may result in a recognized pension income that is greater or less than the actual returns of those plan assets in any given year. Over time, however, the expected long-term returns are designed to approximate the actual long-term returns and, therefore, result in a pattern of income and expense recognition that more closely matches the pattern of the services provided by the employees. As differences between actual and expected returns are recognized over five years, they subsequently generate gains and losses that are subject to amortization over the average remaining life expectancy of the inactive plan participants, as described in the preceding paragraph.

We use long-term historical actual return information, the mix of investments that comprise plan assets, and future estimates of long-term investment returns and inflation by reference to external sources to develop the expected return on plan assets as of December 31.

The discount rate assumptions used for pension and non-pension postretirement benefit plan accounting reflect the rates available on high-quality fixed-income debt instruments on December 31 of each year. The rate of compensation increase is based upon our long-term plans for such increases. For retiree medical plan accounting, we review external data and our own historical trends for healthcare costs to determine the healthcare cost trend rates.

Stock-Based Compensation

We measure the cost of employee services received in exchange for an award of equity instruments, such as stock options, performance shares, and restricted stock, based on the grant-date fair value of the award. This cost is recognized over the period during which an employee is required to provide service in exchange for the award, the requisite service period (usually the vesting period). An initial measurement is made of the cost of employee services received in exchange for an award of liability instruments based on its current fair value and the value of that award is subsequently remeasured at each reporting date through the settlement date. Changes in fair value of liability awards during the requisite service period are recognized as compensation cost over that period.

The fair value of each option granted, which typically vests ratably over three years, but not less than one year, was estimated on the date of grant, using the Black-Scholes option-pricing model with the following weighted-average assumptions used:

	2010	2009	2008
Dividend yield	4.32%	4.26%	4.34%
Risk-free interest rate	3.00%	2.32%	3.21%
Expected volatility	42%	40%	32%
Expected life (years)	7.0	7.0	7.0
Grant fair value (per option)	\$ 4.61	\$ 3.85	\$ 4.52
Exercise price	\$ 15.68	\$ 14.28	\$ 20.29
Shares granted	803,750	866,250	523,350

Dividend yield was based on a historical average. Risk-free interest rate was based on zero coupon U.S. Treasury securities rates for the expected life of the options. Expected volatility was based on our historical stock price movements, as we believe that historical experience is the best available indicator of the expected volatility. Expected life of the option grant was based on historical exercise and cancellation patterns, as we believe that historical experience is the best estimate for future exercise patterns.

RECENT ACCOUNTING PRONOUNCEMENTS

In January 2010, the FASB issued ASU 2010-06, which amends ASC 820. This update adds new fair value disclosure requirements about transfers into and out of Level 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements related to Level 3 measurements. This update expands disclosures on valuation techniques and inputs used to measure fair value. This update is effective for fiscal years beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchases, sales, issuances, and settlements, which will be effective for fiscal years beginning after December 15, 2010. We adopted the provisions of ASU 2010-06 on January 1, 2010, except for the requirement to provide the additional Level 3 activity, which will be adopted in 2011. As of December 31, 2010, we had no assets or liabilities recorded at fair value using Level 3 measurements. The adoption of this update did not have a material effect on our consolidated financial statements.

In June 2009, the FASB issued SFAS No. 166, which was incorporated into ASC 860, and SFAS No. 167, which was incorporated into ASC 810. These statements changed the way entities account for securitizations and special-purpose entities. The new standards eliminate existing exceptions, strengthen the standards relating to securitizations and special-purpose entities, and enhance disclosure requirements. These statements became effective for us on January 1, 2010. The adoption of these statements did not have a material effect on our consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, which was incorporated into ASC 855. ASC 855 provides guidance on management's assessment of subsequent events. The statement is not expected to significantly change practice because its guidance is similar to that in American Institute of Certified Public Accountants Professional Standards U.S. Auditing Standards Section 560, "Subsequent Events," with some modifications. This statement became effective for us on June 15, 2009. The adoption of this statement did not have a material effect on our consolidated financial statements. In February 2010, the FASB issued ASU 2010-09 "Subsequent Events—Amendments to Certain Recognition and Disclosure Requirements," which removed the requirements in ASC 855 for an SEC filer to disclose the date through which subsequent events have been evaluated for both issued and revised financial statements. This update became effective upon issuance for us and the adoption of this update did not have a material effect on our consolidated financial statements.

RESTRUCTURING CHARGE

On December 9, 2010 our board of directors approved a plan to convert the 260,000 tons of mercury cell capacity at our Charleston, TN facility to 200,000 tons of membrane capacity capable of producing both potassium hydroxide and caustic soda. The project has an estimated capital cost of approximately \$160 million. The board of directors also approved plans to reconfigure our Augusta, GA facility to manufacture bleach and distribute caustic soda, while discontinuing chlor alkali manufacturing at this site. This action will reduce our chlor alkali manufacturing capacity by 100,000 tons. We based our decision on several factors. First, over the past eighteen months we have experienced a steady increase in the number of customers unwilling to accept our products manufactured using mercury cell technology. Second, there is federal legislation that was passed in 2008 governing the treatment of mercury that significantly limits our recycling options after December 31, 2012. We concluded that exiting mercury cell technology production after 2012 represented an unacceptable future cost risk. Further, the conversion of the Charleston, TN plant to membrane technology will reduce the electricity usage per ECU produced

by approximately 25% and the configuration of the new plant will result in an increase in our capacity to produce potassium hydroxide. The decision to reconfigure the Augusta, GA facility to manufacture bleach and distribute caustic soda removes the highest cost production capacity from our system. We currently expect to complete these conversions by the end of 2012. We recorded a pretax restructuring charge of \$28.0 million in the fourth quarter of 2010. The restructuring charge included write-off of equipment and facility costs of \$17.5 million, acceleration of asset retirement obligations of \$6.7 million, employee severance and related benefit costs of \$2.8 million, and lease and other contract termination costs of \$1.0 million. We expect to incur additional charges related to the implementation of plans to exit the use of mercury cell technology in the chlor alkali manufacturing process over the next several years; however, at this time, we are not able to estimate the extent of any additional expenses that may be incurred in connection with the implementation of the exit plans.

On November 3, 2010 we announced that we made the decision to relocate Winchester centerfire ammunition operations from East Alton, IL to Oxford, MS. This relocation, when completed, is forecast to reduce Winchester's annual operating costs by approximately \$30 million. Consistent with this decision we have initiated an estimated \$110 million five-year project, which includes approximately \$80 million of capital spending. The State of Mississippi and local governments have provided incentives which should offset approximately 40 percent of the capital spending. We recorded a pretax restructuring charge of \$6.2 million in the fourth quarter of 2010. The restructuring charge included employee severance and related benefit costs of \$3.2 million and a non-cash pension and other postretirement benefits curtailment charge of \$3.0 million. We expect to incur additional charges related to the transfer of these operations over the next several years; however, at this time, we are not able to estimate the extent of any additional expenses that may be incurred in connection with the relocation.

The following table summarizes the major components of the 2010 restructuring charge and the remaining balances as of December 31, 2010:

	<i>2010 Restructuring Charge</i>	<i>Amounts Utilized</i>	<i>Accrued Restructuring Costs</i>
	<i>(\$ in millions)</i>		
Write-off of equipment and facility	\$17.5	\$(17.5)	\$—
Facility exit costs (asset retirement obligations)	6.7	(6.7)	—
Employee severance and job related benefits	6.0	—	6.0
Pension and other postretirement benefits curtailment	3.0	(3.0)	—
Lease and other contract termination costs	1.0	—	1.0
	<u>\$34.2</u>	<u>\$(27.2)</u>	<u>\$ 7.0</u>

As of December 31, 2010, we have not incurred any cash expenditures related to the 2010 restructuring charge. The majority of the remaining balance of \$7.0 million of the 2010 restructuring charge is expected to be paid out in 2012 through 2015.

EARNINGS PER SHARE

Basic and diluted income per share are computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per share reflects the dilutive effect of stock-based compensation.

<i>Computation of Income per Share</i>	<i>Years ended December 31,</i>		
	<i>2010</i>	<i>2009</i>	<i>2008</i>
	<i>(\$ and shares in millions, except per share data)</i>		
Net income	\$64.8	\$135.7	\$157.7
Basic shares	79.2	78.1	75.8
Basic net income per share	<u>\$0.82</u>	<u>\$ 1.74</u>	<u>\$ 2.08</u>
Diluted shares:			
Basic shares	79.2	78.1	75.8
Stock-based compensation	0.7	0.2	0.3
Diluted shares	<u>79.9</u>	<u>78.3</u>	<u>76.1</u>
Diluted net income per share	<u>\$0.81</u>	<u>\$ 1.73</u>	<u>\$ 2.07</u>

The computation of dilutive shares from stock-based compensation does not include 0.6 million, 0.2 million and zero shares in 2010, 2009 and 2008, respectively, as their effect would have been anti-dilutive.

ALLOWANCE FOR DOUBTFUL ACCOUNTS RECEIVABLES

Allowance for doubtful accounts receivable consisted of the following:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Beginning balance	\$ 3.3	\$ 5.0
Provisions (credited) charged	(0.3)	6.4
Recoveries (write-offs), net	1.8	(8.1)
Ending balance	<u>\$ 4.8</u>	<u>\$ 3.3</u>

INVENTORIES

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Supplies	\$ 30.8	\$ 29.0
Raw materials	56.5	52.2
Work in process	24.7	23.0
Finished goods	<u>104.4</u>	<u>77.8</u>
	216.4	182.0
LIFO reserves	<u>(60.8)</u>	<u>(58.2)</u>
Inventories	<u>\$155.6</u>	<u>\$123.8</u>

Inventories valued using the LIFO method comprised 72% and 68% of the total inventories at December 31, 2010 and 2009, respectively. If the first-in, first-out (FIFO) method of inventory accounting had been used, inventories would have been \$60.8 million and \$58.2 million higher than that reported at December 31, 2010 and 2009, respectively.

PROPERTY, PLANT AND EQUIPMENT

	<i>Useful Lives</i>	<i>December 31,</i>	
		<u>2010</u>	<u>2009</u>
		<i>(\$ in millions)</i>	
Land and improvements to land	10-20 Years	\$ 141.5	\$ 140.0
Buildings and building equipment	10-25 Years	163.5	162.3
Machinery and equipment	3-12 Years	1,379.0	1,339.8
Leasehold improvements		2.1	1.9
Construction in progress		<u>57.0</u>	<u>52.7</u>
Property, plant and equipment		1,743.1	1,696.7
Accumulated depreciation		<u>(1,068.1)</u>	<u>(1,001.3)</u>
Property, plant and equipment, net		<u>\$ 675.0</u>	<u>\$ 695.4</u>

Depreciation expense was \$85.4 million, \$70.2 million, and \$68.1 million for 2010, 2009 and 2008, respectively. Leased assets capitalized and included above are not significant. Interest capitalized was \$0.9 million, \$9.7 million, and \$5.0 million for 2010, 2009 and 2008, respectively. Maintenance and repairs charged to operations amounted to \$128.8 million, \$135.0 million, and \$124.1 million in 2010, 2009 and 2008, respectively.

The consolidated statements of cash flows for the years ended December 31, 2010, 2009 and 2008, included a \$2.3 million, \$2.6 million and \$(16.2) million, respectively, increase (decrease) to capital expenditures, with the corresponding change to accounts payable and accrued liabilities, related to purchases of property, plant and equipment included in accounts payable at December 31, 2010, 2009 and 2008.

INVESTMENTS—AFFILIATED COMPANIES

We have a 50% ownership interest in SunBelt, which is accounted for using the equity method of accounting. The condensed financial positions and results of operations of SunBelt in its entirety were as follows:

<u>100% Basis</u>	<u>December 31,</u>		
	<u>2010</u>	<u>2009</u>	
	<i>(\$ in millions)</i>		
Condensed balance sheet data:			
Current assets	\$ 21.2	\$ 16.1	
Noncurrent assets	78.6	94.1	
Current liabilities	21.3	21.4	
Noncurrent liabilities	73.1	85.3	
	<u>Years Ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Condensed income statement data:			
Net sales	\$157.3	\$167.4	\$173.0
Gross profit	62.7	79.9	87.4
Net income	46.2	59.4	65.1

The amount of cumulative unremitted earnings of SunBelt was \$5.4 million and \$3.5 million at December 31, 2010 and 2009, respectively. We received distributions from SunBelt totaling \$22.1 million, \$34.4 million, and \$29.4 million in 2010, 2009 and 2008, respectively. We have not made any contributions in 2010, 2009 or 2008.

In accounting for our ownership interest in SunBelt, we adjust the reported operating results for depreciation expense in order to conform SunBelt's plant and equipment useful lives to ours. Beginning January 1, 2007, the original machinery and equipment of SunBelt had been fully depreciated in accordance with our useful asset lives, thus resulting in lower depreciation expense. The lower depreciation expense increased our share of SunBelt's operating results by \$3.5 million, \$3.5 million and \$4.8 million in 2010, 2009 and 2008, respectively. The operating results from Sunbelt included interest expense of \$3.5 million, \$4.0 million, and \$4.4 million in 2010, 2009 and 2008, respectively, on the SunBelt Notes. Finally, we provide various administrative, management and logistical services to SunBelt for which we received fees totaling \$9.0 million, \$8.4 million, and \$8.2 million in 2010, 2009 and 2008, respectively.

Pursuant to a note purchase agreement dated December 22, 1997, SunBelt sold \$97.5 million of Guaranteed Senior Secured Notes Due 2017, Series O, and \$97.5 million of Guaranteed Senior Secured Notes Due 2017, Series G. We refer to these notes as the SunBelt Notes. The SunBelt Notes bear interest at a rate of 7.23% per annum, payable semiannually in arrears on each June 22 and December 22.

We have guaranteed the Series O Notes, and PolyOne, our partner in this venture, has guaranteed the Series G Notes, in both cases pursuant to customary guarantee agreements. Our guarantee and PolyOne's guarantee are several, rather than joint. Therefore, we are not required to make any payments to satisfy the Series G Notes guaranteed by PolyOne. An insolvency or bankruptcy of PolyOne will not automatically trigger acceleration of the SunBelt Notes or cause us to be required to make payments under our guarantee, even if PolyOne is required to make payments under its guarantee. However, if SunBelt does not make timely payments on the SunBelt Notes, whether as a result of failure to pay on a guarantee or otherwise, the holders of the SunBelt Notes may proceed against the assets of SunBelt for repayment. If we were to make debt service payments under our guarantee, we would have a right to recover such payments from SunBelt.

Beginning on December 22, 2002 and each year through 2017, SunBelt is required to repay \$12.2 million of the SunBelt Notes, of which \$6.1 million is attributable to the Series O Notes. After the payment of \$6.1 million on the Series O Notes in December 2010, our guarantee of these notes was \$42.7 million. In the event SunBelt cannot make any of these payments, we would be required to fund the payment on the Series O Notes. In certain other circumstances, we may also be required to repay the SunBelt Notes prior to their maturity. We and PolyOne have agreed that, if we or PolyOne intend to transfer our respective interests in SunBelt and the transferring party is unable to obtain consent from holders of 80% of the aggregate principal amount of the indebtedness related to the guarantee

being transferred after good faith negotiations, then we and PolyOne will be required to repay our respective portions of the SunBelt Notes. In such event, any make whole or similar penalties or costs will be paid by the transferring party.

In addition to SunBelt, we have two other investments, which are accounted for under the equity method.

On November 16, 2007, we purchased for cash an \$11.6 million equity interest in a limited liability company that owns a bleach and related chemical manufacturing facility (bleach joint venture). As part of the investment we also entered into several commercial agreements, including agreements by which we will supply raw materials and services, and we will have marketing responsibility for bleach and caustic soda.

We hold a 9.1% limited partnership interest in Bay Gas Storage Company, Ltd. (Bay Gas), an Alabama limited partnership, in which EnergySouth, Inc. (EnergySouth), which was acquired in 2008 by Sempra Energy, is the general partner with interest of 90.9%. Bay Gas owns, leases, and operates underground gas storage and related pipeline facilities, which are used to provide storage in the McIntosh, AL area and delivery of natural gas to EnergySouth customers.

The following table summarizes our investments in our non-consolidated equity affiliates:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
SunBelt	\$ 0.1	\$ (4.1)
Bay Gas	14.8	12.6
Bleach joint venture	<u>11.0</u>	<u>11.1</u>
Investments in equity affiliates	<u>\$25.9</u>	<u>\$19.6</u>

The following table summarizes our equity earnings of non-consolidated affiliates:

	<i>Years Ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
SunBelt	\$26.6	\$33.2	\$37.3
Bay Gas	2.2	1.9	1.5
Bleach joint venture	<u>1.1</u>	<u>2.6</u>	<u>0.6</u>
Equity earnings of non-consolidated affiliates	<u>\$29.9</u>	<u>\$37.7</u>	<u>\$39.4</u>

We received net distributions from our non-consolidated affiliates of \$23.6 million, \$37.1 million, and \$27.6 million for 2010, 2009 and 2008, respectively.

DEBT

Credit Facility

At December 31, 2010 we had \$231.4 million available under our \$240 million senior revolving credit facility, because we had issued \$8.6 million of letters of credit under a \$110 million subfacility. The senior revolving credit facility will expire in October 2012. We have the option to expand the \$240 million senior revolving credit facility by an additional \$60 million through adding a maximum of two additional lending institutions each year. Under the senior revolving credit facility, we may select various floating rate borrowing options. The actual interest rate paid on borrowings under the senior revolving credit facility is based on a pricing grid which is dependent upon the leverage ratio as calculated under the terms of the facility at the end of the prior fiscal quarter. The facility includes various customary restrictive covenants, including restrictions related to the ratio of debt to earnings before interest expense, taxes, depreciation and amortization (leverage ratio) and the ratio of earnings before interest expense, taxes, depreciation and amortization to interest expense (coverage ratio). Compliance with these covenants is determined quarterly based on the operating cash flows for the last four quarters. We were in compliance with all covenants and restrictions under all our outstanding credit agreements as of December 31, 2010 and 2009, and no event of default had occurred that would permit the lenders under our outstanding credit agreements to accelerate the debt if not

cured. In the future, our ability to generate sufficient operating cash flows, among other factors, will determine the amounts available to be borrowed under these facilities. As of December 31, 2010, there were no covenants or other restrictions that limited our ability to borrow.

At December 31, 2010, we had total letters of credit of \$34.8 million outstanding, of which \$8.6 million were issued under our \$240 million senior revolving credit facility. In addition to our senior revolving credit facility, we have a \$25 million letter of credit facility, which we reduced from \$35 million during 2010. The letters of credit are used to support certain long-term debt and certain workers compensation insurance policies.

Long-Term Debt

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Notes payable:		
Variable-rate Go Zone bonds, due 2024 (1.76% at December 31, 2010) . . .	\$ 14.0	\$ —
Variable-rate Recovery Zone bonds, due 2024-2035 (1.76% at December 31, 2010)	103.0	—
9.125%, due 2011 (includes interest rate swaps of \$2.8 million in 2010 and \$5.5 million in 2009)	77.8	80.5
6.5%, due 2013	11.4	11.4
6.75%, due 2016 (includes interest rate swaps of \$4.6 million in 2010) . . .	129.6	125.0
8.875%, due 2019 (includes unamortized discount of \$1.1 million in 2010 and \$1.2 million in 2009)	148.9	148.8
Industrial development and environmental improvement obligations at a fixed interest rate of 6.625%, due 2017-2025 (includes interest rate swaps of \$0.7 million in 2010 and \$1.4 million in 2009)	<u>11.3</u>	<u>32.7</u>
Total debt	496.0	398.4
Amounts due within one year	<u>77.8</u>	<u>—</u>
Total long-term debt	<u>\$418.2</u>	<u>\$398.4</u>

In December 2010, we completed a financing of Recovery Zone tax-exempt bonds totaling \$41.0 million due 2035. The bonds were issued by the TN Authority pursuant to a trust indenture between the TN Authority and U.S. Bank National Association, as trustee. The bonds were sold to PNC Bank, as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated December 27, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by the TN Authority to us under a loan agreement, whereby we are obligated to make loan payments to the TN Authority sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. During December 2010, we drew \$41.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending for our Charleston, TN facility mercury cell conversion. The proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Charleston, TN facility mercury cell conversion.

In December 2010, we completed a financing of Recovery Zone tax-exempt bonds totaling \$42.0 million due 2033. The bonds were issued by MS Finance pursuant to a trust indenture between MS Finance and U.S. Bank National Association, as trustee. The bonds were sold to PNC Bank, as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated December 1, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by MS Finance to us under a loan agreement, whereby we are obligated to make loan payments to MS Finance sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. During December 2010, we drew \$42.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending on our relocation of the Winchester centerfire ammunition manufacturing operations from East Alton, IL to

Oxford, MS. The proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for the Oxford, MS Winchester relocation.

In October 2010, we completed a financing of tax-exempt bonds totaling \$70.0 million due 2024. The bonds include \$50.0 million of Go Zone and \$20.0 million of Recovery Zone. The bonds were issued by the AL Authority pursuant to a trust indenture between the AL Authority and U. S. Bank National Association, as trustee. The bonds were sold to PNC Bank, as administrative agent for itself and a syndicate of participating banks, in a private placement under a Credit and Funding Agreement dated October 14, 2010, between us and PNC Bank. Proceeds of the bonds will be loaned by the AL Authority to us under a loan agreement, whereby we are obligated to make loan payments to the AL Authority sufficient to pay all debt service and expenses related to the bonds. Our obligations under the loan agreement and related note bear interest at a fluctuating rate based on LIBOR. The financial covenants in the credit agreement mirror those in our senior revolving credit facility. The bonds may be tendered to us (without premium) periodically beginning November 1, 2015. We have the option to borrow up to the entire \$70.0 million in a series of draw downs through December 31, 2011. During 2010, we drew \$34.0 million of the bonds. The proceeds from the bonds are required to be used to fund capital project spending at our McIntosh, AL facility. As of December 31, 2010, \$19.0 million of the proceeds remain with the trustee and are classified as a noncurrent asset on our consolidated balance sheet as restricted cash, until such time as we request reimbursement of qualifying amounts used for capital project spending at our McIntosh, AL facility.

In September 2010, we redeemed industrial revenue bonds totaling \$18.9 million, with maturity dates of February 2016 and March 2016. We paid a premium of \$0.4 million to the bond holders, which was included in interest expense. We also recognized a \$0.3 million deferred gain in interest expense related to the interest rate swaps, which were terminated in April, 2010, on these industrial revenue bonds. In October 2010, we redeemed additional industrial revenue bonds totaling \$1.8 million, with a maturity date of October 2014.

In August 2009, we sold \$150.0 million of 2019 Notes with a maturity date of August 15, 2019. The 2019 Notes were issued at 99.19% of par value, providing a yield to maturity to investors of 9.0%. Interest is paid semi-annually in arrears on each February 15 and August 15. Proceeds of \$145.5 million, after expenses of \$3.3 million, from the 2019 Notes were used to further strengthen our long-term liquidity.

We had a \$75 million Accounts Receivable Facility, renewable annually for five years, which would have expired in July 2012. During the second quarter of 2010, we terminated the Accounts Receivable Facility. Based on the liquidity from cash and cash equivalents, cash flow from operations, and borrowings under our senior revolving credit facility, the Accounts Receivable Facility was no longer necessary. There had been no borrowings under the Accounts Receivable Facility since 2007. The Accounts Receivable Facility provided for the sale of our eligible trade receivables to a third party conduit through a wholly-owned, bankruptcy-remote, special purpose entity that was consolidated for financial statement purposes. The Accounts Receivable Facility contained specific covenants relating to the ability of the lender to obtain or maintain a first priority lien on the receivables. In addition, the Accounts Receivable Facility incorporated the leverage and coverage covenants that are contained in the senior revolving credit facility.

Annual maturities of long-term debt are \$77.8 million in 2011, zero in 2012, \$11.4 million in 2013, zero in 2014 and 2015 and a total of \$406.8 million thereafter.

As a result of the amount of variable-rate financings compared to our fixed-rate financings, we entered into floating interest rate swaps in order to manage interest expense and floating interest rate exposure to optimal levels. We have entered into swaps, as disclosed below, whereby we agree to pay variable and fixed rates to a counterparty who, in turn, pays us fixed and variable rates. In all cases the underlying index for variable rates is the six-month LIBOR. Accordingly, payments are settled every six months and the terms of the swaps are the same as the underlying debt instruments.

The following table reflects the swap activity related to certain debt obligations:

<u>Underlying Debt Instrument</u>	<u>Swap Amount</u> (\$ in millions)	<u>Date of Swap</u>	<u>December 31, 2010</u>
9.125%, due 2011	\$50.0	December 2001	Olin Pays Floating Rate: 3.92%
9.125%, due 2011	\$25.0	March 2002	3.25-4.25% ^(a)
6.75%, due 2016	\$65.0	March 2010	3.25-4.25% ^(a)
6.75%, due 2016	\$60.0	March 2010	3.25-4.25% ^(a)
Industrial development obligation at a fixed interest rate of 6.625% due 2017	\$ 7.7	March 2002	0.72%
9.125%, due 2011	\$75.0	January 2009	Olin Receives Floating Rate: 7.35%

(a) Actual rate is set in arrears. We project the rate will fall within the range shown.

In 2001 and 2002, we entered into interest rate swaps on \$75 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A., a major financial institution. In January 2009, we entered into a \$75 million fixed interest rate swap with equal and opposite terms as the \$75 million variable interest rate swaps on the 2011 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to this agreement is Bank of America, a major financial institution. The result was a gain of \$7.9 million on the \$75 million variable interest rate swaps, which will be recognized through 2011. As of December 31, 2010, \$2.8 million of this gain was included in current installments of long-term debt as an increase to the carrying amount of the 2011 Notes.

The remaining \$132.7 million of interest rate swaps have been designated as fair value hedges of the risk of changes in the value of our fixed-rate debt due to changes in interest rates, for a portion of our fixed-rate borrowings. Accordingly, the interest rate swaps have been recorded at their fair market value of \$5.3 million at December 31, 2010 and are included in other assets on the accompanying consolidated balance sheet, with a corresponding increase in the carrying amount of the related debt. No gain or loss has been recorded as the swaps meet the criteria to qualify for hedge accounting treatment with no ineffectiveness. The counterparty to these interest rate swap contracts is Citibank, N.A., a major financial institution.

Our loss in the event of nonperformance by these counterparties could be significant to our financial position and results of operations. These interest rate swaps reduced interest expense by \$7.0 million, \$3.0 million, and \$2.4 million for 2010, 2009 and 2008, respectively. The difference between interest paid and interest received is included as an adjustment to interest expense.

PENSION PLANS

Most of our employees participate in defined contribution pension plans. We provide a contribution to an individual retirement contribution account maintained with the CEOP primarily equal to 5% of the employee's eligible compensation if such employee is less than age 45, and 7.5% of the employee's eligible compensation if such employee is age 45 or older. Expenses of the defined contribution pension plans were \$13.3 million, \$12.7 million and \$11.3 million for 2010, 2009 and 2008, respectively.

A portion of our bargaining hourly employees continue to participate in our domestic defined benefit pension plans under a flat-benefit formula. Our funding policy for the defined benefit pension plans is consistent with the requirements of federal laws and regulations. Our foreign subsidiaries maintain pension and other benefit plans, which are consistent with statutory practices. Our defined benefit pension plan provides that if, within three years following a change of control of Olin, any corporate action is taken or filing made in contemplation of, among other things, a plan termination or merger or other transfer of assets or liabilities of the plan, and such termination, merger or transfer thereafter takes place, plan benefits would automatically be increased for affected participants (and retired participants) to absorb any plan surplus (subject to applicable collective bargaining requirements).

During the third quarter of 2006, the "Pension Protection Act of 2006," amended by "The Worker, Retiree, and Employer Recovery Act," during the fourth quarter of 2008, became law. Among the stated objectives of the laws

were the protection of both pension beneficiaries and the financial health of the PBGC. To accomplish these objectives, the new laws require sponsors to fund defined benefit pension plans earlier than previous requirements and to pay increased PBGC premiums. The laws require defined benefit pension plans to be fully funded in 2011.

Pension Obligations and Funded Status

Changes in the benefit obligation and plan assets were as follows:

<i>Change in Benefit Obligation</i>	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Benefit obligation at beginning of year	\$1,727.3	\$50.2	\$1,777.5	\$1,660.2	\$40.3	\$1,700.5
Service cost	2.8	0.7	3.5	2.9	0.6	3.5
Interest cost	95.5	3.1	98.6	99.9	3.1	103.0
Actuarial loss	86.9	5.2	92.1	89.0	4.0	93.0
Benefits paid	(125.3)	(6.6)	(131.9)	(124.7)	(4.4)	(129.1)
Curtailement	2.8	—	2.8	—	—	—
Currency translation adjustments	—	3.0	3.0	—	6.6	6.6
Benefit obligation at end of year	<u>\$1,790.0</u>	<u>\$55.6</u>	<u>\$1,845.6</u>	<u>\$1,727.3</u>	<u>\$50.2</u>	<u>\$1,777.5</u>

<i>Change in Plan Assets</i>	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Fair value of plans' assets at beginning of year	\$1,670.6	\$51.4	\$1,722.0	\$1,603.4	\$38.9	\$1,642.3
Actual return on plans' assets	185.6	7.4	193.0	185.7	5.8	191.5
Employer contributions	4.0	10.0	14.0	5.3	4.5	9.8
Benefits paid	(125.3)	(6.6)	(131.9)	(123.8)	(4.4)	(128.2)
Currency translation adjustments	—	3.3	3.3	—	6.6	6.6
Fair value of plans' assets at end of year	<u>\$1,734.9</u>	<u>\$65.5</u>	<u>\$1,800.4</u>	<u>\$1,670.6</u>	<u>\$51.4</u>	<u>\$1,722.0</u>

<i>Funded Status</i>	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Qualified plans	\$ 4.6	\$11.7	\$ 16.3	\$ 2.2	\$ 2.8	\$ 5.0
Non-qualified plans	(59.7)	(1.8)	(61.5)	(58.9)	(1.6)	(60.5)
Total funded status	<u>\$ (55.1)</u>	<u>\$ 9.9</u>	<u>\$ (45.2)</u>	<u>\$ (56.7)</u>	<u>\$ 1.2</u>	<u>\$ (55.5)</u>

Under ASC 715, formerly SFAS No. 158, we recorded a \$23.7 million after-tax charge (\$38.7 million pretax) to shareholders' equity as of December 31, 2010 for our pension plans. This charge reflected a 45-basis point decrease in the plans' discount rate, partially offset by the favorable performance on plan assets during 2010. In 2009, we recorded a \$23.0 million after-tax charge (\$35.0 million pretax) to shareholders' equity as of December 31, 2009 for our pension plans. This charge reflected a 50-basis point decrease in the plans' discount rate, partially offset by the favorable performance on plan assets during 2009.

Amounts recognized in the consolidated balance sheets consisted of:

	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Prepaid benefit cost	\$ 4.6	\$11.7	\$ 16.3	\$ 2.2	\$ 2.8	\$ 5.0
Accrued benefit in current liabilities	(4.1)	(0.1)	(4.2)	(4.0)	(0.1)	(4.1)
Accrued benefit in noncurrent liabilities	(55.6)	(1.7)	(57.3)	(54.9)	(1.5)	(56.4)
Accumulated other comprehensive loss	401.9	8.2	410.1	381.6	6.3	387.9
Net balance sheet impact	<u>\$ 346.8</u>	<u>\$18.1</u>	<u>\$ 364.9</u>	<u>\$ 324.9</u>	<u>\$ 7.5</u>	<u>\$ 332.4</u>

The \$92.1 million actuarial loss for 2010 was primarily due to a 45-basis point decrease in the plans' discount rate. The \$93.0 million actuarial loss for 2009 was primarily due to a 50-basis point decrease in the plans' discount rate.

At December 31, 2010 and 2009, the benefit obligation of non-qualified pension plans was \$61.5 million and \$60.5 million, respectively, and was included in the above pension benefit obligation. There were no plan assets for these non-qualified pension plans. Benefit payments for the non-qualified pension plans are expected to be as follows: 2011—\$4.3 million; 2012—\$12.2 million; 2013—\$4.7 million; 2014—\$3.5 million; and 2015—\$2.8 million. Benefit payments for the qualified plans are projected to be as follows: 2011—\$118.3 million; 2012—\$112.5 million; 2013—\$107.7 million; 2014—\$103.4 million; and 2015—\$99.5 million.

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Projected benefit obligation	\$1,845.6	\$1,777.5
Accumulated benefit obligation	1,831.9	1,760.7
Fair value of plan assets	1,800.4	1,722.0

	<i>Years Ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
<i>(\$ in millions)</i>			
<i>Components of Net Periodic Benefit Income</i>			
Service cost	\$ 6.0	\$ 5.8	\$ 7.9
Interest cost	98.6	103.0	103.7
Expected return on plans' assets	(138.8)	(135.5)	(134.7)
Amortization of prior service cost	0.7	0.7	1.6
Recognized actuarial loss	12.6	9.3	9.8
Curtailements	3.2	—	4.1
Net periodic benefit income	<u>\$ (17.7)</u>	<u>\$ (16.7)</u>	<u>\$ (7.6)</u>

<i>Included in Other Comprehensive Loss (Pretax)</i>			
Liability adjustment	\$ 38.7	\$ 35.0	\$ 168.9
Amortization of prior service costs and actuarial losses	(16.5)	(10.0)	(15.5)

The service cost and the amortization of prior service cost components of pension expense related to the employees of the operating segments are allocated to the operating segments based on their respective estimated census data.

In December 2010, we recorded a curtailment charge of \$3.2 million associated with the relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS. This charge was included in the restructuring charge for 2010. In 2008, we recorded curtailment charges of \$4.1 million associated with the transition of a portion of our East Alton, IL Winchester hourly workforce and our McIntosh, AL Chlor Alkali hourly workforce from a defined benefit pension plan to a defined contribution pension plan.

In March 2010, we recorded a charge of \$1.3 million associated with an agreement to withdraw our Henderson, NV chlor alkali hourly workforce from a multi-employer defined benefit pension plan.

Pension Plan Assumptions

Certain actuarial assumptions, such as discount rate and long-term rate of return on plan assets, have a significant effect on the amounts reported for net periodic benefit cost and accrued benefit obligation amounts. We use a measurement date of December 31 for our pension plans.

<i>Weighted Average Assumptions:</i>	<i>U.S. Pension Benefits</i>			<i>Foreign Pension Benefits</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Discount rate—periodic benefit cost	5.75%	6.25%	6.25%	6.50%	7.50%	5.50%
Expected return on assets	8.5%	8.5%	8.5%	7.50%	7.50%	7.75%
Rate of compensation increase	3.0%	3.0%	3.0%	3.5%	3.5%	3.5%
Discount rate—benefit obligation	5.30%	5.75%	6.25%	5.50%	6.50%	7.50%

The discount rate is based on a hypothetical yield curve represented by a series of annualized individual zero-coupon bond spot rates for maturities ranging from one-half to thirty years. The bonds used in the yield curve must have a rating of AA or better per Standard & Poor's, be non-callable, and have at least \$150 million par outstanding.

The yield curve is then applied to the projected benefit payments from the plan. Based on these bonds and the projected benefit payment streams, the single rate that produces the same yield as the matching bond portfolio, rounded to the nearest quarter point, is used as the discount rate.

The long-term expected rate of return on plan assets represents an estimate of the long-term rate of returns on the investment portfolio consisting of equities, fixed income, and alternative investments. We use long-term historical actual return information, the allocation mix of investments that comprise plan assets, and forecast estimates of long-term investment returns by reference to external sources. The historic rate of return on plan assets has been 11.0% for the last 5 years, 8.3% for the last 10 years, and 9.4% for the last 15 years. The following rates of return by asset class were considered in setting the long-term rate of return assumption:

U.S. equities	9%	to	13%
Non-U.S. equities	10%	to	14%
Fixed income/cash	5%	to	9%
Alternative investments	5%	to	15%
Absolute return strategies	8%	to	12%

Plan Assets

Our pension plan asset allocation at December 31, 2010 and 2009, by asset class was as follows:

<u>Asset Class</u>	<u>Percentage of Plan Assets</u>	
	<u>2010</u>	<u>2009</u>
U.S. equities	5%	4%
Non-U.S. equities	10%	10%
Fixed income/cash	49%	52%
Alternative investments	16%	15%
Absolute return strategies	20%	19%
Total	<u>100%</u>	<u>100%</u>

The Alternative Investments asset class includes hedge funds, real estate, and private equity investments. The Alternative Investment class is intended to help diversify risk and increase returns by utilizing a broader group of assets.

Absolute Return Strategies further diversify the plan’s assets through the use of asset allocations that seek to provide a targeted rate of return over inflation. The investment managers allocate funds within asset classes that they consider to be undervalued in an effort to preserve gains in overvalued asset classes and to find opportunities in undervalued asset classes.

A master trust was established by our pension plan to accumulate funds required to meet benefit payments of our plan and is administered solely in the interest of our plan’s participants and their beneficiaries. The master trust’s investment horizon is long term. Its assets are managed by professional investment managers or invested in professionally managed investment vehicles.

Our pension plan maintains a portfolio of assets designed to achieve an appropriate risk adjusted return. The portfolio of assets is also structured to protect the funding level from the negative impacts of interest rate changes on the asset and liability values. This is accomplished by investing in a portfolio of assets with a maturity duration that approximately matches the duration of the plan liabilities. Risk is managed by diversifying assets across asset classes whose return patterns are not highly correlated, investing in passively and actively managed strategies and in value and growth styles, and by periodic rebalancing of asset classes, strategies and investment styles to objectively set targets.

The following target allocation and ranges have been set for each asset class:

<u>Asset Class</u>	<u>Target Allocation</u>	<u>Target Range</u>
U.S. equities	8%	0-16%
Non-U.S. equities	8%	0-16%
Fixed income/cash	56%	24-72%
Alternative investments	8%	0-28%
Absolute return strategies	20%	10-30%

For our domestic qualified pension plans, based on current funding requirements, we will not be required to make any cash contributions at least through 2011. We do have a small Canadian qualified pension plan to which we made \$9.8 million and \$4.5 million of cash contributions in 2010 and 2009, respectively, and we anticipate less than \$5 million of cash contributions in 2011.

Determining which hierarchical level an asset or liability falls within requires significant judgment. The following table summarizes our domestic and foreign defined benefit pension plan assets measured at fair value as of December 31, 2010:

<u>Asset class</u>	<u>Quoted Prices In Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total</u>
	(\$ in millions)			
Equity securities				
U.S. equities	\$53.4	\$ 46.7	\$ —	\$ 100.1
Non-U.S. equities	—	172.0	—	172.0
Fixed income / cash				
Cash	43.3	—	—	43.3
Government treasuries	—	296.2	5.5	301.7
Corporate debt instruments	1.7	407.7	2.2	411.6
Asset-backed securities	—	119.2	—	119.2
Alternative investments				
Hedge fund of funds	—	—	251.6	251.6
Real estate funds	—	—	23.8	23.8
Private equity funds	—	—	15.7	15.7
Absolute return strategies	—	307.5	53.9	361.4
Total assets	<u>\$98.4</u>	<u>\$1,349.3</u>	<u>\$352.7</u>	<u>\$1,800.4</u>

The following table summarizes our domestic and foreign defined benefit pension plan assets measured at fair value as of December 31, 2009:

<u>Asset class</u>	<u>Quoted Prices In Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total</u>
	(\$ in millions)			
Equity securities				
U.S. equities	\$39.0	\$ 30.6	\$ —	\$ 69.6
Non-U.S. equities	—	173.3	—	173.3
Fixed income / cash				
Cash	18.5	—	—	18.5
Government treasuries	—	236.2	2.0	238.2
Corporate debt instruments	0.9	514.0	2.2	517.1
Asset-backed securities	—	112.6	0.2	112.8
Alternative investments				
Hedge fund of funds	—	—	225.5	225.5
Real estate funds	—	—	22.3	22.3
Private equity funds	—	—	12.9	12.9
Absolute return strategies	—	280.8	51.0	331.8
Total assets	<u>\$58.4</u>	<u>\$1,347.5</u>	<u>\$316.1</u>	<u>\$1,722.0</u>

U.S. equities—This class included actively and passively managed equity investments in common stock and commingled funds comprised primarily of large-capitalization stocks with value, core and growth strategies.

Non-U.S. equities—This class included actively managed equity investments in commingled funds comprised primarily of international large-capitalization stocks from both developed and emerging markets.

Fixed income and cash—This class included commingled funds comprised of debt instruments issued by the US and Canadian Treasury, U.S. Agencies, corporate debt instruments, asset- and mortgage-backed securities and cash.

Hedge fund of funds—This class included a hedge fund which invests in the following types of hedge funds:

- *Event driven hedge funds*—This class included hedge funds that invest in securities to capture excess returns that are driven by market or specific company events including activist investment philosophies and the arbitrage of equity and private and public debt securities.
- *Market neutral hedge funds*—This class included investments in U.S. and international equities and fixed income securities while maintaining a market neutral position in those markets.
- *Other hedge funds*—This class primarily included long-short equity strategies and a global macro fund which invested in fixed income, equity, currency, commodity and related derivative markets.

At December 31, 2010, the asset allocation included investment in approximately 30% event driven hedge funds, 30% market neutral hedge funds, and 40% other hedge funds. At December 31, 2009, the asset allocation included investment in approximately 40% event driven hedge funds, 40% market neutral hedge funds, and 20% other hedge funds.

Real estate funds—This class included several funds that invest primarily in U.S. commercial real estate.

Private equity funds—This class included several private equity funds that invest primarily in infrastructure and U.S. power generation and transmission assets.

Absolute return strategies—This class included multiple strategies which use asset allocations that seek to provide a targeted rate of return over inflation. The investment managers allocate funds within asset classes that they consider to be undervalued in an effort to preserve gains in overvalued asset classes and to find opportunities in undervalued asset classes. At December 31, 2010 and 2009, the asset allocation included investment in approximately 30% equities, 60% cash and fixed income, and 10% alternative investments.

U.S. equities and non-U.S. equities are primarily valued at the net asset value provided by the independent administrator or custodian of the commingled fund. The net asset value is based on the value of the underlying equities, which are traded on an active market. U.S. equities are also valued at the closing price reported in an active market on which the individual securities are traded. Fixed income investments are primarily valued at the net asset value provided by the independent administrator or custodian of the fund. The net asset value is based on the underlying assets, which are valued using inputs such as the closing price reported, if traded on an active market, values derived from comparable securities of issuers with similar credit ratings, or under a discounted cash flow approach that utilizes observable inputs, such as current yields of similar instruments, but includes adjustments for risks that may not be observable such as certain credit and liquidity risks. Alternative investments are primarily valued at the net asset value as determined by the independent administrator or custodian of the fund. The net asset value is based on the underlying investments, which are valued using inputs such as quoted market prices of identical instruments, discounted future cash flows, independent appraisals, and market-based comparable data. Absolute return strategies are commingled funds which reflect the fair value of our ownership interest in these funds. The investments in these commingled funds include some or all of the above asset classes and are primarily valued at net asset values based on the underlying investments, which are valued consistent with the methodologies described above for each asset class.

The following table summarizes the activity for our defined benefit pension plans level 3 assets for the year ended December 31, 2010:

	<u>December 31,</u> <u>2009</u>	<u>Realized</u> <u>Gain/(Loss)</u>	<u>Unrealized</u> <u>Gain/(Loss)</u> <u>Relating to</u> <u>Assets Held</u> <u>at Period End</u>	<u>Purchases,</u> <u>Sales, and</u> <u>Settlements</u>	<u>Transfers</u> <u>In/(Out)</u>	<u>December 31,</u> <u>2010</u>
	(\$ in millions)					
Fixed income / cash						
Government treasuries	\$ 2.0	\$—	\$ 0.3	\$ 3.2	\$—	\$ 5.5
Corporate debt instruments	2.2	—	0.2	0.1	(0.3)	2.2
Asset-backed securities	0.2	—	—	—	(0.2)	—
Alternative investments						
Hedge fund of funds	225.5	—	24.1	2.0	—	251.6
Real estate funds	22.3	—	(6.0)	7.5	—	23.8
Private equity funds	12.9	0.1	0.7	2.0	—	15.7
Absolute return strategies	51.0	—	1.7	1.2	—	53.9
Total level 3 assets	<u>\$316.1</u>	<u>\$ 0.1</u>	<u>\$21.0</u>	<u>\$16.0</u>	<u>\$(0.5)</u>	<u>\$352.7</u>

The following table summarizes the activity for our defined benefit pension plans level 3 assets for the year ended December 31, 2009:

	<u>December 31,</u> <u>2008</u>	<u>Realized</u> <u>Gain/(Loss)</u>	<u>Unrealized</u> <u>Gain/(Loss)</u> <u>Relating to</u> <u>Assets Held</u> <u>at Period End</u>	<u>Purchases,</u> <u>Sales, and</u> <u>Settlements</u>	<u>Transfers</u> <u>In/(Out)</u>	<u>December 31,</u> <u>2009</u>
	(\$ in millions)					
Fixed income / cash						
Government treasuries	\$ 2.5	\$(0.4)	\$ 1.0	\$ (1.1)	\$—	\$ 2.0
Corporate debt instruments	3.3	(1.0)	1.6	(1.5)	(0.2)	2.2
Asset-backed securities	—	—	—	0.2	—	0.2
Alternative investments						
Hedge fund of funds	228.2	9.0	35.9	(47.6)	—	225.5
Real estate funds	28.2	(5.3)	(2.5)	1.9	—	22.3
Private equity funds	12.5	—	(0.8)	1.2	—	12.9
Absolute return strategies	38.7	—	3.6	8.7	—	51.0
Total level 3 assets	<u>\$313.4</u>	<u>\$ 2.3</u>	<u>\$38.8</u>	<u>\$(38.2)</u>	<u>\$(0.2)</u>	<u>\$316.1</u>

POSTRETIREMENT BENEFITS

We provide certain postretirement health care (medical) and life insurance benefits for eligible active and retired domestic employees. The health care plans are contributory with participants' contributions adjusted annually based on medical rates of inflation and plan experience. We use a measurement date of December 31 for our postretirement plans.

Other Postretirement Benefits Obligations and Funded Status

Changes in the benefit obligation were as follows:

<i>Change in Benefit Obligation</i>	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Benefit obligation at beginning of year	\$ 66.4	\$ 7.6	\$ 74.0	\$ 64.4	\$ 5.3	\$ 69.7
Service cost	1.2	0.1	1.3	1.1	0.1	1.2
Interest cost	3.3	0.5	3.8	3.8	0.4	4.2
Actuarial loss	3.0	0.9	3.9	5.7	1.0	6.7
Benefits paid	(9.1)	(0.3)	(9.4)	(8.6)	(0.2)	(8.8)
Curtailement	(0.3)	—	(0.3)	—	—	—
Currency translation adjustments	—	0.5	0.5	—	1.0	1.0
Benefit obligation at end of year	<u>\$ 64.5</u>	<u>\$ 9.3</u>	<u>\$ 73.8</u>	<u>\$ 66.4</u>	<u>\$ 7.6</u>	<u>\$ 74.0</u>

Funded status	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Funded status	<u>\$(64.5)</u>	<u>\$(9.3)</u>	<u>\$(73.8)</u>	<u>\$(66.4)</u>	<u>\$(7.6)</u>	<u>\$(74.0)</u>

Under ASC 715, formerly SFAS No. 158, we recorded a \$2.3 million after-tax charge (\$3.6 million pretax) to shareholders' equity as of December 31, 2010 for our other postretirement plans. In 2009, we recorded a \$4.3 million after-tax charge (\$6.7 million pretax) to shareholders' equity as of December 31, 2009 for our other postretirement plans.

Amounts recognized in the consolidated balance sheets consisted of:

	<i>December 31, 2010</i>			<i>December 31, 2009</i>		
	<i>(\$ in millions)</i>			<i>(\$ in millions)</i>		
	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>	<i>U.S.</i>	<i>Foreign</i>	<i>Total</i>
Accrued benefit in current liabilities	\$ (6.7)	\$(0.4)	\$ (7.1)	\$ (7.5)	\$(0.4)	\$ (7.9)
Accrued benefit in noncurrent liabilities	(57.8)	(8.9)	(66.7)	(58.9)	(7.2)	(66.1)
Accumulated other comprehensive loss	35.2	(0.5)	34.7	34.7	(1.4)	33.3
Net balance sheet impact	<u>\$(29.3)</u>	<u>\$(9.8)</u>	<u>\$(39.1)</u>	<u>\$(31.7)</u>	<u>\$(9.0)</u>	<u>\$(40.7)</u>

<i>Components of Net Periodic Benefit Cost</i>	<i>Years Ended December 31,</i>		
	<i>2010</i>	<i>2009</i>	<i>2008</i>
	<i>(\$ in millions)</i>		
Service cost	\$ 1.3	\$ 1.2	\$ 1.5
Interest cost	3.8	4.2	4.4
Amortization of prior service cost	(0.2)	(0.2)	(0.2)
Recognized actuarial loss	2.6	2.1	2.8
Curtailement	(0.2)	—	—
Net periodic benefit cost	<u>\$ 7.3</u>	<u>\$ 7.3</u>	<u>\$ 8.5</u>

Included in Other Comprehensive Loss (Pretax)

Liability adjustment	\$ 3.6	\$ 6.7	\$(6.2)
Amortization of prior service costs and actuarial losses	(2.2)	(1.9)	(2.6)

The service cost and amortization of prior service cost components of postretirement benefit expense related to the employees of the operating segments are allocated to the operating segments based on their respective estimated census data.

In December 2010, we recorded a curtailment credit of \$0.2 million associated with the relocation of our Winchester centerfire ammunition manufacturing operations from East Alton, IL to Oxford, MS. This credit was included in the restructuring charge for 2010.

Other Postretirement Benefits Plan Assumptions

Certain actuarial assumptions, such as discount rate, have a significant effect on the amounts reported for net periodic benefit cost and accrued benefit obligation amounts.

<u>Weighted Average Assumptions:</u>	<u>December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
Discount rate—periodic benefit cost	5.25%	6.25%	6.25%
Discount rate—benefit obligation	4.90%	5.25%	6.25%

The discount rate is based on a hypothetical yield curve represented by a series of annualized individual zero-coupon bond spot rates for maturities ranging from one-half to thirty years. The bonds used in the yield curve must have a rating of AA or better per Standard & Poor's, be non-callable, and have at least \$150 million par outstanding. The yield curve is then applied to the projected benefit payments from the plan. Based on these bonds and the projected benefit payment streams, the single rate that produces the same yield as the matching bond portfolio, rounded to the nearest quarter point, is used as the discount rate.

We review external data and our own internal trends for healthcare costs to determine the healthcare cost for the post retirement benefit obligation. The assumed healthcare cost trend rates for pre-65 retirees were as follows:

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
Healthcare cost trend rate assumed for next year	9.5%	9.5%
Rate that the cost trend rate gradually declines to	5.0%	5.0%
Year that the rate reaches the ultimate rate	2019	2019

For post-65 retirees, we provide a fixed dollar benefit, which is not subject to escalation.

Assumed healthcare cost trend rates have an effect on the amounts reported for the healthcare plans. A one-percentage-point change in assumed healthcare cost trend rates would have the following effects:

	<u>One-Percentage Point Increase</u>	<u>One-Percentage Point Decrease</u>
	<u>(\$ in millions)</u>	
Effect on total of service and interest costs	\$0.3	\$(0.2)
Effect on postretirement benefit obligation	3.3	(2.9)

We expect to make payments of approximately \$7 million in 2011 and \$6 million for each of the next four years under the provisions of our other postretirement benefit plans.

INCOME TAXES

<u>Components of Income Before Taxes</u>	<u>Years ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<u>(\$ in millions)</u>		
Domestic	\$74.4	\$193.9	\$185.6
Foreign	2.5	16.0	71.9
Income before taxes	<u>\$76.9</u>	<u>\$209.9</u>	<u>\$257.5</u>

Components of Income Tax Provision

Current expense:			
Federal	\$ 6.7	\$ 5.3	\$ 52.2
State	6.4	(3.5)	9.6
Foreign	(2.7)	—	23.1
	10.4	1.8	84.9
Deferred	1.7	72.4	14.9
Income tax provision	<u>\$12.1</u>	<u>\$ 74.2</u>	<u>\$ 99.8</u>

The following table accounts for the difference between the actual tax provision and the amounts obtained by applying the statutory U.S. federal income tax rate of 35% to the income before taxes.

<u>Effective Tax Rate Reconciliation (Percent)</u>	<u>Years ended December 31,</u>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
Statutory federal tax rate	35.0%	35.0%	35.0%
Foreign rate differential	(0.6)	(0.1)	—
Domestic manufacturing/export tax incentive	(0.9)	(0.3)	(1.3)
Dividends paid to CEO	(1.5)	(0.6)	(0.3)
State income taxes, net	1.6	2.6	3.1
Change in tax contingencies	(11.9)	(0.9)	(0.1)
Change in valuation allowance	(5.6)	0.1	4.0
Return to provision	(0.8)	(0.7)	(0.7)
Other, net	0.4	0.3	(0.9)
Effective tax rate	<u>15.7%</u>	<u>35.4%</u>	<u>38.8%</u>

<u>Components of Deferred Tax Assets and Liabilities</u>	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Deferred tax assets:		
Pension and postretirement benefits	\$ 43.4	\$ 50.8
Environmental reserves	68.7	68.2
Asset retirement obligations	29.8	29.9
Accrued liabilities	46.8	33.1
Tax credits	15.7	16.1
Federal and state net operating losses	5.7	3.3
Capital loss carryforward	14.7	16.6
Other miscellaneous items	2.8	6.3
Total deferred tax assets	<u>227.6</u>	<u>224.3</u>
Valuation allowance	<u>(23.0)</u>	<u>(28.3)</u>
Net deferred tax assets	<u>204.6</u>	<u>196.0</u>
Deferred tax liabilities:		
Property, plant and equipment	157.1	151.5
Intangible amortization	10.4	8.9
Inventory and prepaids	7.4	2.9
Partnerships	7.2	8.0
Total deferred tax liabilities	<u>182.1</u>	<u>171.3</u>
Net deferred tax asset	<u>\$ 22.5</u>	<u>\$ 24.7</u>

Realization of the net deferred tax assets is dependent on future reversals of existing temporary differences and adequate future taxable income, exclusive of reversing temporary differences and carryforwards. Although realization is not assured, we believe that it is more likely than not that the net deferred tax assets will be realized.

At December 31, 2010 and 2009, we had federal tax benefits of \$2.1 million and \$3.8 million, respectively, relating to actual foreign tax credit carryforwards. At December 31, 2009, we had a valuation allowance of \$3.8 million, due to uncertainties regarding the realization of the tax benefits of our actual foreign tax credit carryforwards. During 2010, our Pioneer Canada subsidiary realized a net operating loss, which will be carried back under Canadian tax law to obtain a refund for Canadian taxes paid in 2007 and 2008. With this carryback of the net operating losses, the foreign tax credits generated by those taxes paid were eliminated, thus removing the foreign tax credit carryforward and the associated valuation allowance. We believe that it is more likely than not that the deferred tax benefits of our actual foreign tax credit carryforwards at December 31, 2010 will be realized and no valuation allowance is necessary. Our tax benefits for the foreign tax credit carryforwards and the associated valuation allowance were as follows:

	<i>Foreign Tax Benefit</i>	<i>Valuation Allowance</i>
	<i>(\$ in millions)</i>	
Balance at January 1, 2009	\$ 8.5	\$(3.5)
Decreases for prior year utilization	(0.6)	—
Decreases for current year utilization	(4.1)	—
Increases for future year limitations	—	(0.3)
Balance at December 31, 2009	3.8	(3.8)
Increases for prior year limitation	0.8	(0.8)
Increases for current year limitation	2.4	—
Decreases for carryback of current year foreign losses	(4.9)	4.6
Balance at December 31, 2010	<u>\$ 2.1</u>	<u>\$—</u>

Our foreign tax credit carryforwards of \$2.1 million will expire in 2020.

In 2007, we acquired federal tax benefits of \$4.8 million as part of the Pioneer acquisition associated with the expected future foreign tax credits that will be generated by the deferred tax liabilities of Pioneer's Canadian subsidiary. At December 31, 2010, we had federal tax benefits of \$5.1 million recorded associated with the expected future foreign tax credits. Realization of the tax benefits associated with such foreign tax credits is dependent upon reversal of Canadian temporary differences, future U.S. taxable income and future foreign source taxable income. We believe that it is more likely than not that the deferred tax benefits will be realized and no valuation allowance is necessary.

We acquired a U.S. net operating loss carryforward (NOL) of approximately \$6.6 million (representing \$2.3 million of deferred tax assets) as part of the Pioneer acquisition. At December 31, 2010, we had approximately \$4.6 million (representing \$1.6 million of deferred tax assets) remaining, that will expire in years 2017 through 2020, if not utilized. The utilization of this NOL is limited under Section 382 of the Internal Revenue Code to \$0.5 million in each year through 2020. We believe that it is more likely than not that the NOL will be realized and no valuation allowance is necessary.

At December 31, 2010, we had deferred state tax benefits of \$1.8 million relating to state NOLs, which are available to offset future state taxable income through 2029. Due to uncertainties regarding realization of the tax benefits, a valuation allowance of \$0.7 million has been applied against the deferred state tax benefits at December 31, 2010.

At December 31, 2010, we had deferred state tax benefits of \$8.5 million relating to state tax credits, which are available to offset future state tax liabilities through 2028. Due to uncertainties regarding the realization of these state tax credits, a valuation allowance of \$7.6 million has been applied against the deferred state tax credits at December 31, 2010.

At December 31, 2010, we had a capital loss carryforward of \$38.2 million (representing \$14.7 million of deferred tax assets) that is available to offset future consolidated capital gains that will expire in 2013 if not utilized. Due to uncertainties regarding the realization of the capital loss carryforward, a valuation allowance of \$14.7 million has been applied against the deferred tax benefit at December 31, 2010.

The total amount of undistributed earnings of foreign subsidiaries was approximately \$10.2 million at December 31, 2010. Deferred taxes are provided for earnings of non-U.S. affiliates when we plan to remit those

earnings. A portion of the undistributed earnings have been permanently reinvested and for those earnings no deferred taxes have been provided. Deferred taxes have not been provided on the excess book basis in the shares of certain foreign subsidiaries because these basis differences are not expected to reverse in the foreseeable future. The undistributed earnings and excess book basis differences could reverse through a sale, receipt of dividends from the subsidiaries, as well as various other events. It is not practical to calculate the residual income tax that would result if these basis differences reversed due to the complexities of the tax law and the hypothetical nature of the calculations.

We acquired \$29.8 million of gross unrecognized tax benefits in conjunction with the Pioneer acquisition, all of which would have been a reduction to goodwill, if recognized prior to 2009. During third quarter 2008, we favorably resolved \$7.6 million of Pioneer unrecognized tax benefits associated with certain audits, which was recorded as a reduction to goodwill. After adopting ASC 805 "Business Combinations" (ASC 805), formerly SFAS No. 141R "Business Combinations" (SFAS No. 141R), in 2009, any remaining balance of unrecognized tax benefits will affect our effective tax rate instead of goodwill, if recognized. If these tax benefits are not realized, the result, as of December 31, 2010, would be cash tax payments of \$12.1 million.

As of December 31, 2010, we had \$41.5 million of gross unrecognized tax benefits, all of which would have a net \$39.4 million impact on the effective tax rate, if recognized. If these tax benefits are not recognized, the result would be cash tax payments of \$29.6 million. As of December 31, 2009, we had \$50.8 million of gross unrecognized tax benefits, all of which would have a net \$48.3 million impact on the effective tax rate, if recognized. The change for 2010 primarily relates to additional gross unrecognized benefits for current year tax positions, as well as the expiration of the statute of limitations in domestic jurisdictions and settlements of ongoing audits. In 2009, the decrease for prior year tax positions included \$0.4 million of foreign currency translation. The amounts of unrecognized tax benefits were as follows:

	<u>December 31,</u>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Beginning balance	\$50.8	\$50.2
Increase for prior year tax positions	0.2	4.7
Decrease for prior year tax positions	(0.9)	(1.8)
Increase for current year tax positions	1.7	0.8
Decrease due to tax settlements	(2.3)	(0.4)
Reductions due to statute of limitations	(8.0)	(2.7)
Ending balance	<u>\$41.5</u>	<u>\$50.8</u>

We recognize interest and penalty expense related to unrecognized tax positions as a component of the income tax provision. As of December 31, 2010 and 2009, interest and penalties accrued were \$3.5 million and \$3.8 million, respectively. For 2010, 2009 and 2008, we expensed interest and penalties of \$0.8 million, \$1.1 million, and \$1.5 million, respectively.

As of December 31, 2010, we believe it is reasonably possible that our total amount of unrecognized tax benefits will decrease by approximately \$8.4 million over the next twelve months. The anticipated reduction primarily relates to settlements with tax authorities and the expiration of federal, state, and foreign statutes of limitation.

We operate primarily in North America and file income tax returns in numerous jurisdictions. Our tax returns are subject to examination by various federal, state and local authorities. For our primary tax jurisdictions, the tax years that remain subject to examination are as follows:

	<u>Tax Years</u>
U.S. federal income tax	2007-2009
U.S. state income tax	2004-2009
Canadian federal income tax	2006-2009
Canadian provincial income tax	2006-2009

During third quarter 2010, the IRS completed an audit of our U.S. income tax return for 2006. During second quarter 2010, the Canada Revenue Agency completed an audit of a portion of our Canadian tax returns for the 2005 to 2007 tax years. No issues arose under either the U.S. audit or the Canadian audit that required an additional tax liability to be recognized. We believe we have adequately provided for all tax positions; however, amounts asserted by taxing authorities could be greater than our accrued position.

ACCRUED LIABILITIES

Included in accrued liabilities were the following:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Accrued compensation and payroll taxes	\$32.1	\$27.5
Accrued employee benefits	45.6	42.6
Environmental (current portion only)	28.0	35.0
Legal and professional costs	25.0	27.2
Asset retirement obligation (current portion only)	13.7	17.1
Other	53.3	43.7
Accrued liabilities	<u>\$197.7</u>	<u>\$193.1</u>

CONTRIBUTING EMPLOYEE OWNERSHIP PLAN

The CEOP is a defined contribution plan available to essentially all domestic employees. Company matching contributions are invested in the same investment allocation as the employee's contribution. Our matching contributions for eligible employees amounted to \$2.0 million, \$5.0 million, and \$4.6 million in 2010, 2009 and 2008, respectively. Effective January 1, 2010, we suspended the match on all salaried and certain non-bargained hourly employees' contributions. Effective February 1, 2011, we reinstated the match on all salaried and certain non-bargained hourly employees' contributions.

Employees become vested in the value of the contributions we make to the CEOP according to a schedule based on service. After two years of service, participants are 25% vested. They vest in increments of 25% for each additional year and after five years of service, they are 100% vested in the value of the contributions that we have made to their accounts.

Employees may transfer any or all of the value of the investments, including Olin common stock, to any one or combination of investments available in the CEOP. Employees may transfer balances daily and may elect to transfer any percentage of the balance in the fund from which the transfer is made. However, when transferring out of a fund, employees are prohibited from trading out of the fund to which the transfer was made for seven calendar days. This limitation does not apply to trades into the money market fund or the Olin Common Stock Fund.

STOCK-BASED COMPENSATION

Stock-based compensation expense was allocated to the operating segments for the portion related to employees whose compensation would be included in cost of goods sold with the remainder recognized in corporate/other. There were no significant capitalized stock-based compensation costs. Stock-based compensation granted includes stock options, performance stock awards, restricted stock awards, and deferred directors' compensation. Stock-based compensation expense was as follows:

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Stock-based compensation	\$10.1	\$8.6	\$10.4
Mark-to-market adjustments	1.2	0.8	(1.0)
Total expense	<u>\$11.3</u>	<u>\$9.4</u>	<u>\$ 9.4</u>

Stock Plans

Under the stock option and long-term incentive plans, options may be granted to purchase shares of our common stock at an exercise price not less than fair market value at the date of grant, and are exercisable for a period not exceeding ten years from that date. Stock options, restricted stock and performance shares typically vest over three years. We issue shares to settle stock options, restricted stock, and share-based performance awards. On April 23, 2009, the shareholders approved the 2009 Long Term Incentive Plan which authorized an additional 3.0 million shares available for grant. In 2010, 2009, and 2008 long-term incentive awards included stock options, performance share awards, and restricted stock. The stock option exercise price was set at the fair market value of common stock on the date of the grant, and the options have a ten-year term.

Stock option transactions were as follows:

	Shares	Option Price	Weighted Average Option Price	Exercisable	
				Options	Weighted Average Exercise Price
Outstanding at January 1, 2010	3,936,714	\$6.66-23.78	\$18.10	2,604,045	\$19.14
Granted	803,750	15.68	15.68		
Exercised	(172,968)	6.66-18.63	16.17		
Canceled	(718,085)	6.66-23.78	18.91		
Outstanding at December 31, 2010	<u>3,849,411</u>	<u>\$6.98-23.78</u>	<u>\$17.53</u>	<u>2,336,195</u>	<u>\$18.73</u>

At December 31, 2010, the average exercise period for all outstanding and exercisable options was 76 months and 59 months, respectively. At December 31, 2010, the aggregate intrinsic value (the difference between the exercise price and market value) for outstanding options was \$12.9 million and exercisable options was \$5.4 million. The total intrinsic value of options exercised during the years ended December 31, 2010 and 2009 was \$0.9 million and zero, respectively.

The total unrecognized compensation cost related to unvested stock options at December 31, 2010 was \$3.6 million and was expected to be recognized over a weighted average period of 1.2 years.

The following table provides certain information with respect to stock options exercisable at December 31, 2010:

Range of Exercise Prices	Options Exercisable	Weighted Average Exercise Price	Options Outstanding	Weighted Average Exercise Price
Under \$16.00	359,204	\$14.53	1,708,071	\$14.99
\$16.00 – \$20.00	882,975	\$17.13	882,975	\$17.13
Over \$20.00	1,094,016	\$21.40	1,258,365	\$21.26
	<u>2,336,195</u>		<u>3,849,411</u>	

At December 31, 2010, common shares reserved for issuance and available for grant or purchase under the following plans consisted of:

Stock Option Plans	Number of Shares	
	Reserved for Issuance	Available for Grant or Purchase ⁽¹⁾
2000 long term incentive plan	856,742	9,480
2003 long term incentive plan	1,091,253	76,809
2006 long term incentive plan	2,773,631	188,384
2009 long term incentive plan	3,000,000	3,000,000
	<u>7,721,626</u>	<u>3,274,673</u>
1996 stock option plan (plan expired)	180,753	—
Chase benefit plans (assumed in acquisition)	4,260	—
	<u>185,013</u>	<u>—</u>
Total under stock option plans	<u>7,906,639</u>	<u>3,274,673</u>

Stock Purchase Plans	Number of Shares	
	Reserved for Issuance	Available for Grant or Purchase
1997 stock plan for non-employee directors	610,279	321,231
Employee deferral plan	46,774	45,704
Total under stock purchase plans	<u>657,053</u>	<u>366,935</u>

(1) All available to be issued as stock options, but includes a sub-limit for all types of stock awards of 1,774,673 shares.

Under the stock purchase plans, our non-employee directors may defer certain elements of their compensation into shares of our common stock based on fair market value of the shares at the time of deferral. Non-employee directors annually receive stock grants as a portion of their director compensation. Of the shares reserved under the stock purchase plans at December 31, 2010, 290,112 shares were committed.

Performance share awards are denominated in shares of our stock and are paid half in cash and half in stock. Payouts are based on Olin's average annual return on capital over a three-year performance cycle in relation to the average annual return on capital over the same period among a portfolio of public companies which are selected in concert with outside compensation consultants. The expense associated with performance shares is recorded based on our estimate of our performance relative to the respective target. If an employee leaves the company before the end of the performance cycle, the performance shares may be prorated based on the number of months of the performance cycle worked and are settled in cash instead of half in cash and half in stock when the three-year performance cycle is completed. Performance share transactions were as follows:

	<i>To Settle in Cash</i>		<i>To Settle in Shares</i>	
	<i>Shares</i>	<i>Weighted Average Fair Value per Share</i>	<i>Shares</i>	<i>Weighted Average Fair Value per Share</i>
Outstanding at January 1, 2010	363,797	\$17.77	325,891	\$17.04
Granted	101,134	16.20	95,303	15.96
Paid/Issued	(152,306)	17.77	(117,319)	17.04
Canceled	—	—	—	—
Outstanding at December 31, 2010	<u>312,625</u>	<u>\$20.65</u>	<u>303,875</u>	<u>\$16.71</u>
Total vested at December 31, 2010	<u>221,083</u>	<u>\$20.65</u>	<u>212,333</u>	<u>\$17.42</u>

The summary of the status of our unvested performance shares to be settled in cash were as follows:

	<i>Shares</i>	<i>Weighted Average Fair Value per Share</i>
Unvested at January 1, 2010	117,083	\$17.77
Granted	101,135	16.20
Vested	(126,676)	16.92
Canceled	—	—
Unvested at December 31, 2010	<u>91,542</u>	<u>\$20.65</u>

At December 31, 2010, the liability recorded for performance shares to be settled in cash totaled \$4.6 million. The total unrecognized compensation cost related to unvested performance shares at December 31, 2010 was \$3.3 million and was expected to be recognized over a weighted average period of 1.2 years.

SHAREHOLDERS' EQUITY

During 2010, 2009 and 2008, we issued 172,968; 27,685; and 1,757,276 shares with a total value of \$3.1 million, \$0.2 million and \$37.4 million, respectively, representing stock options exercised. In addition, during 2010, 2009 and 2008, we issued 548,553; 1,260,693; and 947,643 shares of common stock, respectively, with a total value of \$10.2 million, \$16.9 million and \$18.1 million, respectively, to the CEOP. These shares were issued to satisfy the investment in our common stock resulting from employee contributions, our matching contributions, retirement contributions and re-invested dividends.

There were no share repurchases in 2010, 2009 and 2008. Under programs previously approved by our board of directors, 154,076 shares remained to be repurchased as of December 31, 2010.

We have registered an undetermined amount of securities with the SEC, so that, from time-to-time, we may issue debt securities, preferred stock and/or common stock and associated warrants in the public market under that registration statement.

The following table represents the activity included in accumulated other comprehensive loss:

	<i>Foreign Currency Translation Adjustment</i>	<i>Unrealized Gains (Losses) on Derivative Contracts (net of taxes)</i>	<i>Pension and Postretirement Benefits (net of taxes)</i>	<i>Accumulated Other Comprehensive Loss</i>
	<i>(\$ in millions)</i>			
Balance at January 1, 2008	\$(1.2)	\$ 1.0	\$(151.0)	\$(151.2)
Unrealized losses	(3.9)	(31.0)	(99.4)	(134.3)
Reclassification adjustments into income	—	5.0	11.1	16.1
Balance at December 31, 2008	(5.1)	(25.0)	(239.3)	(269.4)
Unrealized gains (losses)	4.6	24.2	(27.3)	1.5
Reclassification adjustments into income	—	12.4	7.3	19.7
Balance at December 31, 2009	(0.5)	11.6	(259.3)	(248.2)
Unrealized gains (losses)	0.9	5.4	(26.0)	(19.7)
Reclassification adjustments into income	—	(5.4)	11.5	6.1
Balance at December 31, 2010	<u>\$ 0.4</u>	<u>\$ 11.6</u>	<u>\$(273.8)</u>	<u>\$(261.8)</u>

Pension and postretirement benefits (net of taxes) activity in other comprehensive loss included the amortization of prior service costs and actuarial losses and pension and postretirement liability adjustments.

Unrealized gains and losses on derivative contracts (net of taxes) activity in other comprehensive loss included a deferred tax provision (benefit) for 2010, 2009 and 2008 of zero, \$23.2 million and \$(16.6) million, respectively. Pension and postretirement benefits (net of taxes) activity in other comprehensive loss included a deferred tax benefit for 2010, 2009 and 2008 of \$9.1 million, \$9.7 million and \$56.3 million, respectively.

SEGMENT INFORMATION

We define segment results as income (loss) before interest expense, interest income, other operating income, other income (expense), and income taxes, and include the results of non-consolidated affiliates. Consistent with the guidance in ASC 280, formerly SFAS No. 131, we have determined it is appropriate to include the operating results of non-consolidated affiliates in the relevant segment financial results. Our management considers SunBelt to be an integral component of the Chlor Alkali Products segment. It is engaged in the same business activity as the segment, including joint or overlapping marketing, management, and manufacturing functions.

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Sales:			
Chlor Alkali Products	\$1,036.6	\$ 963.8	\$1,275.4
Winchester	549.3	567.7	489.1
Total sales	<u><u>\$1,585.9</u></u>	<u><u>\$1,531.5</u></u>	<u><u>\$1,764.5</u></u>
Income before taxes:			
Chlor Alkali Products	\$ 117.2	\$ 125.4	\$ 328.3
Winchester	63.0	68.6	32.6
Corporate/Other	(48.7)	17.2	(71.5)
Restructuring charge	(34.2)	—	—
Other operating income	2.5	9.1	1.2
Interest expense	(25.4)	(11.6)	(13.3)
Interest income	1.0	1.1	6.2
Other income (expense)	1.5	0.1	(26.0)
Income before taxes	<u><u>\$ 76.9</u></u>	<u><u>\$ 209.9</u></u>	<u><u>\$ 257.5</u></u>
Earnings of non-consolidated affiliates:			
Chlor Alkali Products	\$ 29.9	\$ 37.7	\$ 39.4
Depreciation and amortization expense:			
Chlor Alkali Products	\$ 74.8	\$ 59.8	\$ 57.8
Winchester	10.1	9.8	9.8
Corporate/Other	2.0	2.1	2.0
Total depreciation and amortization expense	<u><u>\$ 86.9</u></u>	<u><u>\$ 71.7</u></u>	<u><u>\$ 69.6</u></u>
Capital spending:			
Chlor Alkali Products	\$ 67.6	\$ 123.8	\$ 166.2
Winchester	15.2	12.4	12.2
Corporate/Other	2.5	1.7	1.9
Total capital spending	<u><u>\$ 85.3</u></u>	<u><u>\$ 137.9</u></u>	<u><u>\$ 180.3</u></u>
December 31,			
	<u>2010</u>	<u>2009</u>	
	<i>(\$ in millions)</i>		
Assets:			
Chlor Alkali Products	\$1,130.8	\$1,133.7	
Winchester	268.5	228.0	
Corporate/Other	649.4	570.3	
Total assets	<u><u>\$2,048.7</u></u>	<u><u>\$1,932.0</u></u>	
Investments—affiliated companies (at equity):			
Chlor Alkali Products	\$ 25.9	\$ 19.6	

Segment assets include only those assets which are directly identifiable to an operating segment. All goodwill, which is associated with its acquisition, is included in the assets of the Chlor Alkali Products segment. Assets of the corporate/other segment include primarily such items as cash and cash equivalents, short-term investments, deferred taxes, restricted cash and other assets.

<u>Geographic Data:</u>	<i>Years ended December 31,</i>		
	<i>2010</i>	<i>2009</i>	<i>2008</i>
	<i>(\$ in millions)</i>		
Sales:			
United States	\$1,425.7	\$1,375.9	\$1,555.1
Foreign	160.2	155.6	209.4
Transfers between areas:			
United States	39.4	29.6	41.7
Foreign	66.1	73.3	129.7
Eliminations	(105.5)	(102.9)	(171.4)
Total sales	<u>\$1,585.9</u>	<u>\$1,531.5</u>	<u>\$1,764.5</u>
	<i>December 31,</i>		
	<i>2010</i>	<i>2009</i>	
	<i>(\$ in millions)</i>		
Assets:			
United States	\$1,774.5	\$1,672.1	
Foreign	274.2	259.9	
Total assets	<u>\$2,048.7</u>	<u>\$1,932.0</u>	

Transfers between geographic areas are priced generally at prevailing market prices. Export sales from the United States to unaffiliated customers were \$22.1 million, \$20.9 million, and \$29.0 million in 2010, 2009 and 2008, respectively.

ENVIRONMENTAL

In the United States, the establishment and implementation of federal, state and local standards to regulate air, water and land quality affect substantially all of our manufacturing locations. Federal legislation providing for regulation of the manufacture, transportation, use and disposal of hazardous and toxic substances, and remediation of contaminated sites, has imposed additional regulatory requirements on industry, particularly the chemicals industry. In addition, implementation of environmental laws, such as the Resource Conservation and Recovery Act and the Clean Air Act, has required and will continue to require new capital expenditures and will increase plant operating costs. Our Canadian facility is governed by federal environmental laws administered by Environment Canada and by provincial environmental laws enforced by administrative agencies. Many of these laws are comparable to the U.S. laws described above. We employ waste minimization and pollution prevention programs at our manufacturing sites.

We are party to various governmental and private environmental actions associated with past manufacturing facilities and former waste disposal sites. Associated costs of investigatory and remedial activities are provided for in accordance with generally accepted accounting principles governing probability and the ability to reasonably estimate future costs. Our ability to estimate future costs depends on whether our investigatory and remedial activities are in preliminary or advanced stages. With respect to unasserted claims, we accrue liabilities for costs that, in our experience, we may incur to protect our interests against those unasserted claims. Our accrued liabilities for unasserted claims amounted to \$3.4 million at December 31, 2010. With respect to asserted claims, we accrue liabilities based on remedial investigation, feasibility study, remedial action and OM&M expenses that, in our experience, we may incur in connection with the asserted claims. Required site OM&M expenses are estimated and accrued in their entirety for required periods not exceeding 30 years, which reasonably approximates the typical duration of long-term site OM&M.

Our liabilities for future environmental expenditures were as follows:

	<i>December 31,</i>	
	<u>2010</u>	<u>2009</u>
	<i>(\$ in millions)</i>	
Beginning balance	\$166.1	\$158.9
Charges to income	16.3	24.1
Remedial and investigatory spending	(15.7)	(19.0)
Currency translation adjustments	0.9	2.1
Ending balance	<u>\$167.6</u>	<u>\$166.1</u>

At December 31, 2010 and 2009, our consolidated balance sheets included environmental liabilities of \$139.6 million and \$131.1 million, respectively, which were classified as other noncurrent liabilities. Our environmental liability amounts did not take into account any discounting of future expenditures or any consideration of insurance recoveries or advances in technology. These liabilities are reassessed periodically to determine if environmental circumstances have changed and/or remediation efforts and our estimate of related costs have changed. As a result of these reassessments, future charges to income may be made for additional liabilities. Of the \$167.6 million included on our consolidated balance sheet at December 31, 2010 for future environmental expenditures, we currently expect to utilize \$99.5 million of the reserve for future environmental expenditures over the next 5 years, \$20.8 million for expenditures 6 to 10 years in the future, and \$47.3 million for expenditures beyond 10 years in the future.

Our total estimated environmental liability at December 31, 2010, was attributable to 68 sites, 17 of which were USEPA NPL sites. Ten sites accounted for 78% of our environmental liability and, of the remaining 58 sites, no one site accounted for more than 3% of our environmental liability. At one of these ten sites, a remedial action plan is being implemented. At five of the ten sites, part of the site is subject to a remedial investigation and another part is in the long-term OM&M stage. At one of these ten sites, a remedial investigation is being performed. At one site, part of the site is subject to a remedial action plan and part of the site to long-term OM&M. The two remaining sites are in long-term OM&M. All ten sites are either associated with past manufacturing operations or former waste disposal sites. None of the ten largest sites represents more than 20% of the liabilities reserved on our consolidated balance sheet at December 31, 2010 for future environmental expenditures.

Charges or credits to income for investigatory and remedial efforts were material to operating results in 2010, 2009 and 2008 and may be material to operating results in future years.

Environmental provisions charged (credited) to income, which are included in cost of goods sold, were as follows:

	<i>Years ended December 31,</i>		
	<u>2010</u>	<u>2009</u>	<u>2008</u>
	<i>(\$ in millions)</i>		
Charges to income	\$16.3	\$ 24.1	\$27.7
Recoveries from third parties of costs incurred and expensed in prior periods	(7.2)	(82.1)	—
Total environmental expense (income)	<u>\$ 9.1</u>	<u>\$(58.0)</u>	<u>\$27.7</u>

These charges relate primarily to remedial and investigatory activities associated with past manufacturing operations and former waste disposal sites.

Annual environmental-related cash outlays for site investigation and remediation are expected to range between approximately \$20 million to \$40 million over the next several years, which are expected to be charged against reserves recorded on our balance sheet. While we do not anticipate a material increase in the projected annual level of our environmental-related cash outlays, there is always the possibility that such an increase may occur in the future in view of the uncertainties associated with environmental exposures. Environmental exposures are difficult to assess for numerous reasons, including the identification of new sites, developments at sites resulting from investigatory studies, advances in technology, changes in environmental laws and regulations and their application, changes in regulatory authorities, the scarcity of reliable data pertaining to identified sites, the difficulty in assessing the involvement and financial capability of other PRPs and our ability to obtain contributions from other parties and the lengthy time periods over which site remediation occurs. It is possible that some of these matters (the outcomes of which are subject

to various uncertainties) may be resolved unfavorably to us, which could materially adversely affect our financial position or results of operations. At December 31, 2010, we estimate that it is reasonably possible that we may have additional contingent environmental liabilities of \$50 million in addition to the amounts for which we have already recorded as a reserve.

COMMITMENTS AND CONTINGENCIES

The following table summarizes our contractual commitments under non-cancelable operating leases and purchase contracts as of December 31, 2010:

	<i>Operating Leases</i>	<i>Purchase Commitments</i>
	<i>(\$ in millions)</i>	
2011	\$ 40.0	\$73.3
2012	35.5	5.1
2013	31.4	4.3
2014	26.0	4.0
2015	21.9	12.5
Thereafter	66.5	—
Total commitments	<u>\$221.3</u>	<u>\$99.2</u>

Our operating lease commitments are primarily for railroad cars but also include distribution, warehousing and office space and data processing and office equipment. Virtually none of our lease agreements contain escalation clauses or step rent provisions. Total rent expense charged to operations amounted to \$51.2 million, \$45.4 million, and \$46.2 million in 2010, 2009 and 2008, respectively (sublease income is not significant). The above purchase commitments include raw material and utility purchasing commitments utilized in our normal course of business for our projected needs.

In conjunction with the St. Gabriel, LA conversion and expansion project, which was completed in the fourth quarter of 2009, we entered into a twenty-year brine and pipeline supply agreement with PetroLogistics. PetroLogistics installed, owns and operates, at its own expense, a pipeline supplying brine to the St. Gabriel, LA facility. Beginning November 2009, we are obligated to make a fixed annual payment over the life of the contract of \$2.0 million for use of the pipeline, regardless of the amount of brine purchased. We also have a minimum usage requirement for brine of \$8.4 million over the first five-year period of the contract. After the first-five year period, the contract contains a buy out provision exercisable by us for \$12.0 million.

On December 31, 1997, we entered into a long-term, sulfur dioxide supply agreement with Alliance, formerly known as RFC SO₂, Inc. Alliance has the obligation to deliver annually 36,000 tons of sulfur dioxide. Alliance owns the sulfur dioxide plant, which is located at our Charleston, TN facility and is operated by us. The price for the sulfur dioxide is fixed over the life of the contract, and under the terms of the contract, we are obligated to make a monthly payment of \$0.2 million regardless of the sulfur dioxide purchased. Commitments related to this agreement are \$2.4 million in 2011 and \$0.6 million in 2012. This supply agreement expires in 2012.

We, and our subsidiaries, are defendants in various legal actions (including proceedings based on alleged exposures to asbestos) incidental to our past and current business activities. At December 31, 2010 and 2009, our consolidated balance sheets included liabilities for these legal actions of \$18.1 million and \$15.8 million, respectively. These liabilities do not include costs associated with legal representation. Based on our analysis, and considering the inherent uncertainties associated with litigation, we do not believe that it is reasonably possible that these legal actions will materially adversely affect our financial statements or results of operations in the near term.

During the ordinary course of our business, contingencies arise resulting from an existing condition, situation, or set of circumstances involving an uncertainty as to the realization of a possible gain contingency. In certain instances such as environmental projects, we are responsible for managing the cleanup and remediation of an environmental site. There exists the possibility of recovering a portion of these costs from other parties. We account for gain contingencies in accordance with the provisions of ASC 450, formerly SFAS No. 5, and therefore do not record gain contingencies and recognize income until it is earned and realizable.

DERIVATIVE FINANCIAL INSTRUMENTS

We are exposed to market risk in the normal course of our business operations due to our purchases of certain commodities, our ongoing investing and financing activities, and our operations that use foreign currencies. The risk of loss can be assessed from the perspective of adverse changes in fair values, cash flows and future earnings. We have established policies and procedures governing our management of market risks and the use of financial instruments to manage exposure to such risks. ASC 815, formerly SFAS No. 133, required an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. We use hedge accounting treatment for substantially all of our business transactions whose risks are covered using derivative instruments. In accordance with ASC 815, we designate commodity forward contracts as cash flow hedges of forecasted purchases of commodities and certain interest rate swaps as fair value hedges of fixed-rate borrowings. We do not enter into any derivative instruments for trading or speculative purposes.

Energy costs, including electricity used in our Chlor Alkali Products segment, and certain raw materials and energy costs, namely copper, lead, zinc, electricity, and natural gas used primarily in our Winchester segment, are subject to price volatility. Depending on market conditions, we may enter into futures contracts and put and call option contracts in order to reduce the impact of commodity price fluctuations. The majority of our commodity derivatives expire within one year. Those commodity contracts that extend beyond one year correspond with raw material purchases for long-term fixed-price sales contracts.

We enter into forward sales and purchase contracts to manage currency risk resulting from purchase and sale commitments denominated in foreign currencies (principally Canadian dollar and Euro). All of the currency derivatives expire within one year and are for United States dollar equivalents. Our foreign currency forward contracts do not meet the criteria to qualify for hedge accounting. At December 31, 2010 and 2009, we had forward contracts to sell foreign currencies with a notional value of zero and \$0.3 million, respectively. At December 31, 2010 and 2009, we had forward contracts to buy foreign currencies with a notional value of \$0.3 million and \$1.7 million, respectively.

In 2001 and 2002, we entered into interest rate swaps on \$75 million of our underlying fixed-rate debt obligations, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A., a major financial institution. In January 2009, we entered into a \$75 million fixed interest rate swap with equal and opposite terms as the \$75 million variable interest rate swaps on the 2011 Notes. We have agreed to pay a fixed rate to a counterparty who, in turn, pays us variable rates. The counterparty to this agreement is Bank of America, a major financial institution. The result was a gain of \$7.9 million on the \$75 million variable interest rate swaps, which will be recognized through 2011. As of December 31, 2010, \$2.8 million of this gain was included in current installments of long-term debt. In January 2009, we de-designated our \$75 million interest rate swaps that had previously been designated as fair value hedges. The \$75 million variable interest rate swaps and the \$75 million fixed interest rate swap do not meet the criteria for hedge accounting. All changes in the fair value of these interest rate swaps are recorded currently in earnings.

Cash Flow Hedges

ASC 815 requires that all derivative instruments be recorded on the balance sheet at their fair value. For derivative instruments that are designated and qualify as a cash flow hedge, the change in fair value of the derivative is recognized as a component of other comprehensive loss until the hedged item is recognized into earnings. Gains and losses on the derivatives representing hedge ineffectiveness are recognized currently in earnings.

We had the following notional amount of outstanding commodity forward contracts that were entered into to hedge forecasted purchases:

	<i>December 31,</i>	
	<i>2010</i>	<i>2009</i>
	<i>(\$ in millions)</i>	
Copper	\$25.1	\$34.1
Zinc	3.2	3.2
Lead	19.6	17.0
Natural gas	5.5	7.1

As of December 31, 2010, the counterparty to \$28.9 million of these commodity forward contracts was Wells Fargo, a major financial institution.

We use cash flow hedges for certain raw material and energy costs such as copper, zinc, lead, electricity, and natural gas to provide a measure of stability in managing our exposure to price fluctuations associated with forecasted purchases of raw materials and energy used in our manufacturing process. At December 31, 2010, we had open positions in futures contracts through 2013. If all open futures contracts had been settled on December 31, 2010, we would have recognized a pretax gain of \$18.8 million.

If commodity prices were to remain at December 31, 2010 levels, approximately \$13.8 million of deferred gains would be reclassified into earnings during the next twelve months. The actual effect on earnings will be dependent on actual commodity prices when the forecasted transactions occur.

Fair Value Hedges

For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. We include the gain or loss on the hedged items (fixed-rate borrowings) in the same line item, interest expense, as the offsetting loss or gain on the related interest rate swaps. As of December 31, 2010 and 2009, the total notional amount of our interest rate swaps designated as fair value hedges were \$132.7 million and \$26.6 million, respectively. In April 2010, Citibank, N.A. terminated \$18.9 million of interest rate swaps on our industrial revenue bonds due in 2016. The result was a gain of \$0.4 million, which would have been recognized through 2016. In September 2010, the industrial revenue bonds were redeemed by us, and as a result, the remaining \$0.3 million gain was recognized in interest expense during 2010. In March 2010, we entered into \$125.0 million of interest rate swaps on the 2016 Notes.

We use interest rate swaps as a means of managing interest expense and floating interest rate exposure to optimal levels. These interest rate swaps are treated as fair value hedges. The accounting for gains and losses associated with changes in fair value of the derivative and the effect on the consolidated financial statements will depend on the hedge designation and whether the hedge is effective in offsetting changes in fair value of cash flows of the asset or liability being hedged. We have entered into \$132.7 million of such swaps, whereby we agreed to pay variable rates to a counterparty who, in turn, pays us fixed rates. The counterparty to these agreements is Citibank, N.A., a major financial institution. In all cases, the underlying index for the variable rates is six-month LIBOR. Accordingly, payments are settled every six months and the terms of the swaps are the same as the underlying debt instruments.

Financial Statement Impacts

We present our derivative assets and liabilities in our consolidated balance sheets on a net basis. We net derivative assets and liabilities whenever we have a legally enforceable master netting agreement with the counterparty to our derivative contracts. We use these agreements to manage and substantially reduce our potential counterparty credit risk.

The following table summarizes the location and fair value of the derivative instruments on our consolidated balance sheets. The table disaggregates our net derivative assets and liabilities into gross components on a contract-by-contract basis before giving effect to master netting arrangements:

<i>Derivatives Designated as Hedging Instruments</i>	<i>Asset Derivatives</i>			<i>Liability Derivatives</i>		
	<i>Balance Sheet Location</i>	<i>Fair Value December 31,</i>		<i>Balance Sheet Location</i>	<i>Fair Value December 31,</i>	
		<i>2010</i>	<i>2009</i>		<i>2010</i>	<i>2009</i>
		<i>(\$ in millions)</i>			<i>(\$ in millions)</i>	
				Current installments of long-term debt		
Interest rate contracts	Other current assets	\$ —	\$ —	debt	\$ 2.8	\$ —
Interest rate contracts	Other assets	5.3	1.4	Long-term debt	5.3	6.9
Commodity contracts—gains	Other current assets	16.9	17.7	Accrued liabilities	—	—
Commodity contracts—losses	Other current assets	—	(0.2)	Accrued liabilities	—	—
		<u>\$22.2</u>	<u>\$18.9</u>		<u>\$ 8.1</u>	<u>\$ 6.9</u>
<i>Derivatives Not Designated as Hedging Instruments</i>						
Interest rate contracts	Other current assets	\$ 3.8	\$ 6.0	Accrued liabilities	\$ 1.2	\$ 0.9
Commodity contracts—gains	Other current assets	—	—	Accrued liabilities	(0.1)	—
Commodity contracts—losses	Other current assets	—	—	Accrued liabilities	0.3	—
Foreign currency contracts	Other current assets	—	—	Accrued liabilities	—	0.1
		<u>\$ 3.8</u>	<u>\$ 6.0</u>		<u>\$ 1.4</u>	<u>\$ 1.0</u>
Total derivatives ⁽¹⁾		<u>\$26.0</u>	<u>\$24.9</u>		<u>\$ 9.5</u>	<u>\$ 7.9</u>

(1) Does not include the impact of cash collateral received from or provided to counterparties.

The following table summarizes the effects of derivative instruments on our consolidated statements of operations:

	<i>Location of Gain (Loss)</i>	<i>Amount of Gain (Loss)</i>		
		<i>Years Ended December 31,</i>		
		<i>2010</i>	<i>2009</i>	<i>2008</i>
		<i>(\$ in millions)</i>		
Derivatives—Cash Flow Hedges				
Recognized in other comprehensive loss (effective portion)		<u>\$ 8.8</u>	<u>\$ 39.3</u>	<u>\$(50.8)</u>
Reclassified from accumulated other comprehensive loss into income (effective portion)	Cost of goods sold	\$ 8.8	\$(20.4)	\$(8.1)
Recognized in income (ineffective portion)	Cost of goods sold	—	0.1	—
		<u>\$ 8.8</u>	<u>\$(20.3)</u>	<u>\$(8.1)</u>
Derivatives—Fair Value Hedges				
Interest rate contracts	Interest expense	<u>\$ 6.7</u>	<u>\$ 3.4</u>	<u>\$ 2.4</u>
Derivatives Not Designated as Hedging Instruments				
Interest rate contracts	Interest expense	\$ 0.3	\$(0.4)	\$ —
Commodity contracts	Cost of goods sold	(1.1)	(2.3)	—
		<u>\$(0.8)</u>	<u>\$(2.7)</u>	<u>\$ —</u>

Credit Risk and Collateral

By using derivative instruments, we are exposed to credit and market risk. If a counterparty fails to fulfill its performance obligations under a derivative contract, our credit risk will equal the fair-value gain in a derivative. Generally, when the fair value of a derivative contract is positive, this indicates that the counterparty owes us, thus creating a repayment risk for us. When the fair value of a derivative contract is negative, we owe the

counterparty and, therefore, assume no repayment risk. We minimize the credit (or repayment) risk in derivative instruments by entering into transactions with high-quality counterparties. We monitor our positions and the credit ratings of our counterparties and we do not anticipate non-performance by the counterparties.

Based on the agreements with our various counterparties, cash collateral is required to be provided when the net fair value of the derivatives, with the counterparty, exceed a specific threshold. If the threshold is exceeded, cash is either provided by the counterparty to us if the value of the derivatives is our asset, or cash is provided by us to the counterparty if the value of the derivatives is our liability. As of December 31, 2010 and 2009, the amounts recognized in other current assets for cash collateral provided by counterparties to us were \$3.2 million and \$2.2 million, respectively. In all instances where we are party to a master netting agreement, we offset the receivable or payable recognized upon payment of cash collateral against the fair value amounts recognized for derivative instruments that have also been offset under such master netting agreements.

FAIR VALUE MEASUREMENTS

Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels are directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities. We are required to separately disclose assets and liabilities measured at fair value on a recurring basis, from those measured at fair value on a nonrecurring basis. Nonfinancial assets measured at fair value on a nonrecurring basis are intangible assets and goodwill, which are reviewed annually in the fourth quarter and/or when circumstances or other events indicate that impairment may have occurred. Determining which hierarchical level an asset or liability falls within requires significant judgment. The following table summarizes the financial instruments measured at fair value in the consolidated balance sheets:

<u>Balance at December 31, 2010</u>	<i>Quoted Prices in Active Markets for Identical Assets (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
	<i>(\$ in millions)</i>			
Assets				
Interest rate swaps	\$—	\$ 9.1	\$—	\$ 9.1
Commodity forward contracts	7.0	9.9	—	16.9
Liabilities				
Interest rate swaps	—	9.3	—	9.3
Commodity forward contracts	—	0.2	—	0.2
<u>Balance at December 31, 2009</u>				
Assets				
Interest rate swaps	\$—	\$ 7.4	\$—	\$ 7.4
Commodity forward contracts	5.7	11.8	—	17.5
Liabilities				
Interest rate swaps	—	7.8	—	7.8
Foreign currency contracts	0.1	—	—	0.1

For the year ended December 31, 2010, there were no transfers into or out of Level 1 and Level 2.

Short-Term Investments

We classified our marketable securities as available-for-sale which were reported at fair market value. Unrealized gains and losses, to the extent such losses are considered temporary in nature, are included in accumulated other comprehensive loss, net of applicable taxes. At such time as the decline in fair market value and the related unrealized loss is determined to be a result of impairment of the underlying instrument, the loss is recorded as a charge to earnings. Fair values for marketable securities are based upon prices and other relevant information observable in market transactions involving identical or comparable assets or liabilities or prices obtained from independent third-party pricing services. The third-party pricing services employ various models that take into consideration such market-based factors as recent sales, risk-free yield curves, prices of similarly rated bonds, and direct discussions with dealers familiar with these types of securities.

As of June 30, 2008, we held corporate debt securities totaling \$26.6 million of par value with a fair value of \$20.5 million. In the second quarter of 2008, a temporary unrealized after-tax loss of \$3.7 million (\$6.1 million pretax) was recorded in accumulated other comprehensive loss. As of June 30, 2008, we concluded no other-than-temporary impairment losses had occurred. The AA-rated issuer of these debt securities had funded all redemptions at par and maintained short-term A1/P2 credit ratings. We entered into this structured investment vehicle in March 2006 as part of an approved cash management portfolio. Given our liquidity and capital structure, we had the ability to hold these debt securities until maturity on April 1, 2009.

Through September 30, 2008, the issuer of these debt securities had continued to fund all redemptions at par but was downgraded to short-term A3/P2 credit ratings. On October 1, 2008, the issuer of these debt securities announced it would cease trading and appoint a receiver as a result of financial market turmoil. The decline in the market value of the assets supporting these debt securities negatively impacted the liquidity of the issuer. On October 1, subsequent to the issuer's announcement, the Moody's rating for these debt securities was downgraded from A3 to Ca.

During the third quarter of 2008, we determined that these debt securities had no fair market value due to the actions taken by the issuer, turmoil in the financial markets, the lack of liquidity of the issuer, and the lack of trading in these debt securities. These factors led management to believe the recovery of the asset value, if any, was highly unlikely.

Because of the unlikelihood that these debt securities would recover in value, we recorded an after-tax impairment loss of \$26.6 million in other income (expense) in the third quarter of 2008. We are currently unable to utilize the capital loss resulting from the impairment of these corporate debt securities; therefore, no tax benefit has been recognized for the impairment loss.

In the fourth quarter of 2010, we recorded a gain in other income (expense) of \$1.4 million for the recovery from the investment in these corporate debt securities that was written off in 2008.

Interest Rate Swaps

The fair value of the interest rate swaps was included in other current assets, other assets, current installments of long-term debt, accrued liabilities, long-term debt and other liabilities as of December 31, 2010 and 2009. These financial instruments were valued using the "income approach" valuation technique. This method used valuation techniques to convert future amounts to a single present amount. The measurement was based on the value indicated by current market expectations about those future amounts. We use interest rate swaps as a means of managing interest expense and floating interest rate exposure to optimal levels.

Commodity Forward Contracts

The fair value of the commodity forward contracts was classified in other current assets and accrued liabilities as of December 31, 2010 and classified in other current assets as of December 31, 2009, with unrealized gains and losses included in accumulated other comprehensive loss, net of applicable taxes. These financial instruments were valued primarily based on prices and other relevant information observable in market transactions involving identical or comparable assets or liabilities including both forward and spot prices for commodities. We use commodity forward contracts for certain raw materials and energy costs such as copper, zinc, lead, and natural gas to provide a measure of stability in managing our exposure to price fluctuations.

Foreign Currency Contracts

The fair value of the foreign currency contracts was classified in accrued liabilities as of December 31, 2010 and 2009, with gains and losses included in selling and administration expense as these financial instruments do not meet the criteria to qualify for hedge accounting. These financial instruments were valued primarily based on prices and other relevant information observable in market transactions involving identical or comparable assets or liabilities including both forward and spot prices for foreign currencies. We enter into forward sales and purchase contracts to manage currency risk resulting from purchase and sale commitments denominated in foreign currencies (principally Canadian dollar and Euro).

Financial Instruments

The carrying values of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximated fair values due to the short-term maturities of these instruments. The fair value of our long-term debt was determined based on current market rates for debt of the same risk and maturities. At December 31, 2010 and 2009, the estimated fair value of debt was \$530.3 million and \$414.3 million, respectively, which compares to debt recorded on the consolidated balance sheet of \$496.0 million and \$398.4 million, respectively.

OTHER FINANCIAL DATA

Quarterly Data (Unaudited)

(\$ in millions, except per share data)

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>	<u>Year</u>
2010					
Sales	\$362.0	\$405.7	\$432.8	\$385.4	\$1,585.9
Cost of goods sold ⁽¹⁾	312.5	347.7	366.5	323.2	1,349.9
Net income	14.1	16.9	31.8	2.0	64.8
Net income per common share:					
Basic	0.18	0.21	0.40	0.03	0.82
Diluted	0.18	0.21	0.40	0.02	0.81
Common dividends per share	0.20	0.20	0.20	0.20	0.80
Market price of common stock ⁽²⁾					
High	19.94	22.39	20.99	21.57	22.39
Low	15.30	14.35	17.25	17.90	14.35
2009					
Sales	\$400.6	\$383.0	\$397.0	\$350.9	\$1,531.5
Cost of goods sold ⁽¹⁾	306.2	312.0	316.4	288.1	1,222.7
Net income	46.7	27.8	39.4	21.8	135.7
Net income per common share:					
Basic	0.60	0.36	0.50	0.28	1.74
Diluted	0.60	0.36	0.50	0.28	1.73
Common dividends per share	0.20	0.20	0.20	0.20	0.80
Market price of common stock ⁽²⁾					
High	19.79	16.70	18.40	18.03	19.79
Low	8.97	10.64	10.97	15.00	8.97

(1) Cost of goods sold included recoveries from third parties for environmental costs incurred and expensed in prior periods of \$2.6 million, \$2.8 million, \$0.2 million, \$1.6 million and \$7.2 million in the first quarter of 2010, second quarter of 2010, third quarter of 2010, fourth quarter of 2010 and full year 2010, respectively. Cost of goods sold included recoveries from third parties for environmental costs incurred and expensed in prior periods of \$0.8 million, \$44.3 million, \$37.0 million and \$82.1 million in the second quarter of 2009, third quarter of 2009, fourth quarter of 2009 and full year 2009, respectively.

(2) NYSE composite transactions.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

Item 9A. CONTROLS AND PROCEDURES

Our chief executive officer and our chief financial officer evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2010. Based on that evaluation, our chief executive officer and chief financial officer have concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information Olin is required to disclose in the reports that it files or submits with the SEC under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed in such reports is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

Not applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

We incorporate the biographical information relating to our Directors under the heading “Item 1—Proposal for the Election of Directors” in our Proxy Statement relating to our 2011 Annual Meeting of Shareholders (the “Proxy Statement”) by reference in this Report. See also the list of executive officers following Item 4 in Part I of this Report. We incorporate the information regarding compliance with Section 16 of the Securities Exchange Act of 1934, as amended, contained in the paragraph entitled “Section 16(a) Beneficial Ownership Reporting Compliance” under the heading “Security Ownership of Directors and Officers” in our Proxy Statement by reference in this Report.

The information with respect to our audit committee, including the audit committee financial expert, is incorporated by reference in this Report to the information contained in the paragraph entitled “What are the committees of the Board?” under the heading “Corporate Governance Matters” in our Proxy Statement. We incorporate by reference in this Report information regarding procedures for shareholders to nominate a director for election, in the Proxy Statement under the headings “Miscellaneous-How can I directly nominate a director for election to the Board at the 2012 Annual Meeting?” and “Corporate Governance Matters-What is Olin’s director nomination process?”

We have adopted a code of business conduct and ethics for directors, officers and employees, known as the Code of Conduct. The Code is available in the About Olin, Ethics section of our website at www.olin.com.

Item 11. EXECUTIVE COMPENSATION

The information in the Proxy Statement under the heading “Compensation Committee Interlocks and Insider Participation,” on page 17 and the information on pages 23 through 53, (beginning with the information under the heading “Compensation Discussion and Analysis” through the information under the heading “Compensation Committee Report,”) are incorporated by reference in this Report.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

We incorporate the information concerning holdings of our common stock by certain beneficial owners contained under the heading “Certain Beneficial Owners” in our Proxy Statement, and the information concerning beneficial ownership of our common stock by our directors and officers under the heading “Security Ownership of Directors and Officers” in our Proxy Statement by reference in this Report.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

We incorporate the information under the headings “Review, Approval, or Ratification of Transactions with Related Persons” and “Which board members are independent?” in our Proxy Statement by reference in this Report.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

We incorporate the information concerning the accounting fees and services of our independent registered public accounting firm, KPMG LLP under the heading “Item 4—Proposal to Ratify Appointment of Independent Registered Public Accounting Firm” in our Proxy Statement by reference in this Report.

PART IV

Item 15. EXHIBITS; CONSOLIDATED FINANCIAL STATEMENT SCHEDULES

(a) 1. Consolidated Financial Statements

Consolidated financial statements of the registrant are included in Item 8 above.

2. Financial Statement Schedules

Schedules containing separate financial statements of SunBelt Chlor Alkali Partnership are set forth beginning on page S-1 immediately following the signature page in the copy of this annual report filed with the SEC. Separate consolidated financial statements of our other 50% or less owned subsidiaries accounted for by the equity method are not summarized herein and have been omitted because, in the aggregate, they would not constitute a significant subsidiary.

Schedules not included herein are omitted because they are inapplicable or not required or because the required information is given in the consolidated financial statements and notes thereto.

3. Exhibits

See the Exhibit Index immediately prior to the exhibits which is hereby incorporated by reference. The following exhibits, listed on the Exhibit Index, are filed with this Annual Report on Form 10-K:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of amendment dated October 25, 2010 to executive agreements with Messrs. Curley, Fischer, Greer, Hammett, McIntosh, Pain and Rupp
10.2	Performance Share Program codified to reflect amendments through December 31, 2010
11	Computation of Per Share Earnings (included in the Note—"Earnings Per Share" to Notes to Consolidated Financial Statements in Item 8.)
12	Computation of Ratio of Earnings to Fixed Charges (Unaudited)
21	List of Subsidiaries
23.1	Consent of KPMG LLP
23.2	Consent of Ernst & Young LLP
31.1	Section 302 Certification Statement of Chief Executive Officer
31.2	Section 302 Certification Statement of Chief Financial Officer
32	Section 906 Certification Statement of Chief Executive Officer and Chief Financial Officer
101.INS	XBRL Instance Document ⁽¹⁾
101.SCH	XBRL Taxonomy Extension Schema Document ⁽¹⁾
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document ⁽¹⁾
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document ⁽¹⁾
101.LAB	XBRL Taxonomy Extension Label Linkbase Document ⁽¹⁾
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document ⁽¹⁾

- (1) Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Any exhibit is available from the Company by writing to: Mr. George H. Pain, Senior Vice President, General Counsel and Secretary, Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105-3443.

Shareholders may obtain information from Wells Fargo Shareowner Services, our registrar and transfer agent, who also manages our Dividend Reinvestment Plan by writing to: Wells Fargo Shareowner Services, PO Box 64874, St. Paul, MN 55164-0874, by telephone at (800) 468-9716 or via the Internet at www.shareowneronline.com, click on "contact us".

