

EASTMAN CHEMICAL CO  
Form 10-Q  
August 02, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-Q

(Mark  
One)

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

For the quarterly period ended June 30, 2011

OR

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

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

Commission file number 1-12626

EASTMAN CHEMICAL COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

62-1539359  
(I.R.S. employer  
identification no.)

200 South Wilcox Drive  
Kingsport, Tennessee  
(Address of principal executive offices)

37662  
(Zip Code)

Registrant's telephone number, including area code: (423) 229-2000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

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

Class	Number of Shares Outstanding at June 30, 2011
Common Stock, par value \$0.01 per share	70,200,484

---

PAGE 1 OF 48 TOTAL SEQUENTIALLY NUMBERED PAGES  
EXHIBIT INDEX ON PAGE 47

## TABLE OF CONTENTS

ITEM	PAGE
PART I. FINANCIAL INFORMATION	
1. <u>Financial Statements</u>	
<u>Unaudited Consolidated Statements of Earnings, Comprehensive Income and Retained Earnings</u>	3
<u>Consolidated Statements of Financial Position</u>	4
<u>Unaudited Consolidated Statements of Cash Flows</u>	5
<u>Notes to the Unaudited Consolidated Financial Statements</u>	6
2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	22
3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	43
4. <u>Controls and Procedures</u>	43
PART II. OTHER INFORMATION	
1. <u>Legal Proceedings</u>	44
1A. <u>Risk Factors</u>	44
2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	45
6. <u>Exhibits</u>	45
SIGNATURES	
<u>Signatures</u>	46
EXHIBIT INDEX	
<u>Exhibit Index</u>	47

UNAUDITED CONSOLIDATED STATEMENTS OF EARNINGS,  
COMPREHENSIVE INCOME AND RETAINED EARNINGS

(Dollars in millions, except per share amounts)	Second Quarter		First Six Months	
	2011	2010	2011	2010
Sales	\$1,885	\$1,502	\$3,643	\$2,872
Cost of sales	1,422	1,118	2,747	2,171
Gross profit	463	384	896	701
Selling, general and administrative expenses	121	102	234	197
Research and development expenses	39	33	75	66
Asset impairments and restructuring charges (gains), net	(15 )	3	(15 )	3
Operating earnings	318	246	602	435
Net interest expense	18	25	37	50
Other charges (income), net	(6 )	7	(12 )	14
Earnings from continuing operations before income taxes	306	214	577	371
Provision for income taxes from continuing operations	96	73	185	125
Earnings from continuing operations	210	141	392	246
Earnings from discontinued operations, net of tax	--	7	8	3
Gain from disposal of discontinued operations, net of tax	1	--	31	--
Net earnings	\$211	\$148	\$431	\$249
Basic earnings per share				
Earnings from continuing operations	\$2.97	\$1.96	\$5.55	\$3.40
Earnings from discontinued operations	0.01	0.09	0.54	0.04
Basic earnings per share	\$2.98	\$2.05	\$6.09	\$3.44
Diluted earnings per share				
Earnings from continuing operations	\$2.90	\$1.92	\$5.40	\$3.35
Earnings from discontinued operations	0.01	0.10	0.54	0.03
Diluted earnings per share	\$2.91	\$2.02	\$5.94	\$3.38
Comprehensive Income				
Net earnings	\$211	\$148	\$431	\$249
Other comprehensive income (loss), net of tax				
Change in cumulative translation adjustment	11	(9 )	36	(21 )
Change in unrecognized losses and prior service credits for benefit plans	2	6	6	9
Change in unrealized (losses) gains on derivative instruments	(19 )	2	(33 )	8
Total other comprehensive income (loss), net of tax	(6 )	(1 )	9	(4 )
Comprehensive income	\$205	\$147	\$440	\$245
Retained Earnings				
Retained earnings at beginning of period	\$3,066	\$2,640	2,880	2,571
Net earnings	211	148	431	249

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

Cash dividends declared	(33	)	(32	)	(67	)	(64	)
Retained earnings at end of period	\$3,244		\$2,756		3,244		2,756	

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

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Dollars in millions, except per share amounts)	June 30, 2011 (Unaudited)	December 31, 2010
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 634	\$ 516
Short-term time deposits	200	--
Trade receivables, net	769	545
Miscellaneous receivables	115	131
Inventories	748	608
Other current assets	42	30
Current assets held for sale	--	217
<b>Total current assets</b>	<b>2,508</b>	<b>2,047</b>
<b>Properties</b>		
Properties and equipment at cost	8,125	7,908
Less: Accumulated depreciation	5,206	5,063
Properties and equipment held for sale, net	--	374
<b>Net properties</b>	<b>2,919</b>	<b>3,219</b>
Goodwill	379	375
Other noncurrent assets	308	322
Noncurrent assets held for sale	--	23
<b>Total assets</b>	<b>\$6,114</b>	<b>\$5,986</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Current liabilities</b>		
Payables and other current liabilities	\$ 1,037	\$ 1,012
Borrowings due within one year	155	6
Current liabilities related to assets held for sale	--	52
<b>Total current liabilities</b>	<b>1,192</b>	<b>1,070</b>
Long-term borrowings	1,446	1,598
Deferred income tax liabilities	245	284
Post-employment obligations	1,192	1,274
Other long-term liabilities	132	130
Noncurrent liabilities related to assets held for sale	--	3
<b>Total liabilities</b>	<b>4,207</b>	<b>4,359</b>
<b>Stockholders' equity</b>		
Common stock (\$0.01 par value – 350,000,000 shares authorized; shares issued – 98,146,968 and 96,844,445 for 2011 and 2010, respectively)	1	1
Additional paid-in capital	876	793
Retained earnings	3,244	2,880
Accumulated other comprehensive loss	(423 )	(432 )
	<b>3,698</b>	<b>3,242</b>

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

Less: Treasury stock at cost (28,006,492 shares for 2011 and 26,172,654 shares for 2010 )	1,791	1,615
Total stockholders' equity	1,907	1,627
Total liabilities and stockholders' equity	\$6,114	\$5,986

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

## UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)	2011	First Six Months 2010
Cash flows from operating activities		
Net earnings	\$ 431	\$ 249
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization	135	139
Gain on sale of assets	(70 )	--
Provision (benefit) for deferred income taxes	(32 )	12
Changes in operating assets and liabilities, net of effect of acquisitions and divestitures:		
(Increase) decrease in trade receivables	(212 )	(433 )
(Increase) decrease in inventories	(121 )	(90 )
Increase (decrease) in trade payables	70	90
Increase (decrease) in liabilities for employee benefits and incentive pay	(139 )	(10 )
Other items, net	(1 )	24
Net cash provided by (used in) operating activities	61	(19 )
Cash flows from investing activities		
Additions to properties and equipment	(206 )	(76 )
Proceeds from sale of assets and investments	644	11
Acquisitions and investments in joint ventures	--	(189 )
Additions to short-term time deposits	(200 )	--
Additions to capitalized software	(5 )	(3 )
Other items, net	(6 )	--
Net cash provided by (used in) investing activities	227	(257 )
Cash flows from financing activities		
Net increase in commercial paper, credit facility, and other borrowings	1	1
Repayment of borrowings	(2 )	--
Dividends paid to stockholders	(67 )	(64 )
Treasury stock purchases	(177 )	(53 )
Proceeds from stock option exercises and other items	75	33
Net cash used in financing activities	(170 )	(83 )
Effect of exchange rate changes on cash and cash equivalents	--	1
Net change in cash and cash equivalents	118	(358 )
Cash and cash equivalents at beginning of period	516	793
Cash and cash equivalents at end of period	\$ 634	\$ 435



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

ITEM	Page
Note 1. <u>Basis of Presentation</u>	7
Note 2. <u>Discontinued Operations and Assets Held for Sale</u>	7
Note 3. <u>Acquisitions</u>	8
Note 4. <u>Inventories</u>	9
Note 5. <u>Payables and Other Current Liabilities</u>	10
Note 6. <u>Provision for Income Taxes</u>	10
Note 7. <u>Borrowings</u>	10
Note 8. <u>Derivatives</u>	11
Note 9. <u>Retirement Plans</u>	14
Note 10. <u>Commitments</u>	15
Note 11. <u>Environmental Matters</u>	16
Note 12. <u>Legal Matters</u>	16
Note 13. <u>Stockholders' Equity</u>	17
Note 14. <u>Earnings and Dividends per Share</u>	17
Note 15. <u>Asset Impairments and Restructuring Charges (Gains), Net</u>	18
Note 16. <u>Share-Based Compensation Awards</u>	18
Note 17. <u>Supplemental Cash Flow Information</u>	19
Note 18. <u>Segment Information</u>	19
Note 19. <u>Recently Issued Accounting Standards</u>	21

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared by Eastman Chemical Company (the "Company" or "Eastman") in accordance and consistent with the accounting policies stated in the Company's 2010 Annual Report on Form 10-K and should be read in conjunction with the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K. The unaudited consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States ("GAAP") and, of necessity, include some amounts that are based upon management estimates and judgments. Future actual results could differ from such current estimates. The unaudited consolidated financial statements include assets, liabilities, revenues, and expenses of all majority-owned subsidiaries and joint ventures. Eastman accounts for other joint ventures and investments where it exercises significant influence, but does not have control, on the equity basis. Intercompany transactions and balances are eliminated in consolidation. Certain prior period data has been reclassified in the Consolidated Financial Statements and accompanying footnotes to conform to current period presentation.

Effective January 1, 2010, the Company adopted amended accounting guidance on transfers of financial assets. The impact of this guidance was prospective with changes in full year 2010 Statements of Consolidated Financial Position and first six months 2010 Unaudited Consolidated Statements of Cash Flows. For additional information, refer to Notes 7, "Borrowings", and 10, "Commitments".

The Company held \$200 million of short-term time deposits as of June 30, 2011. These investments had staggered maturities between three and ten months at the investment date, which exceeded the 90 day threshold for classification as cash or cash equivalents.

## 2. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

On January 31, 2011, the Company completed the sale of the polyethylene terephthalate ("PET") business, related assets at the Columbia, South Carolina site, and technology of its Performance Polymers segment for \$615 million, subject to post-closing adjustments for working capital, and recognized a gain of approximately \$30 million, net of tax. The Company contracted with the buyer for transition services to supply certain raw materials and services for a period of less than one year. Transition supply agreement revenues of approximately \$175 million, relating to raw materials, were more than offset by costs and reported net in cost of sales. The PET business, assets, and technology sold were substantially all of the Performance Polymers segment and therefore the segment operating results are presented as discontinued operations for all periods presented and are not included in results from continuing operations. The assets and liabilities of this business were reclassified as assets held for sale as of December 31, 2010.

Operating results of the discontinued operations which were formerly included in the Performance Polymers segment are summarized below:

(Dollars in millions)	Second Quarter		First Six Months	
	2011	2010	2011	2010
Sales	\$--	\$222	\$105	\$416
Earnings before income taxes	--	10	15	4
Earnings from discontinued operations, net of tax	--	7	8	3
Gain from disposal of discontinued operations, net of tax	1	--	31	--



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Assets and liabilities of the discontinued operations classified as held for sale as of December 31, 2010 are summarized below:

(Dollars in millions)	December 31, 2010
<b>Current assets</b>	
Trade receivables, net	\$116
Inventories	101
<b>Total current assets held for sale</b>	<b>217</b>
<b>Non-current assets</b>	
Properties and equipment, net	374
Goodwill	1
Other noncurrent assets	22
<b>Total noncurrent assets held for sale</b>	<b>397</b>
<b>Total assets</b>	<b>\$614</b>
<b>Current liabilities</b>	
Payables and other current liabilities	\$52
<b>Total current liabilities held for sale</b>	<b>52</b>
<b>Noncurrent liabilities</b>	
Other noncurrent liabilities	3
<b>Total noncurrent liabilities</b>	<b>3</b>
<b>Total liabilities</b>	<b>\$55</b>

### 3. ACQUISITIONS

#### Sterling Chemicals Inc.

On June 22, 2011, the Company entered into a definitive merger agreement to acquire Sterling Chemicals, Inc., a single site North American petrochemical producer, for \$100 million in cash, subject to modest deductions at closing as provided in the merger agreement. The transaction, which is subject to customary conditions to closing, is expected to be completed in third quarter 2011.

#### Genovique Specialties Corporation

On April 30, 2010, Eastman completed the stock purchase of Genovique Specialties Corporation ("Genovique"), which was accounted for as a business combination. The acquired business is a global producer of specialty plasticizers, benzoic acid, and sodium benzoate. This acquisition included Genovique's manufacturing operations in Kohtla-Järve, Estonia and Chestertown, Maryland and a joint venture in Wuhan, China. Genovique's benzoate ester plasticizers were a strategic addition to Eastman's existing general-purpose and specialty non-phthalate plasticizers. The acquisition added differentiated, sustainably-advantaged products to Eastman's Performance Chemicals and Intermediates ("PCI") segment and enhances the Company's diversification into emerging geographic regions.



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The total purchase price was approximately \$160 million, including assumed debt of \$5 million. Transaction costs associated with the acquisition were expensed as incurred. The table below shows the final fair value purchase price allocation for the Genovique acquisition:

	Dollars in millions
Current assets	\$ 48
Properties and equipment	33
Intangible assets	59
Other noncurrent assets	2
Goodwill	63
Current liabilities	(17 )
Long-term liabilities	(28 )
Total purchase price	\$ 160

Acquired intangible assets consisted of \$44 million in established customer relationships, \$14 million in trademarks, and \$1 million in developed technology. The customer relationships and developed technology intangible assets have remaining useful lives of 16 and 7 years, respectively. Trademarks have been determined to have an indefinite life. Goodwill, which represents the excess of the purchase price over the net tangible and intangible assets acquired and liabilities assumed, was attributed to the synergies between the acquired company and Eastman.

## Korean Acetate Tow Facility

On March 22, 2010, Eastman Fibers Korea Limited ("EFKL") completed the purchase of the acetate tow facility in Ulsan, Korea from SK Chemicals Co., Ltd. ("SK"), which has been accounted for as a business combination. EFKL is a venture between the Company and SK, in which the Company has controlling ownership and operates the facility. This acquisition established acetate tow manufacturing capacity for the Company in Asia and supports projected long term sales growth for acetate tow in the region.

The fair value of total consideration was \$111 million, which was paid in installments beginning first quarter 2009 and completed second quarter 2010. The Company has determined the final fair value of the acquired assets to be as follows: property, plant, and equipment of \$101 million, inventory of \$5 million, and technology of \$5 million.

## 4. INVENTORIES

(Dollars in millions)	June 30, 2011	December 31, 2010
At FIFO or average cost (approximates current cost)		
Finished goods	\$707	\$611
Work in process	223	206
Raw materials and supplies	359	281
Total inventories	1,289	1,098
LIFO Reserve	(541 )	(490 )
Total inventories	\$748	\$608

Inventories valued on the LIFO method were approximately 70 percent of total inventories as of both June 30, 2011 and December 31, 2010.



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 5. PAYABLES AND OTHER CURRENT LIABILITIES

(Dollars in millions)	June 30, 2011	December 31, 2010
Trade creditors	\$646	\$569
Accrued payrolls, vacation, and variable-incentive compensation	102	166
Accrued taxes	41	44
Post-employment obligations	62	62
Interest payable	27	21
Other	159	150
Total payables and other current liabilities	\$1,037	\$1,012

The current portion of post-employment obligations is an estimate of current year payments.

## 6. PROVISION FOR INCOME TAXES

(Dollars in millions)	Second Quarter		First Six Months		
	2011	2010	2011	2010	
Provision for income taxes	\$96	\$73	\$185	\$125	
Effective tax rate	31	% 34	% 32	% 33	%

The second quarter and first six months 2011 effective tax rates include a \$6 million tax benefit recognized due to an increased level of capital investment which qualified for additional state tax credits. The Company expects the full year tax rate on reported earnings from continuing operations before income tax to be approximately 33 percent.

## 7. BORROWINGS

(Dollars in millions)	June 30, 2011	December 31, 2010
Borrowings consisted of:		
7% notes due 2012	\$150	\$151
3% debentures due 2015	250	250
6.30% notes due 2018	177	178
5.5% notes due 2019	250	250
4.5% debentures due 2021	250	250
7 1/4% debentures due 2024	243	243
7 5/8% debentures due 2024	54	54
7.60% debentures due 2027	222	222
Credit facility borrowings	--	--
Other	5	6

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

Total borrowings	1,601	1,604
Borrowings due within one year	(155 )	(6 )
Long-term borrowings	\$1,446	\$1,598

The increase in borrowings due within one year was primarily a result of reclassification of the 7% notes due in 2012 from long-term to short-term.

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

At June 30, 2011, the Company had a \$700 million revolving credit facility (the "Credit Facility") in two tranches, with \$125 million expiring in April 2012 and \$575 million expiring in April 2013. Borrowings under the Credit Facility are subject to interest at varying spreads above quoted market rates and a facility fee is paid on the total commitment. In addition, the Credit Facility contains a number of customary covenants and events of default including the requirement to maintain compliance with certain financial ratios. The Company was in compliance with all such covenants for all periods presented. At June 30, 2011 and December 31, 2010, the Company had no outstanding borrowings under the Credit Facility. The Credit Facility provides liquidity support for general corporate purposes.

At June 30, 2011, the Company also had a \$200 million line of credit under its annually renewable accounts receivable securitization agreement ("A/R Facility"). The A/R Facility was renewed in July 2011. Borrowings under the A/R Facility are subject to interest rates based on a spread over the lender's borrowing costs, and the Company pays a fee to maintain availability of the A/R Facility. In addition, the A/R Facility contains a number of customary covenants and events of default, as well as the requirement to maintain compliance with certain financial ratios. The Company was in compliance with all such covenants for all periods presented. At June 30, 2011 and December 31, 2010, the Company had no outstanding borrowings under the A/R Facility.

## Fair Value of Borrowings

The fair value for fixed-rate borrowings is based on current interest rates for comparable securities. The Company's floating-rate borrowings approximate fair value.

(Dollars in millions)	June 30, 2011		December 31, 2010	
	Recorded		Recorded	
	Amount	Fair Value	Amount	Fair Value
Long-term borrowings	\$1,446	\$1,543	\$1,598	\$1,688

## 8. DERIVATIVES

## Hedging Programs

The Company is exposed to market risk, such as changes in currency exchange rates, raw material and energy costs, and interest rates. The Company uses various derivative financial instruments when appropriate pursuant to the Company's hedging policies to mitigate these market risk factors and their effect on the cash flows of the underlying transactions. Designation is performed on a specific exposure basis to support hedge accounting. The changes in fair value of these hedging instruments are offset in part or in whole by corresponding changes in the cash flows of the underlying exposures being hedged. The Company does not hold or issue derivative financial instruments for trading purposes. For further information, see Note 12, "Derivatives", to the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K.

## Fair Value Hedges

Fair value hedges are defined as derivative or non-derivative instruments designated as and used to hedge the exposure to changes in the fair value of an asset or a liability or an identified portion thereof that is attributable to a particular risk. 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. As of June 30, 2011, the Company had no fair value hedges. As of December 31, 2010, the Company had fair value hedges in the form of interest rate swaps with a total notional amount of \$146 million.

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## Cash Flow Hedges

Cash flow hedges are derivative instruments designated as and used to hedge the exposure to variability in expected future cash flows that is attributable to a particular risk. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income, net of income taxes and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivatives representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

As of June 30, 2011, the total notional amounts of the Company's foreign exchange forward and option contracts were €617 million (approximately \$885 million equivalent) and ¥13.4 billion (approximately \$170 million equivalent), the total notional volume hedged for energy was approximately 2 million mmbtu (million british thermal units), and the total notional volume hedged for feedstock was approximately 1 million barrels. Additionally, at June 30, 2011, the total notional value of the interest rate swaps for the future issuance of debt ("forward starting interest rate swaps") was \$300 million.

As of December 31, 2010, the total notional amounts of the Company's foreign exchange forward and option contracts were €354 million (approximately \$475 million equivalent) and ¥12.8 billion (approximately \$160 million equivalent), the total notional volume hedged for energy was approximately 4 million mmbtu, and the total notional volume hedged for feedstock was approximately 1 million barrels. Additionally, at December 31, 2010, the total notional value of the forward starting interest rate swaps was \$300 million.

## Fair Value Measurements

For additional information on fair value measurement, see Note 1, "Significant Accounting Policies" to the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K.

The Company has determined that its derivative assets and liabilities are level 2 in the fair value hierarchy. The following chart shows the financial assets and liabilities valued on a recurring basis and their location in the Statement of Financial Position. The Company currently has no nonqualifying derivatives or derivatives that are not designated as hedges.

## Fair Value of Derivatives Designated as Hedging Instruments

(Dollars in millions)	Statement of Financial Position Location	Fair Value Measurements Significant Other Observable Inputs (Level 2)	
		June 30, 2011	December 31, 2010
Derivative Assets			
Fair Value Hedges			
Interest rate swaps	Other noncurrent assets	\$ --	\$ 2
Cash Flow Hedges			
Commodity contracts	Other current assets	1	4
Foreign exchange contracts	Other current assets	10	23
Foreign exchange contracts	Other noncurrent assets	4	12
Forward starting interest rate swap contracts	Other current assets	--	4

	\$ 15	\$ 45
--	-------	-------

(Dollars in millions)	Statement of Financial Position Location	Fair Value Measurements Significant Other Observable Inputs (Level 2)	
		June 30, 2011	December 31, 2010
Derivative Liabilities			
Cash Flow Hedges			
Commodity contracts	Payables and other current liabilities	\$ 1	\$ 2
Foreign exchange contracts	Payables and other current liabilities	21	6
Foreign exchange contracts	Other long-term liabilities	13	9
Forward starting interest rate swap contracts	Payables and other current liabilities	6	--
		\$ 41	\$ 17

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The fair value of the Company's derivative assets is based on estimates using standard pricing models. These standard pricing models use inputs which are derived from or corroborated by observable market data such as interest rate yield curves and currency spot and forward rates. The fair value of commodity contracts is derived using forward curves supplied by an industry recognized and unrelated third party. In addition, on an ongoing basis, the Company tests a subset of its valuations against valuations received from the transaction's counterparty to validate the accuracy of its standard pricing models. Counterparties to these derivative contracts are highly rated financial institutions which the Company believes carry only a minimal risk of nonperformance.

## Derivatives' Hedging Relationships

## Second Quarter

(Dollars in millions)	Amount after tax of gain/ (loss) recognized in Other Comprehensive Income on derivatives (effective portion)		Location of gain/(loss) reclassified from Accumulated Other Comprehensive Income into income (effective portion)	Pre-tax amount of gain/(loss) reclassified from Accumulated Other Comprehensive Income into income (effective portion)	
	June 30, 2011	June 30, 2010		June 30, 2011	June 30, 2010
Derivatives' Cash Flow Hedging Relationships					
Commodity contracts	\$(3 )	\$(8 )	Cost of sales	\$5	\$(1 )
Foreign exchange contracts	(9 )	13	Sales	(4 )	14
Forward starting interest rate swap contracts	(7 )	(3 )			
	\$(19 )	\$2		\$1	\$13

## First Six Months

(Dollars in millions)	Amount after tax of gain/ (loss) recognized in Other Comprehensive Income on derivatives (effective portion)		Location of gain/(loss) reclassified from Accumulated Other Comprehensive Income into income (effective portion)	Pre-tax amount of gain/(loss) reclassified from Accumulated Other Comprehensive Income into income (effective portion)	
	June 30, 2011	June 30, 2010		June 30, 2011	June 30, 2010
Derivatives' Cash Flow Hedging Relationships					
Commodity contracts	\$(1 )	\$(12 )	Cost of sales	\$5	\$4
Foreign exchange contracts	(25 )	23	Sales	(3 )	23
Forward starting interest rate swap contracts	(7 )	(3 )			
	\$(33 )	\$8		\$2	\$27

For six months ended June 30, 2011 and June 30, 2010, there was no material ineffectiveness with regard to the Company's qualifying hedges.

#### Hedging Summary

At June 30, 2011 and 2010, monetized positions and mark-to-market gains and losses from raw materials and energy, currency, and certain interest rate hedges that were included in accumulated other comprehensive income before taxes totaled approximately \$25 million in losses and \$57 million in gains, respectively. If realized, approximately \$11 million in losses in second quarter 2011 will be reclassified into earnings during the next 12 months. Ineffective portions of hedges are immediately recognized in cost of sales or other charges (income), net. There were no material gains or losses related to the ineffective portion of hedges recognized in 2011 or 2010.

The gains or losses on nonqualifying derivatives or derivatives that are not designated as hedges are marked to market in the line item "Other charges (income), net" of the Statements of Earnings, and, in all periods presented, represent foreign exchange derivatives denominated in multiple currencies. The Company recognized approximately \$1 million net loss and \$12 million net gain on nonqualifying derivatives during second quarter 2011 and 2010, respectively. The Company recognized approximately \$5 million net loss and \$15 million net gain on nonqualifying derivatives during first six months 2011 and 2010, respectively.



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 9. RETIREMENT PLANS

Eastman offers various postretirement benefits to its employees.

## DEFINED BENEFIT PENSION PLANS AND POSTRETIREMENT WELFARE PLANS

## Pension Plans:

Eastman maintains defined benefit pension plans that provide eligible employees with retirement benefits. Costs recognized for these benefits are recorded using estimated amounts, which may change as actual costs derived for the year are determined.

## Postretirement Welfare Plans:

Eastman provides a subsidy toward life insurance, health care, and dental benefits for eligible retirees hired prior to January 1, 2007, and a subsidy toward health care and dental benefits for retirees' eligible survivors. In general, Eastman provides those benefits to retirees eligible under the Company's U.S. plans.

Eligible employees hired on or after January 1, 2007 have access to postretirement health care benefits, but Eastman does not provide a subsidy toward the premium cost of postretirement benefits for those employees. A few of the Company's non-U.S. operations have supplemental health benefit plans for certain retirees, the cost of which is not significant to the Company.

Costs recognized for benefits for eligible retirees hired prior to January 1, 2007 are recorded using estimated amounts, which may change as actual costs derived for the year are determined.

Components of net periodic benefit cost were as follows:

(Dollars in millions)	Second Quarter				First Six Months			
	Pension Plans		Postretirement Welfare Plans		Pension Plans		Postretirement Welfare Plans	
	2011	2010	2011	2010	2011	2010	2011	2010
Service cost	\$11	\$11	\$2	\$2	\$23	\$22	\$4	\$5
Interest cost	21	21	11	11	42	42	22	22
Expected return on assets	(27 )	(26 )	--	--	(54 )	(53 )	(1 )	(1 )
Curtailment gain (1)	--	--	--	--	--	--	(5 )	--
Amortization of:								
Prior service credit	(4 )	(4 )	(5 )	(6 )	(7 )	(8 )	(10 )	(12 )
Actuarial loss	14	11	3	3	27	22	7	6
Net periodic benefit cost	\$15	\$13	\$11	\$10	\$31	\$25	\$17	\$20

(1) Includes \$5 million gain for the Performance Polymers segment that was sold January 31, 2011 and is included in discontinued operations. For more information, see Note 2, "Discontinued Operations and Assets Held for Sale."

The Company contributed \$100 million to its U.S. defined benefit pension plan in first six months 2011 and made no contributions in first six months 2010.



NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

10. COMMITMENTS

Purchasing Obligations and Lease Commitments

At June 30, 2011, the Company had various purchase obligations totaling approximately \$1.5 billion over a period of approximately 15 years for materials, supplies, and energy incident to the ordinary conduct of business. The Company also had various lease commitments for property and equipment under cancelable, noncancelable, and month-to-month operating leases totaling \$95 million over a period of several years. Of the total lease commitments, approximately 20 percent relates to machinery and equipment, including computer and communications equipment and production equipment; approximately 50 percent relates to real property, including office space, storage facilities and land; and approximately 30 percent relates to railcars.

Accounts Receivable Securitization Program

Effective January 1, 2010, the Company adopted amended accounting guidance for transfers of financial assets which impacts the financial statement presentation for activity under the Company's \$200 million accounts receivable securitization program. Beginning for periods after December 31, 2009, transfers of receivables interests that were previously treated as sold and removed from the balance sheet will be included in trade receivables, net and reflected as secured borrowings on the balance sheet. The Company's Statement of Financial Position at December 30, 2010 reflects an increase in trade receivables, \$200 million of which was transferred at December 31, 2009 under the securitization program and reduced cash flows from operating activities by that amount for first six months 2010. As a result of the adoption of this accounting guidance, any amounts drawn on this accounts receivable securitization program would now be reflected as secured borrowings and disclosed in Note 7, "Borrowings".

Guarantees

The Company has operating leases with terms that require the Company to guarantee a portion of the residual value of the leased assets upon termination of the lease. These residual value guarantees at June 30, 2011 totaled \$160 million and consisted primarily of leases for railcars and company aircraft. Leases with guarantee amounts totaling \$11 million, \$139 million, and \$10 million will expire in the second half of 2011, 2012, and 2014 and beyond, respectively. The Company believes, based on current facts and circumstances, that the likelihood of material residual guarantee payments is remote.

Variable Interest Entities

The accounting guidance on the consolidation of Variable Interest Entities ("VIEs") is effective for all VIEs or potential VIEs with which the Company is involved on or after January 1, 2010. This guidance amends the evaluation criteria to identify which entity has a controlling financial interest of a variable interest entity and requires ongoing reassessments. The Company has evaluated its material contractual relationships under the new guidance and concluded that the entities involved in these relationships are not VIEs or, in the case of Primester, a joint venture that manufactures cellulose acetate at the Company's Kingsport, Tennessee plant, the Company has shared control of the VIE. As such, the Company is not required to consolidate these entities.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

11. ENVIRONMENTAL MATTERS

Certain Eastman manufacturing sites generate hazardous and nonhazardous wastes, the treatment, storage, transportation, and disposal of which are regulated by various governmental agencies. In connection with the cleanup of various hazardous waste sites, the Company, along with many other entities, has been designated a potentially responsible party ("PRP"), by the U.S. Environmental Protection Agency under the Comprehensive Environmental Response, Compensation and Liability Act, which potentially subjects PRPs to joint and several liability for such cleanup costs. In addition, the Company will be required to incur costs for environmental remediation and closure and postclosure under the federal Resource Conservation and Recovery Act. Reserves for environmental contingencies have been established in accordance with Eastman's policies described in Note 1, "Significant Accounting Policies", to the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K. Because of expected sharing of costs, the availability of legal defenses, and the Company's preliminary assessment of actions that may be required, management does not believe that the Company's liability for these environmental matters, individually or in the aggregate, will be material to the Company's consolidated financial position, results of operations or cash flows. The Company's total reserve for environmental contingencies was \$34 million and \$40 million at June 30, 2011 and December 31, 2010, respectively.

Estimated future environmental expenditures for remediation costs range from the minimum or best estimate of \$9 million to the maximum of \$26 million at June 30, 2011, and from the minimum or best estimate of \$10 million to the maximum of \$27 million at December 31, 2010. The best estimate accrued to date over the facilities' estimated useful lives for asset retirement obligation costs are \$25 million and \$30 million at June 30, 2011 and December 31, 2010, respectively.

The Company completed the sale of the PET business on January 31, 2011. As a result, \$3 million in asset retirement obligation costs were divested.

12. LEGAL MATTERS

From time to time, the Company and its operations are parties to, or targets of, lawsuits, claims, investigations and proceedings, including product liability, personal injury, asbestos, patent and intellectual property, commercial, contract, environmental, antitrust, health and safety, and employment matters, which are being handled and defended in the ordinary course of business. While the Company is unable to predict the outcome of these matters, it does not believe, based upon currently available facts, that the ultimate resolution of any such pending matters will have a material adverse effect on its overall financial condition, results of operations or cash flows. However, adverse developments could negatively impact earnings or cash flows in a particular future period.

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## 13. STOCKHOLDERS' EQUITY

A reconciliation of the changes in stockholders' equity for first six months 2011 is provided below:

(Dollars in millions)	Common Stock at Par Value \$	Paid-in Capital \$	Retained Earnings \$	Accumulated Other Comprehensive Income (Loss) \$	Treasury Stock at Cost \$	Total Stockholders' Equity \$
Balance at December 31, 2010	1	793	2,880	(432 )	(1,615 )	1,627
Net Earnings	--	--	431	--	--	431
Cash Dividends Declared (1)	--	--	(67 )	--	--	(67 )
Other Comprehensive Income (Loss)	--	--	--	9	--	9
Share-Based Compensation Expense (2)	--	18	--	--	--	18
Stock Option Exercises	--	57	--	--	--	57
Other (3)	--	8	--	--	1	9
Stock Repurchases	--	--	--	--	(177 )	(177 )
Balance at June 30, 2011	1	876	3,244	(423 )	(1,791 )	1,907

(1) Includes cash dividends declared, but unpaid.

(2) Includes the fair value of equity share-based awards recognized for share-based compensation.

(3) Includes tax benefits relating to the difference between the amounts deductible for federal income taxes over the amounts charged to income for book value purposes credited to paid-in capital and other items.

## ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX

(Dollars in millions)	Cumulative Translation Adjustment \$	Unrecognized Losses and Prior Service Credits for Benefit Plans \$	Unrealized Gains (Losses) on Derivative Instruments \$	Unrealized Losses on Investments \$	Accumulated Other Comprehensive Income (Loss) \$
Balance at December 31, 2009	77	(488 )	27	(1 )	(385 )
Period change	2	(39 )	(10 )	--	(47 )
Balance at December 31, 2010	79	(527 )	17	(1 )	(432 )
Period change	36	6	(33 )	--	9
Balance at June 30, 2011	115	(521 )	(16 )	(1 )	(423 )

Amounts of other comprehensive income (loss) are presented net of applicable taxes. The Company records deferred income taxes on the cumulative translation adjustment related to branch operations and other entities included in the Company's consolidated U.S. tax return. No deferred income taxes are provided on the cumulative translation adjustment of subsidiaries outside the United States, as such cumulative translation adjustment is considered to be a

component of permanently invested, unremitted earnings of these foreign subsidiaries.

#### 14. EARNINGS AND DIVIDENDS PER SHARE

	Second Quarter		First Six Months	
	2011	2010	2011	2010
Shares used for earnings per share calculation (in millions):				
Basic	70.7	72.3	70.7	72.3
Diluted	72.5	73.5	72.5	73.5

In second quarter and first six months 2011, there were no outstanding options to purchase shares of common stock excluded from the computation of diluted earnings per share. Second quarter and first six months 2011 reflect the impact of share repurchases of 1.8 million shares.

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

In second quarter and first six months 2010, common shares underlying options to purchase 594,551 shares of common stock and 709,801 shares of common stock, respectively, were excluded from the computation of diluted earnings per share because the total market value of option exercises for these awards was less than the total proceeds that would be received for these awards. Second quarter and first six months 2010 reflect the impact of share repurchases of 0.9 million shares.

The Company declared cash dividends of \$0.47 and \$0.44 per share in second quarter 2011 and 2010, respectively and \$0.94 and \$0.88 per share in first six months 2011 and 2010, respectively.

## 15. ASSET IMPAIRMENTS AND RESTRUCTURING CHARGES (GAINS), NET

In second quarter and first six months 2011, there was a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project.

In second quarter and first six months 2010, there were \$3 million in restructuring charges primarily for severance associated with the acquisition and integration of Genovique.

## Changes in Reserves for Asset Impairments, Restructuring Charges, and Severance Charges

The following table summarizes the beginning reserves, charges to and changes in estimates to the reserves as described above, and the cash and non-cash reductions to the reserves attributable to asset impairments and the cash payments for severance and site closure costs for full year 2010 and first six months 2011:

(Dollars in millions)	Balance at January 1, 2010	Provision/ Adjustments	Non-cash Reductions	Cash Reductions	Balance at December 31, 2010
Non-cash charges	\$--	\$ 8	\$(8 )	\$--	\$--
Severance costs	3	18	--	(6 )	15
Site closure and other restructuring costs	6	3	(3 )	--	6
Total	\$9	\$ 29	\$(11 )	\$(6 )	\$21

  

	Balance at January 1, 2011	Provision/ Adjustments	Non-cash Reductions	Cash Reductions	Balance at June 30, 2011
Non-cash charges	\$--	\$(15 )	\$15	\$--	\$--
Severance costs	15	--	--	(5 )	10
Site closure and other restructuring costs	6	--	--	--	6
Total	\$21	\$(15 )	\$15	\$(5 )	\$16

## 16. SHARE-BASED COMPENSATION AWARDS

The Company utilizes share-based awards under employee and non-employee director compensation programs. These share-based awards may include restricted and unrestricted stock, restricted stock units, stock options, and performance shares. In second quarter 2011 and 2010, approximately \$12 million and \$5 million, respectively, of compensation expense before tax were recognized in selling, general and administrative expense in the earnings

statement for all share-based awards. The impact on second quarter 2011 and 2010 net earnings of approximately \$8 million and \$3 million, respectively, is net of deferred tax expense related to share-based award compensation for each period.

In first six months 2011 and 2010, \$19 million and \$10 million, respectively, of compensation expense before tax were recognized in selling, general and administrative expense in the earnings statement for all share-based awards. The impact on first six months 2011 and 2010 net earnings of \$12 million and \$6 million, respectively, is net of deferred tax expense related to share-based award compensation.



## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Additional information regarding share-based compensation plans and awards may be found in Note 21, "Share-Based Compensation Plans and Awards", to the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K.

## 17. SUPPLEMENTAL CASH FLOW INFORMATION

Included in the line item "Other items, net" of the "Cash flows from operating activities" section of the Consolidated Statements of Cash Flows are specific changes to certain balance sheet accounts as follows:

(Dollars in millions)	First Six Months	
	2011	2010
Current assets	\$10	\$7
Other assets	28	(8 )
Current liabilities	(34 )	11
Long-term liabilities and equity	(5 )	14
Total	\$(1 )	\$24

The above changes included transactions such as monetized positions from raw material and energy, currency, and certain interest rate hedges, prepaid insurance, miscellaneous deferrals, accrued taxes, value-added taxes, and other miscellaneous accruals.

## 18. SEGMENT INFORMATION

The Company's products and operations are managed and reported in four reportable operating segments, consisting of the Coatings, Adhesives, Specialty Polymers, and Inks ("CASPI") segment, the Fibers segment, the PCI segment, and the Specialty Plastics segment. For additional information concerning the Company's segments' businesses and products, see Note 23, "Segment Information", to the consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K.

Research and development and other expenses and asset impairments and restructuring charges (gains), net, not identifiable to an operating segment are not included in segment operating results for either of the periods presented and are shown in the tables below as "other" operating earnings (loss).

(Dollars in millions)	Second Quarter	
	2011	2010
Sales		
CASPI	\$491	\$416
Fibers	331	274
PCI	729	541
Specialty Plastics	334	271
Total Sales	\$1,885	\$1,502

(Dollars in millions)	First Six Months	
	2011	2010
Sales		

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

CASPI	\$958	\$789
Fibers	621	541
PCI	1,423	1,023
Specialty Plastics	641	519
Total Sales	\$3,643	2,872

19

---

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Edgar Filing: EASTMAN CHEMICAL CO - Form 10-Q

(Dollars in millions)	Second Quarter	
	2011	2010
Operating Earnings (Loss)		
CASPI	\$99	\$92
Fibers	93	81
PCI (1)	88	68
Specialty Plastics	37	21
Total Operating Earnings by Segment	317	262
Other (2)	1	(16)
<b>Total Operating Earnings</b>	<b>\$318</b>	<b>\$246</b>

- (1) Second quarter 2010 includes restructuring charges of \$3 million, primarily for severance in the PCI segment. See Note 15, "Asset Impairments and Restructuring Charges (Gains), Net" for additional information.
- (2) Second quarter 2011 includes a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project. See Note 15, "Asset Impairments and Restructuring Charges (Gains), Net" for additional information.

(Dollars in millions)	First Six Months	
	2011	2010
Operating Earnings (Loss)		
CASPI	\$197	\$157
Fibers	174	159
PCI (1)	176	103
Specialty Plastics	67	40
Total Operating Earnings by Segment	614	459
Other (2)	(12)	(24)
<b>Total Operating Earnings</b>	<b>\$602</b>	<b>\$435</b>

- (1) First six months 2010 includes restructuring charges of \$3 million, primarily for severance in the PCI segment. See Note 15, "Asset Impairments and Restructuring Charges (Gains), Net" for additional information.
- (2) First six months 2011 includes a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project. See Note 15, "Asset Impairments and Restructuring Charges (Gains), Net" for additional information.

(Dollars in millions)	December	
	June 30, 2011	31, 2010
Assets by Segment (1)		
CASPI	\$1,404	\$1,280
Fibers	914	874
PCI	1,339	1,235
Specialty Plastics	1,180	1,017
Total Assets by Segment	4,837	4,406
Corporate Assets	1,277	966
Assets Held for Sale (2)	--	614

Total Assets	\$6,114	\$5,986
--------------	---------	---------

- (1) The chief operating decision maker holds segment management accountable for accounts receivable, inventory, fixed assets, goodwill, and intangible assets.
- (2) For information regarding assets held for sale, see Note 2, "Discontinued Operations and Assets Held for Sale".

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

19. RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2011, the Financial Accounting Standards Board (“FASB”) issued amended accounting guidance related to fair value measurements and disclosures with the purpose of converging the fair value measurement and disclosure guidance issued by the FASB and the International Accounting Standards Board (“IASB”). The guidance is effective for reporting periods beginning after December 15, 2011. The guidance includes amendments that clarify the intent of the application of existing fair value measurement requirements along with amendments that change a particular principle or requirement for fair value measurements and disclosures. The Company has concluded that the new guidance will not have a material impact on its Consolidated Statements of Earnings, Comprehensive Income and Retained Earnings, Consolidated Statements of Financial Position, or related disclosures.

In June 2011, the FASB issued amended accounting guidance related to presentation of comprehensive income. The standards update is intended to help financial statement users better understand the causes of an entity’s change in financial position and results of operation. It is effective for reporting periods beginning after December 15, 2011. The amendments eliminate the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity. The amendments require that all nonowner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The guidance also requires that reclassification adjustments for items that are reclassified from other comprehensive income to net income be presented on the face of the financial statement where the components of net income and other comprehensive income are presented. The Company plans on adopting this guidance for reporting periods beginning after December 15, 2011 and is currently assessing the impact on financial statement presentation of adopting this guidance.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM	Page
<u>Critical Accounting Estimates</u>	23
<u>Presentation of Non-GAAP Financial Measures</u>	23
<u>Overview</u>	24
<u>Results of Operations</u>	25
<u>Summary by Operating Segment</u>	28
<u>Summary by Customer Location</u>	33
<u>Liquidity, Capital Resources, and Other Financial Information</u>	34
<u>Recently Issued Accounting Standards</u>	38
<u>2011 Outlook</u>	39
<u>Forward-Looking Statements and Risk Factors</u>	40

This Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon the consolidated financial statements for Eastman Chemical Company ("Eastman" or the "Company"), which have been prepared in accordance with accounting principles generally accepted ("GAAP") in the United States, and should be read in conjunction with the Company's audited consolidated financial statements, including related notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's 2010 Annual Report on Form 10-K, and the Company's unaudited consolidated financial statements, including related notes, included elsewhere in this Quarterly Report on Form 10-Q. All references to earnings per share ("EPS") contained in this report are diluted earnings per share unless otherwise noted.

On January 31, 2011, the Company completed the sale of the PET business, related assets at the Columbia, South Carolina site, and technology of its Performance Polymers segment for \$615 million, subject to post-closing adjustments for working capital, and recognized a gain of approximately \$30 million, net of tax. The Company contracted with the buyer for transition services to supply certain raw materials and services for a period of less than one year. The PET business, assets, and technology sold were substantially all of the Performance Polymers segment. Performance Polymers segment operating results are presented as discontinued operations for all periods presented and are therefore not included in results from continuing operations in accordance with U.S. GAAP. The assets and liabilities of this business were reclassified as assets held for sale as of December 31, 2010. The sale is not expected to impact product lines in the Specialty Plastics segment. For additional information, see Note 2, "Discontinued Operations and Assets Held for Sale", to the Company's unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING ESTIMATES

In preparing the consolidated financial statements in conformity with GAAP, the Company's management must make decisions which impact the reported amounts and the related disclosures. Such decisions include the selection of the appropriate accounting principles to be applied and assumptions on which to base estimates and judgments that affect the reported amounts of assets, liabilities, sales revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to allowances for doubtful accounts, impairment of long-lived assets, environmental costs, U.S. pension and other post-employment benefits, litigation and contingent liabilities, and income taxes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company's management believes the critical accounting estimates described in Part II, Item 7 of the Company's 2010 Annual Report on Form 10-K are the most important to the fair presentation of the Company's financial condition and results. These estimates require management's most significant judgments in the preparation of the Company's consolidated financial statements.

PRESENTATION OF NON-GAAP FINANCIAL MEASURES

This Management's Discussion and Analysis includes the following non-GAAP financial measures and accompanying reconciliations to the most directly comparable GAAP financial measures. The non-GAAP financial measures used by the Company may not be comparable to similarly titled measures used by other companies and should not be considered in isolation or as a substitute for measures of performance or liquidity prepared in accordance with GAAP.

- Company and segment operating earnings, Company earnings from continuing operations, and diluted earnings per share excluding the asset impairments and restructuring charges (gains), net, described below; and
- Cash flows from operating activities excluding the impact of adoption of amended accounting guidance for transfers of financial assets and the impact of tax payment for the gain on the sale of the PET business, described below.

In second quarter 2011, there was a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project.

In second quarter 2011, cash flows included the use of \$55 million of a total anticipated \$110 million tax payment for the tax gain on the sale of the PET business completed in first quarter 2011.

In second quarter 2010, there were \$3 million in restructuring charges, primarily for severance associated with the acquisition and integration of Genovique Specialties Corporation ("Genovique").

In first quarter 2010, the Company adopted amended accounting guidance for transfers of financial assets which impacts the financial statement presentation for activity under the Company's \$200 million accounts receivable securitization program. For periods beginning after December 31, 2009, transfers of receivables interests that were previously treated as sold and removed from the balance sheet will be included in trade receivables, net and reflected as secured borrowings on the balance sheet. The Company's Statement of Financial Position at December 31, 2010 reflects an increase in trade receivable of \$200 million, the amount transferred at December 31, 2009 under the securitization program, which reduced cash flows from operating activities by that amount for first quarter 2010.





MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

For evaluation and analysis of ongoing business results and of the impact on the Company and its segments of strategic decisions and actions to reduce costs and to improve the profitability of the Company, Eastman's management believes that Company and segment earnings should be considered both with and without asset impairments and restructuring charges (gains), net. Management believes that investors can better evaluate and analyze historical and future business trends if they also consider the reported Company and segment results, respectively, without these items. In addition, management believes that cash provided by and used in operating activities should be considered both with and without the impact of adoption of amended accounting guidance for transfers of financial assets and tax payments for the gain on the sale of the PET business. Management utilizes these measures to evaluate its cash flows and cash position and in determining certain performance-based compensation. These measures, excluding the identified items, are not recognized in accordance with GAAP and should not be viewed as an alternatives to the GAAP measures of performance.

OVERVIEW

The Company generated sales revenue of \$1.9 billion and \$1.5 billion in second quarter 2011 and 2010, respectively. The increase in sales revenue was due to higher selling prices and higher sales volume. The higher selling prices were in response to higher raw material and energy costs and were also attributed to strengthened demand, particularly in the U.S., and tight industry supply. The higher sales volume was primarily due to growth in plasticizer product lines, increased demand for acetyl chemicals, the fourth quarter 2010 restart of a previously idled olefin cracking unit at the Longview, Texas facility, and strengthened end-use demand primarily in the packaging, transportation, and durable goods markets.

The Company generated sales revenue of \$3.6 billion and \$2.9 billion in first six months 2011 and 2010, respectively. Sales revenue increases were due to higher selling prices and higher sales volume. The higher selling prices were in response to higher raw material and energy costs and were also attributed to strengthened demand, particularly in the U.S., and tight industry supply. The higher sales volume was primarily due to growth in plasticizer product lines, the fourth quarter 2010 restart of a previously idled olefin cracking unit at the Longview, Texas facility, and strengthened end-use demand primarily in the packaging and transportation markets. The increase was also due to growth initiatives including the increased utilization of the Korean acetate tow manufacturing facility and the Eastman Tritan™ copolyester resin manufacturing facility, and the acquisition of the Genovique plasticizer product lines.

Operating earnings were \$318 million in second quarter 2011 compared with \$246 million in second quarter 2010 and \$602 million in first six months 2011 compared with \$435 million in first six months 2010. Operating earnings included a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project in second quarter and first six months 2011 and restructuring charges of \$3 million in second quarter and first six months 2010. Excluding these items, the increase in both comparable periods was due to higher selling prices and higher sales volume more than offsetting higher raw material and energy costs. In first six months 2010, operating earnings included the cumulative negative impact of approximately \$25 million related to the outage at the Longview, Texas manufacturing facility, net of insurance proceeds from partial settlement primarily reflected in the Performance Chemicals and Intermediates ("PCI") and Coatings, Adhesives, Specialty Polymers, and Inks ("CASPI") segments. First six months 2010 operating earnings also included \$12 million from acetyl license revenue.

The Company generated \$61 million of cash from operating activities during first six months 2011, after a \$100 million contribution to the U.S. defined benefit pension plan and \$55 million of a total anticipated \$110 million tax

payment for the tax gain on the sale of the PET business completed in first quarter 2011. Working capital increased by \$263 million primarily due to increased accounts receivable attributed to increased sales revenue and increased inventory resulting from increased raw material prices. The Company used \$19 million cash from operating activities during the first six months of 2010 including a \$200 million increase in working capital resulting from the adoption of amended accounting guidance for transfers of financial assets which impacted the financial statement presentation for activity under the Company's accounts receivable securitization program.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

In the first half of 2011 the Company has made progress on its growth initiatives by:

- entering into a joint venture in China for a 30,000-ton acetate tow manufacturing facility, expected to be operational in 2013;
- constructing a demonstration facility for market testing of acetylated wood, which is expected to be producing chemically-modified wood in fourth quarter 2011, allowing for a market launch beginning in 2012 to several test markets;
  - commencing commercial introduction of the new Eastman Cerfis™ technology;
  - announcing the new Eastman™ microfiber technology; and
- entering into a definitive merger agreement to acquire Sterling Chemicals, Inc. ("Sterling"), a single site North American petrochemical producer, to produce non-phthalate plasticizers, including Eastman 168™ non-phthalate plasticizers, and acetic acid.

For additional information on acetylated wood, Eastman Cerfis™ technology, and Eastman™ microfiber technology, see "Summary by Operating Segment" in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

The Company expects costs related to shutdowns in the second half of 2011 to be approximately \$25 million higher compared with the first half of 2011. These shutdowns include the planned and unplanned shutdowns of two of the three Texas olefin cracking units, and planned shutdowns of the Kingsport coal gasification facility and of Specialty Plastics manufacturing capacity to make new capacity expansions operational.

RESULTS OF OPERATIONS

(Dollars in millions)	Second Quarter			Volume Effect	Price Effect	Product Mix Effect	Exchange Rate Effect
	2011	2010	Change				
Sales	\$ 1,885	\$ 1,502	26 %	9 %	14 %	2 %	1 %

(Dollars in millions)	First Six Months			Volume Effect	Price Effect	Product Mix Effect	Exchange Rate Effect
	2011	2010	Change				
Sales	\$ 3,643	\$ 2,872	27 %	13 %	14 %	-- %	-- %

Sales revenue in second quarter 2011 compared to second quarter 2010 increased \$383 million. The increase was primarily due to higher selling prices in all segments and higher sales volume (particularly in the PCI segment). The higher selling prices were in response to higher raw material and energy costs and were also attributed to strengthened demand, particularly in the U.S., and tight industry supply. The higher sales volume was primarily due to growth in plasticizer product lines, increased demand for acetyl chemicals, the fourth quarter 2010 restart of a previously idled olefins cracking unit at the Longview, Texas facility, and strengthened end-use demand in the packaging, transportation, and durable goods markets.



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Sales revenue in first six months 2011 compared to first six months 2010 increased \$771 million. The increase was primarily due to higher selling prices in all segments and higher sales volume (particularly in the PCI segment). The higher selling prices were in response to higher raw material and energy costs and were also attributed to strengthened demand, particularly in the U.S., and tight industry supply. The higher sales volume was primarily due to growth in plasticizer product lines, the fourth quarter 2010 restart of a previously idled olefins cracking unit at the Longview, Texas facility, and strengthened end-use demand primarily in the packaging and transportation markets. The increase was also due to growth initiatives including the increased utilization of the Korean acetate tow manufacturing facility and the Eastman Tritan™ copolyester resin manufacturing facility, and the acquisition of the Genovique plasticizer product lines.

(Dollars in millions)	Second Quarter			First Six Months			
	2011	2010	Change	2011	2010	Change	
Gross Profit	\$463	\$384	21	% \$896	\$701	28	%
As a percentage of sales	25	% 26	%	25	% 24	%	

Gross profit in second quarter and first six months 2011 increased compared to second quarter and first six months 2010 in all segments. The increase in both comparable periods was due to higher selling prices and higher sales volume more than offsetting higher raw material and energy costs. In first six months 2010, gross profit included the cumulative negative impact of approximately \$25 million related to the outage at the Texas manufacturing facility, net of the insurance proceeds from partial settlement primarily reflected in the PCI and CASPI segments. First six months 2010 gross profit also included \$12 million from acetyl license revenue.

(Dollars in millions)	Second Quarter			First Six Months			
	2011	2010	Change	2011	2010	Change	
Selling, General and Administrative Expenses	\$121	\$102	19	% \$234	\$197	19	%
Research and Development Expenses	39	33	18	% 75	66	14	%
	\$160	\$135	19	% \$309	\$263	17	%
As a percentage of sales	8	% 9	%	8	% 9	%	

Selling, general and administrative ("SG&A") expenses in second quarter and first six months 2011 were higher compared to second quarter and first six months 2010 primarily due to increased compensation expense, primarily performance-based compensation, and higher costs of growth and business development initiatives.

Research and development ("R&D") expenses were higher in second quarter and first six months 2011 compared to second quarter and first six months 2010 primarily due to higher R&D expenses for growth initiatives, including acetylated wood.

#### Asset Impairments and Restructuring Charges (Gains), Net

In second quarter and first six months 2011, there was a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project.

In second quarter and first six months 2010, there were \$3 million in restructuring charges primarily for severance associated with the acquisition and integration of Genovique.

For more information regarding asset impairments and restructuring charges (gains), net see the segment discussions and Note 15, "Asset Impairments and Restructuring Charges (Gains), Net", to the Company's unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

26

---

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

## Operating Earnings

(Dollars in millions)	Second Quarter			First Six Months		
	2011	2010	Change	2011	2010	Change
Operating earnings	\$ 318	\$ 246	29 %	\$ 602	\$ 435	38 %
Asset impairments and restructuring charges (gains), net	(15 )	3		(15 )	3	
Operating earnings excluding asset impairments and restructuring charges (gains), net	\$ 303	\$ 249	22 %	\$ 587	\$ 438	34 %

## Net Interest Expense

(Dollars in millions)	Second Quarter			First Six Months		
	2011	2010	Change	2011	2010	Change
Gross interest costs	\$23	\$27		\$46	\$54	
Less: Capitalized interest	3	--		5	1	
Interest expense	20	27	(26 ) %	41	53	(23 ) %
Interest income	2	2		4	3	
Net interest expense	\$18	\$25	(28 ) %	\$37	\$50	(26 ) %

Net interest expense decreased \$7 million and \$13 million in second quarter and first six months 2011, respectively, compared to comparable 2010 periods primarily due to lower borrowing costs resulting from the debt restructuring in fourth quarter 2010 and higher capitalized interest resulting from higher capital spending.

For 2011, the Company expects net interest expense to decrease compared with 2010 primarily due to lower borrowing costs resulting from the debt restructuring in fourth quarter 2010 and higher capitalized interest resulting from higher capital spending.

## Other Charges (Income), Net

(Dollars in millions)	Second Quarter		First Six Months	
	2011	2010	2011	2010
Foreign exchange transaction losses	\$--	\$6	\$(1 )	\$9
Investment (gains) losses, net	(4 )	--	(10 )	1
Other, net	(2 )	1	(1 )	4
Other charges (income), net	\$(6 )	\$7	\$(12 )	\$14

Second quarter and first six months 2011 investment gains included gains from equity investments and joint ventures and sales of business venture investments.

## Provision for Income Taxes

(Dollars in millions)	Second Quarter		First Six Months	
	2011	2010	2011	2010
Provision for income taxes	\$96	\$73	\$185	\$125
Effective tax rate	31 %	34 %	32 %	33 %



The second quarter and first six months 2011 effective tax rates include a \$6 million tax benefit recognized due to an increased level of capital investment which qualified for additional state tax credits. The Company expects the full year tax rate on reported earnings from continuing operations before income tax to be approximately 33 percent.

27

---

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Earnings from Continuing Operations and Diluted Earnings per Share

(Dollars in millions, except diluted EPS)	\$	Second Quarter	
		2011 EPS	2010 EPS
Earnings from continuing operations	\$ 210	\$ 2.90	\$ 1.92
Asset impairments and restructuring charges (gains), net of tax	(10 )	(0.14 )	0.03
Earnings from continuing operations excluding asset impairments and restructuring charges (gains), net of tax	\$ 200	\$ 2.76	\$ 1.95

(Dollars in millions, except diluted EPS)	\$	First Six Months	
		2011 EPS	2010 EPS
Earnings from continuing operations	\$ 392	\$ 5.40	\$ 3.35
Asset impairments and restructuring charges (gains), net of tax	(10 )	(0.13 )	0.03
Earnings from continuing operations excluding asset impairments and restructuring charges (gains), net of tax	\$ 382	\$ 5.27	\$ 3.38

Net Earnings and Diluted Earnings per Share

(Dollars in millions, except diluted EPS)	\$	Second Quarter	
		2011 EPS	2010 EPS
Earnings from continuing operations	\$210	\$2.90	\$1.92
Earnings from discontinued operations, net of tax	--	--	0.10
Gain from disposal of discontinued operations, net of tax	1	0.01	--
Net earnings	\$211	\$2.91	\$2.02

(Dollars in millions, except diluted EPS)	\$	First Six Months	
		2011 EPS	2010 EPS
Earnings from continuing operations	\$ 392	\$ 5.40	\$ 3.35
Earnings from discontinued operations, net of tax	8	0.12	0.03
Gain from disposal of discontinued operations, net of tax	31	0.42	--
Net earnings	\$ 431	\$ 5.94	\$ 3.38

SUMMARY BY OPERATING SEGMENT

The Company's products and operations are managed and reported in four reportable operating segments, consisting of the CASPI segment, the Fibers segment, the PCI segment, and the Specialty Plastics segment. For additional information concerning the Company's operating businesses and products, see Note 23, "Segment Information" to the

consolidated financial statements in Part II, Item 8 of the Company's 2010 Annual Report on Form 10-K.

28

---

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS

Sales revenue and expenses not identifiable to an operating segment are not included in segment operating results for either of the periods presented and are shown as "other" sales revenue and operating earnings (loss) when applicable. For more information, refer to Note 18, "Segment Information" to the Company's unaudited consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q. Included in second quarter and first six months 2011 is a \$15 million gain from the sale of the previously impaired methanol and ammonia assets related to the terminated Beaumont, Texas industrial gasification project.

The Company continues to explore and invest in R&D initiatives at a corporate level that are aligned with macro trends in sustainability, consumerism, and energy efficiency with a focus on high performance materials, advanced cellulose, and environmentally-friendly chemistry. The Company recently announced several innovation projects that are in various stages of development. One such project is the Company's process technology for wood acetylation, which chemically modifies wood to increase dimensional stability and durability and improve performance. This new technology leverages the Company's integrated manufacturing streams to enable new market opportunities in sustainable products. The Company is also developing Eastman Cerfis™ technology for wood finishing, which uses proprietary copolyesters and technolo