CALGON CARBON CORPORATION
Form 10-Q
November 05, 2013
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# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

# FORM 10-Q

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

**For the quarterly period ended September 30, 2013**

**OR**

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

**For the transition period from to**

**Commission file number: 1-10776**

# CALGON CARBON CORPORATION

(Exact name of registrant as specified in its charter)

| **Delaware** | **25-0530110** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **P.O. Box 717, Pittsburgh, PA** | **15230-0717** |
| (Address of principal executive offices) | (Zip Code) |

**(412) 787-6700**

(Registrant s telephone number, including area code)

**None**

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

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

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

| **Class** | **Outstanding at November 5, 2013** |
|---|---|
| [Common Stock, $.01 par value per share] | 54,604,765 shares |

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CALGON CARBON CORPORATION

FORM 10-Q

QUARTER ENDED September 30, 2013

This Quarterly Report on Form 10-Q contains historical information and forward-looking statements. Forward-looking statements typically contain words such as expect, believes, estimates, anticipates, or similar words indicating that future outcomes are uncertain. Statements lookin forward in time, including statements regarding future growth and profitability, price increases, cost savings, product lines, enhanced competitive posture and acquisitions, are included in this Quarterly Report on Form 10-Q and in the Company s most recent Annual Report on Form 10-K pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve known and unknown risks and uncertainties that may cause Calgon Carbon Corporation s (the Company ) actual results in future periods to be materially different from any future performance suggested herein. Therefore, you should not unduly rely on any forward-looking statements contained herein. Further, the Company operates in an industry sector where securities values may be volatile and may be influenced by economic and other factors beyond the Company s control. Some of the factors that could affect future performance of the Company are changes in, or delays in the implementation of, regulations that cause a market for our products, acquisitions, higher energy and raw material costs, costs of imports and related tariffs, labor relations, capital and environmental requirements, changes in foreign currency exchange rates, borrowing restrictions, validity of patents and other intellectual property, and pension costs. In the context of the forward-looking information provided in this Quarterly Report on Form 10-Q and in other reports, please refer to the discussions of risk factors and other information detailed in, as well as the other information contained in the Company s most recent Annual Report on Form 10-K. Any forward-looking statement speaks only as of the date on which such statement is made and the Company does not intend to correct or update any forward-looking statements, whether as a result of new information, future events or otherwise, unless required to do so by the Federal securities laws of the United States.

In reviewing any agreements incorporated by reference in this Quarterly Report on Form 10-Q, please remember such agreements are included to provide information regarding the terms of such agreements and are not intended to provide any other factual or disclosure information about the Company. The agreements may contain representations and warranties by the Company, which should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties should those statements prove to be inaccurate. The representations and warranties were made only as of the date of the relevant agreement or such other date or dates as may be specified in such agreement and are subject to more recent developments. Accordingly, these representations and warranties alone may not describe the actual state of affairs as of the date they were made or at any other time.

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## PART I CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### Item 1. Condensed Consolidated Financial Statements

### INTRODUCTION TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited interim condensed consolidated financial statements included herein have been prepared by Calgon Carbon Corporation and subsidiaries (the Company ), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in audited annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. Management of the Company believes that the disclosures included herein are adequate to make the information presented not misleading when read in conjunction with the Company s audited consolidated financial statements and the notes included therein for the year ended December 31, 2012, as filed with the Securities and Exchange Commission by the Company in its Annual Report on Form 10-K.

In management s opinion, the unaudited interim condensed consolidated financial statements reflect all adjustments, which are of a normal and recurring nature, and which are necessary for a fair presentation, in all material respects, of financial results for the interim periods presented. Operating results for the first nine months of 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

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CALGON CARBON CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in Thousands except Per Share Data)

(Unaudited)

| | | | | |
|---|---|---|---|---|
| Net sales | $ 139,375 | $ 135,467 | $ 414,847 | $ 420,478 |
| Cost of products sold (excluding depreciation) | 93,001 | 98,544 | 279,473 | 294,826 |
| Depreciation and amortization | 7,347 | 6,756 | 21,399 | 19,711 |
| Selling, general and administrative expenses | 19,362 | 23,874 | 56,279 | 66,644 |
| Research and development expenses | 1,614 | 1,941 | 4,476 | 6,209 |
| Restructuring (Note 1) | (87) | 7,958 | (129) | 7,958 |
| Litigation and other contingencies | 266 | | 266 | (19) |
| | 121,503 | 139,073 | 361,764 | 395,329 |
| Income (loss) from operations | 17,872 | (3,606) | 53,083 | 25,149 |
| Interest income | 3 | 3 | 139 | 32 |
| Interest expense | (122) | (4) | (428) | (23) |
| Other expense net | (395) | (1,042) | (1,564) | (1,806) |
| Income (loss) before income tax provision (benefit) | 17,358 | (4,649) | 51,230 | 23,352 |
| Income tax provision (benefit) | 5,473 | (196) | 16,561 | 9,183 |
| Net income (loss) | 11,885 | (4,453) | 34,669 | 14,169 |
| Other comprehensive income (loss), net of tax (Note 5) | | | | |
| Foreign currency translation | 4,551 | 3,797 | (967) | 1,454 |
| Derivatives | (391) | (17) | 168 | 564 |
| Employee benefit plans | 425 | (39) | 1,759 | (1,071) |
| Comprehensive income (loss) | $ 16,470 | $ (712) | $ 35,629 | $ 15,116 |
| Net income (loss) per common share | | | | |
| Basic | $ 0.22 | $ (0.08) | $ 0.64 | $ 0.25 |
| Diluted | $ 0.22 | $ (0.08) | $ 0.64 | $ 0.25 |
| Weighted average shares outstanding | | | | |
| Basic | 53,900,119 | 56,682,153 | 53,774,268 | 56,611,496 |
| Diluted | 54,763,796 | 57,197,419 | 54,506,378 | 57,170,842 |

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

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CALGON CARBON CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands)

(Unaudited)

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 29,977 | $ 18,161 |
| Receivables (net of allowance of $1,739 and $1,362) | 105,169 | 101,918 |
| Revenue recognized in excess of billings on uncompleted contracts | 10,056 | 14,680 |
| Inventories | 107,842 | 107,166 |
| Deferred income taxes current | 19,452 | 17,317 |
| Other current assets | 11,308 | 13,964 |
| Total current assets | 283,804 | 273,206 |
| | | |
| Property, plant and equipment, net | 264,792 | 262,993 |
| Intangibles, net | 6,179 | 7,388 |
| Goodwill | 26,537 | 27,030 |
| Deferred income taxes long-term | 3,966 | 3,558 |
| Other assets | 2,788 | 3,594 |
| | | |
| Total assets | $ 588,066 | $ 577,769 |
| | | |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | $ 58,174 | $ 76,214 |
| Restructuring reserve (Note 1) | 551 | 3,226 |
| Billings in excess of revenue recognized on uncompleted contracts | 5,563 | 3,865 |
| Payroll and benefits payable | 12,362 | 10,114 |
| Accrued income taxes | 2,287 | 2,666 |
| Short-term debt | 270 | 19,565 |
| Total current liabilities | 79,207 | 115,650 |
| | | |
| Long-term debt | 48,340 | 44,408 |
| Deferred income taxes long-term | 18,973 | 12,379 |
| Accrued pension and other liabilities | 48,922 | 54,035 |
| | | |
| Total liabilities | 195,442 | 226,472 |
| | | |
| Commitments and contingencies (Note 8) | | |
| | | |
| Shareholders equity: | | |
| Common shares, $.01 par value, 100,000,000 shares authorized, 56,837,072 and 56,450,632 shares issued | 568 | 564 |
| Additional paid-in capital | 174,637 | 168,599 |
| Retained earnings | 305,180 | 270,511 |
| Accumulated other comprehensive loss | (15,567) | (16,527) |
| | 464,818 | 423,147 |

| | | | | |
|---|---|---|---|---|
| Treasury stock, at cost, 6,435,860 and 6,415,176 shares | | (72,194) | | (71,850) |
| Total shareholders equity | | 392,624 | | 351,297 |
| Total liabilities and shareholders equity | $ | 588,066 | $ | 577,769 |

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

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CALGON CARBON CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in Thousands)

(Unaudited)

| | Nine Months Ended September 30, | |
|---|---|---|
| | **2013** | **2012** |
| Cash flows from operating activities | | |
| Net income | $ 34,669 | $ 14,169 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 21,399 | 19,711 |
| Employee benefit plan provisions | 1,370 | 4,468 |
| Stock-based compensation | 2,391 | 2,057 |
| Deferred income tax expense (benefit) | 2,877 | (1,474) |
| Restructuring (Note 1) | (129) | 7,958 |
| Restructuring cash payments (Note 1) | (3,124) | |
| Changes in assets and liabilities net of effects from foreign exchange: | | |
| (Increase) decrease in receivables | (7,096) | 5,657 |
| (Increase) decrease in inventories | (3,289) | 6,079 |
| Decrease (increase) in revenue in excess of billings on uncompleted contracts and other current assets | 8,177 | (7,519) |
| Decrease in accounts payable, accrued liabilities, and accrued interest | (15,140) | (2,999) |
| Pension contributions | (3,547) | (3,107) |
| Other items net | 573 | (508) |
| Net cash provided by operating activities | 39,131 | 44,492 |
| | | |
| Cash flows from investing activities | | |
| Proceeds from sale of business (Note 1) | 642 | |
| Capital expenditures | (22,053) | (45,674) |
| Government grants received | 1,709 | 947 |
| Cash released from collateral | | 1,106 |
| Net cash used in investing activities | (19,702) | (43,621) |
| | | |
| Cash flows from financing activities | | |
| Japanese Revolving credit facility borrowings short term (Note 10) | | 10,546 |
| Japanese Revolving credit facility repayments short term (Note 10) | (16,291) | (10,291) |
| U.S. Revolving credit facility borrowings long term (Note 10) | 64,900 | 61,200 |
| U.S. Revolving credit facility repayments long term (Note 10) | (71,150) | (56,800) |
| Proceeds from debt obligations | 10,476 | |
| Reductions of debt obligations | (1,015) | (2,294) |
| Treasury stock purchased | (344) | (567) |
| Common stock issued | 3,410 | 967 |
| Excess tax benefit from stock-based compensation | | (268) |
| Net cash (used in) provided by financing activities | (10,014) | 2,493 |
| | | |
| Effect of exchange rate changes on cash and cash equivalents | 2,401 | 1,722 |
| | | |
| Increase in cash and cash equivalents | 11,816 | 5,086 |
| Cash and cash equivalents, beginning of period | 18,161 | 13,574 |

| | | | | |
|---|---|---|---|---|
| Cash and cash equivalents, end of period | $ | 29,977 | $ | 18,660 |

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

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CALGON CARBON CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in Thousands)

(Unaudited)

**1. Restructuring**

During the third quarter of 2012, the Company adopted a worldwide strategy to reduce costs and realign the organization structure in response to the global economic slowdown, rising raw material and maintenance costs, and delays in implementation of environmental regulations, which have created a challenging business environment for the Company. As a part of this strategy, the Company permanently closed, and later sold, its Datong, China manufacturing facility, temporarily idled a reactivation facility in Blue Lake, California, and reduced headcount. The Company has also consolidated operations at certain locations and will evaluate non-core businesses for potential divestiture.

For the three and nine months ended September 30, 2013, the Company recorded $(87) thousand and $0.4 million, respectively, of restructuring (income) charges which were all within the Activated Carbon and Service segment. The Company also recorded a pre-tax gain of $0.6 million for the sale of its activated carbon manufacturing facility in Datong, China for the period ended March 31, 2013 which was in the Activated Carbon and Service segment. The gain on sale was comprised of the release of foreign currency translation adjustments of $1.0 million which was partially offset by a $0.4 million charge for the write-off of goodwill. For three and nine months ended September 30, 2012, the Company recorded $8.0 million of restructuring charges which were all within the Activated Carbon and Service segment. These restructuring charges included impairment charges of $3.6 million for the permanent closure or sale of its activated carbon manufacturing facility in Datong, China and $0.4 million for the closure of a warehouse in Belgium. The Company also recorded termination benefits, including early retirement obligations, as a result of the worldwide reduction of headcount of $3.8 million.

The remaining restructuring cash outlays are expected to be made in 2013.

The following table summarizes the activity in the restructuring reserve for the nine month period ended September 30, 2013:

| (Thousands, except number of employees) | Employee Termination Benefits | Gain on Sale | Other | Total Restructuring Activity | Employees |
|---|---|---|---|---|---|
| Accrual at December 31, 2012 | $ 3,226 | $ | $ | $ 3,226 | 67 |
| Restructuring charges (income) | 357 | (578) | 92 | (129) | 4 |
| Payments | (3,032) | | (92) | (3,124) | (67) |
| Non-cash charges | | 578 | | 578 | |
| Accrual at September 30, 2013 | $ 551 | $ | $ | $ 551 | 4 |

**2. Inventories**

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Raw materials | $ 29,916 | $ 29,353 |
| Finished goods | 77,926 | 77,813 |
| | $ 107,842 | $ 107,166 |

Inventories are recorded net of reserves of $2.1 million and $1.8 million for obsolete and slow-moving items at September 30, 2013 and December 31, 2012, respectively.

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**3. Supplemental Cash Flow Information**

Cash paid for interest during the nine months ended September 30, 2013 and 2012 was $0.7 million and $0.8 million, respectively. Income taxes paid, net of refunds, were $11.1 million and $11.3 million, for the nine months ended September 30, 2013 and 2012, respectively.

The Company has reflected a $1.0 million decrease and a $1.4 million increase in accounts payable and accrued liabilities for changes in unpaid capital expenditures for the nine months ended September 30, 2013 and 2012, respectively.

**4. Dividends**

The Company s Board of Directors did not declare or pay a dividend for the three or nine month periods ended September 30, 2013 and 2012.

**5. Accumulated Other Comprehensive Income (Loss)**

The following table provides details on the changes in the balances of each component of accumulated other comprehensive loss, net of tax, at September 30, 2013:

| (Dollars in thousands) | Foreign Currency Translation Adjustments | Pension Benefit Adjustments | Derivatives | Accumulated Other Comprehensive Income (Loss) |
|---|---|---|---|---|
| Balance at December 31, 2012 | $ 17,098 | $ (33,718) | $ 93 | $ (16,527) |
| Other comprehensive income (loss) before reclassifications | (7,320) | 181 | 549 | (6,590) |
| Amounts reclassified from other comprehensive income (loss) | 1,032 | (559) | 25 | 498 |
| Net current-period other comprehensive income (loss) | (6,288) | (378) | 574 | (6,092) |
| Balance at March 31, 2013 | $ 10,810 | $ (34,096) | $ 667 | $ (22,619) |
| Other comprehensive income (loss) before reclassifications | 2,834 | (66) | 15 | 719 |
| Amounts reclassified from other comprehensive income (loss) | (2,064) | 1,779 | (30) | 1,749 |
| Net current-period other comprehensive income (loss) | 770 | 1,713 | (15) | 2,468 |
| Balance at June 30, 2013 | $ 11,580 | $ (32,383) | $ 652 | $ (20,151) |
| Other comprehensive income (loss) before reclassifications | 4,551 | (184) | (244) | 4,123 |

| | | | | |
|---|---|---|---|---|
| Amounts reclassified from other comprehensive income (loss) | | 608 | (147) | 461 |
| Net current-period other comprehensive income (loss) | 4,551 | 424 | (391) | 4,584 |
| Balance at September 30, 2013 | $ 16,131 | $ (31,959) | $ 261 | $ (15,567) |

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The following tables provide details on amounts reclassified out of each component of accumulated other comprehensive (income) loss for the three and nine month periods ended September 30, 2013:

| Details about Accumulated Other Comprehensive (Income) Loss Components | Three Months Ended September 30, 2013 Amount Reclassified from Accumulated Other Comprehensive Loss (1) | Affected Line Item in the Statement Where Net Income is Presented |
|---|---|---|
| Derivatives (Note 7) | | |
| Foreign Exchange Contracts | $ 339 | Cost of products sold (excluding depreciation) |
| Natural Gas Contracts | (70) | Cost of products sold (excluding depreciation) |
| | 269 | Total before tax |
| | (122) | Tax (expense) or benefit |
| | $ 147 | Net of tax |
| Pension Benefit Adjustments (Note 11) | | |
| Prior-service costs | $ (18) | (2) |
| Actuarial losses | (962) | (2) |
| | (980) | Total before tax |
| | 372 | Tax (expense) or benefit |
| | $ (608) | Net of tax |
| Foreign Currency Translation Adjustments | | |
| Sale of foreign subsidiary (Note 1) | $ | Restructuring (3) |
| | | Total before tax |
| | | Tax (expense) or benefit |
| | $ | Net of tax |
| Total reclassifications for the period | $ (461) | Net of tax |

| Details about Accumulated Other Comprehensive (Income) Loss Components | Nine Months Ended September 30, 2013 Amount Reclassified from Accumulated Other Comprehensive Loss (1) | Affected Line Item in the Statement Where Net Income is Presented |
|---|---|---|
| Derivatives (Note 7) | | |
| Foreign Exchange Contracts | $ 769 | Cost of products sold (excluding depreciation) |
| Natural Gas Contracts | (476) | Cost of products sold (excluding depreciation) |
| | 293 | Total before tax |
| | (141) | Tax (expense) or benefit |
| | $ 152 | Net of tax |
| Pension Benefit Adjustments (Note 11) | | |
| Prior-service costs | $ (56) | (2) |
| Actuarial losses | (2,882) | (2) |
| | (2,938) | Total before tax |
| | 1,110 | Tax (expense) or benefit |
| | $ (1,828) | Net of tax |
| Foreign Currency Translation Adjustments | | |
| Sale of foreign subsidiary (Note 1) | $ 1,032 | Restructuring (3) |
| | 1,032 | Total before tax |
| | | Tax (expense) or benefit |
| | $ 1,032 | Net of tax |
| Total reclassifications for the period | $ (644) | Net of tax |

(1) Amounts in parentheses indicate reductions to income/increases to losses.

(2) These accumulated other comprehensive loss components are included in the computation of net periodic pension cost.

(3) The adjustment for 2013 relates to the Company s sale of its activated carbon manufacturing facility in Datong, China.

Foreign currency translation adjustments exclude income tax (expense) benefit for the earnings of the Company s non-U.S. subsidiaries as management believes these earnings will be reinvested for an indefinite period of time. Determination of the amount of unrecognized deferred U.S. income tax liability on these unremitted earnings is not practicable.

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The income tax expense associated with the Company s pension benefits included in accumulated other comprehensive loss was $18.9 million and $20.0 million at September 30, 2013 and December 31, 2012, respectively. The income tax benefit associated with the Company s derivatives included in accumulated other comprehensive loss was $(0.2) million and $(29) thousand at September 30, 2013 and December 31, 2012, respectively.

The following table contains the components of income tax (expense) benefit included in other comprehensive income (loss):

| | Foreign Currency Translation | | Pension Benefits | | Derivatives | |
|---|---|---|---|---|---|---|
| (Dollars in millions) | Three Months Ended | Nine Months Ended | Three Months Ended | Nine Months Ended | Three Months Ended | Nine Months Ended |
| September 30, 2013 | $ 0.3 | $ 0.2 | $ (0.4) | $ (1.1) | $ 0.2 | $ (0.2) |
| September 30, 2012 | $ 0.2 | $ | $ | $ 0.7 | $ | $ (0.4) |

**6. Segment Information**

The Company s management has identified three segments based on the product line and associated services. Those segments include Activated Carbon and Service, Equipment, and Consumer. The Company s chief operating decision maker, its chief executive officer, receives and reviews financial information in this format. The Activated Carbon and Service segment manufactures granular activated carbon for use in applications to remove organic compounds from liquids, gases, water, and air. This segment also consists of services related to activated carbon including reactivation of spent carbon and the leasing, monitoring, and maintenance of carbon fills at customer sites. The service portion of this segment also includes services related to the Company s ion exchange technologies for treatment of groundwater and process streams. The Equipment segment provides solutions to customers air and water process problems through the design, fabrication, and operation of systems that utilize the Company s enabling technologies: ballast water, ultraviolet light, advanced ion exchange separation, and carbon adsorption. The Consumer segment supplies activated carbon for use in military, industrial, and medical applications. The following segment information represents the results of operations:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2013 | 2012 | 2013 | 2012 |
| Net sales | | | | |
| Activated Carbon and Service | $ 123,027 | $ 114,971 | $ 365,933 | $ 358,561 |
| Equipment | 13,419 | 18,212 | 41,629 | 54,217 |
| Consumer | 2,929 | 2,284 | 7,285 | 7,700 |
| | $ 139,375 | $ 135,467 | $ 414,847 | $ 420,478 |
| Income (loss) from operations before depreciation, amortization, and restructuring | | | | |
| Activated Carbon and Service | $ 24,951 | $ 9,900 | $ 73,556 | $ 47,729 |
| Equipment | (628) | 726 | (859) | 3,257 |
| Consumer | 809 | 482 | 1,656 | 1,832 |
| | 25,132 | 11,108 | 74,353 | 52,818 |
| Depreciation and amortization | | | | |
| Activated Carbon and Service | 6,468 | 5,983 | 18,729 | 17,406 |

| | | | | |
|---|---|---|---|---|
| Equipment | 725 | 619 | 2,191 | 1,832 |
| Consumer | 154 | 154 | 479 | 473 |
| | 7,347 | 6,756 | 21,399 | 19,711 |
| Income from operations before restructuring | 17,785 | 4,352 | 52,954 | 33,107 |
| | | | | |
| Reconciling items: | | | | |
| Restructuring (Note 1) | 87 | (7,958) | 129 | (7,958) |
| Interest income | 3 | 3 | 139 | 32 |
| Interest expense | (122) | (4) | (428) | (23) |
| Other expense net | (395) | (1,042) | (1,564) | (1,806) |
| Income (loss) before income tax provision (benefit) | $ 17,358 | $ (4,649) | $ 51,230 | $ 23,352 |

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| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Total Assets | | |
| Activated Carbon and Service | $ 523,557 | $ 510,550 |
| Equipment | 56,787 | 60,191 |
| Consumer | 7,722 | 7,028 |
| Consolidated total assets | $ 588,066 | $ 577,769 |

**7. Derivative Instruments**

The Company s corporate and foreign subsidiaries use foreign currency forward exchange contracts and foreign exchange option contracts to limit the exposure of exchange rate fluctuations on certain foreign currency receivables, payables, and other known and forecasted transactional exposures for periods consistent with the expected cash flow of the underlying transactions. The foreign currency forward exchange and foreign exchange option contracts generally mature within eighteen months and are designed to limit exposure to exchange rate fluctuations. The Company also uses cash flow hedges to limit the exposure to changes in natural gas prices. The natural gas forward contracts generally mature within one to eighteen months. The Company enters into derivative financial instruments with high credit quality counterparties and diversifies its positions among such counterparties. In addition, various master netting arrangements are in place with counterparties to facilitate settlement of gains and losses on these contracts. The Company does not currently offset derivative positions on these contracts. The Company accounts for its derivative instruments under Accounting Standards Codification (ASC) 815 Derivatives and Hedging.

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The fair value of outstanding derivative contracts recorded as assets in the accompanying condensed consolidated balance sheets were as follows:

| Asset Derivatives | Balance Sheet Locations | September 30, 2013 | December 31, 2012 |
|---|---|---|---|
| Derivatives designated as hedging instruments under ASC 815: | | | |
| Foreign exchange contracts | Other current assets | $ 716 | $ 545 |
| Foreign exchange contracts | Other assets | 12 | 142 |
| Total derivatives designated as hedging instruments under ASC 815 | | 728 | 687 |
| Derivatives not designated as hedging instruments under ASC 815: | | | |
| Foreign exchange contracts | Other current assets | 854 | 433 |
| Total asset derivatives | | $ 1,582 | $ 1,120 |

The fair value of outstanding derivative contracts recorded as liabilities in the accompanying condensed consolidated balance sheets were as follows:

| Liability Derivatives | Balance Sheet Locations | September 30, 2013 | December 31, 2012 |
|---|---|---|---|
| Derivatives designated as hedging instruments under ASC 815: | | | |
| Foreign exchange contracts | Accounts payable and accrued liabilities | $ 366 | $ 191 |
| Natural gas contracts | Accounts payable and accrued liabilities | 69 | 360 |
| Foreign exchange contracts | Accrued pension and other liabilities | 62 | 61 |
| Total derivatives designated as hedging instruments under ASC 815 | | 497 | 612 |
| Derivatives not designated as hedging Instruments under ASC 815: | | | |
| Foreign exchange contracts | Accounts payable and accrued liabilities | 33 | 34 |
| Total liability derivatives | | $ 530 | $ 646 |

In accordance with ASC 820, Fair Value Measurements and Disclosures, the fair value of the Company s foreign exchange forward contracts, foreign exchange option contracts, and natural gas forward contracts is determined using Level 2 inputs, which are defined as observable inputs. The inputs used are from market sources that aggregate data based upon market transactions.

The use of derivatives exposes the Company to the risk that a counter party may default on a derivative contract. The aggregate fair value of the Company s derivative instruments in asset positions as of September 30, 2013 was $1.6 million, representing the maximum loss that the Company would recognize at that date if all counterparties failed to perform as contracted. The Company has entered into master agreements with counterparties for its foreign exchange contracts that may allow for netting of exposures in the event of default or termination of the

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counterparty agreement due to breach of contract. The Company does not net its derivative positions by counterparty for purposes of balance sheet presentation and disclosure.

The gross and net amounts of derivative assets and liabilities were as follows (in thousands):

| | September 30, 2013 | | December 31, 2012 | |
|---|---|---|---|---|
| | Fair Value of Assets | Fair Value of Liabilities | Fair Value of Assets | Fair Value of Liabilities |
| Gross derivative amounts recognized in the balance sheet | $ 1,582 | $ 530 | $ 1,120 | $ 646 |
| Gross derivative amounts not offset in the balance sheet that are eligible for offsetting | | | | |
| Derivatives foreign currency contracts | (461) | (461) | (286) | (286) |
| Net amount | $ 1,121 | $ 69 | $ 834 | $ 360 |

Cash Flow Hedges

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (OCI) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings and were not material for the three and nine months ended September 30, 2013 and 2012, respectively.

The following table provides details on the changes in accumulated OCI relating to derivative assets and liabilities that qualified for cash flow hedge accounting.

| | Three Months Ended September 30, 2013 | Nine Months Ended September 30, 2013 |
|---|---|---|
| Accumulated OCI derivative gain or (loss) at July 1, 2013 and January 1, 2013, respectively | $ 1,069 | $ 74 |
| Effective portion of changes in fair value | (355) | 788 |
| Reclassifications from accumulated OCI derivative to earnings | (269) | (293) |
| Foreign currency translation | (11) | (135) |
| Accumulated OCI derivative gain or (loss) at September 30, 2013 | $ 434 | $ 434 |

| | Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) Three Months Ended September 30, |
|---|---|

| Derivatives in ASC 815 Cash Flow Hedging Relationships: | 2013 | 2012 |
|---|---|---|
| Foreign Exchange Contracts | $ (336) | $ (301) |
| Natural Gas Contracts | (19) | 67 |
| Total | $ (355) | $ (234) |

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| Derivatives in ASC 815 Cash Flow Hedging Relationships: | Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion) Nine Months Ended September 30, 2013 | 2012 |
|---|---|---|
| Foreign Exchange Contracts | $ 874 | $ 131 |
| Natural Gas Contracts | (86) | (217) |
| Total | $ 788 | $ (86) |

| Derivatives in ASC 815 Cash Flow Hedging Relationships: | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Reclassified from Accumulated OCI in Income (Effective Portion) (1) Three Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts | Cost of products sold (excluding depreciation) | $ 339 | $ 196 |
| Natural Gas Contracts | Cost of products sold (excluding depreciation) | (70) | (385) |
| Total | | $ 269 | $ (189) |

| Derivatives in ASC 815 Cash Flow Hedging Relationships: | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Reclassified from Accumulated OCI in Income (Effective Portion) (1) Nine Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts | Cost of products sold (excluding depreciation) | $ 769 | $ 326 |
| Natural Gas Contracts | Cost of products sold (excluding depreciation) | (476) | (1,307) |
| Total | | $ 293 | $ (981) |

| Derivatives in ASC 815 Cash Flow Hedging Relationships: | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (2) Three Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts | Other expense net | $ | $ (1) |
| Total | | $ | $ (1) |

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| Derivatives in ASC 815 Cash Flow Hedging Relationships: | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) (2) Nine Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts | Other expense net | $ | $ (2) |
| Total | | $ | $ (2) |

(1) Assuming market rates remain constant with the rates at September 30, 2013, a gain of $0.2 million is expected to be recognized in earnings over the next 12 months.

(2) For the three and nine months ended September 30, 2013 and 2012, the amount of gain (loss) recognized in income was all attributable to the ineffective portion of the hedging relationships.

The Company had the following outstanding derivative contracts that were entered into to hedge forecasted transactions:

| (in thousands except for mmbtu) | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Natural gas contracts (mmbtu) | 395,000 | 235,000 |
| Foreign exchange contracts | $ 46,730 | $ 42,399 |

Other

The Company has also entered into certain derivatives to minimize its exposure to exchange rate fluctuations on certain foreign currency receivables, payables, and other known and forecasted transactional exposures. The Company has not qualified these contracts for hedge accounting treatment and therefore, the fair value gains and losses on these contracts are recorded in earnings as follows:

| Derivatives Not Designated as Hedging Instruments Under ASC 815: | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives Three Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts * | Other expense net | $ 152 | $ 131 |
| Total | | $ 152 | $ 131 |

| | | Amount of Gain or (Loss) |
|---|---|---|

| Derivatives Not Designated as Hedging Instruments Under ASC 815: | Location of Gain or (Loss) Recognized in Income on Derivatives | Recognized in Income on Derivatives Nine Months Ended September 30, 2013 | 2012 |
|---|---|---|---|
| Foreign Exchange Contracts * | Other expense net | $ 833 | $ 501 |
| Total | | $ 833 | $ 501 |

*As of September 30, 2013 and 2012, these foreign exchange contracts were entered into and settled during the respective periods.

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Management s policy for managing foreign currency risk is to use derivatives to hedge up to 75% of the forecasted intercompany sales to its European, Canadian, and Japanese subsidiaries. The hedges involving foreign currency derivative instruments do not span a period greater than eighteen months from the contract inception date. Management uses various hedging instruments including, but not limited to foreign currency forward contracts, foreign currency option contracts and foreign currency swaps. Management s policy for managing natural gas exposure is to use derivatives to hedge from zero to 75% of the forecasted natural gas requirements. These cash flow hedges currently span up to eighteen months from the contract inception date. Hedge effectiveness is measured on a quarterly basis and any portion of ineffectiveness is recorded directly to the Company s earnings.

**8. Commitments and Contingencies**

**Waterlink**

In conjunction with the February 2004 purchase of substantially all of Waterlink Inc. s (Waterlink) operating assets and the stock of Waterlink s U.K. subsidiary, environmental studies were performed on Waterlink s Columbus, Ohio property by environmental consulting firms that provided an identification and characterization of certain areas of contamination. In addition, these firms identified alternative methods of remediating the property and prepared cost evaluations of the various alternatives. The Company concluded from the information in the studies that a loss at this property is probable and recorded the liability. At September 30, 2013 the balance recorded as a component of accounts payable and accrued liabilities and accrued pension and other liabilities was $0.5 million and $0.4 million, respectively. At December 31, 2012 the balance recorded as a component of accrued pension and other liabilities was $1.4 million. Liability estimates are based on an evaluation of, among other factors, currently available facts, existing technology, presently enacted laws and regulations, and the remediation experience of experts in groundwater remediation. It is possible that a further change in the estimate of this obligation will occur as remediation progresses. The Company incurred $0.5 million of environmental remediation costs for each of the nine month periods ended September 30, 2013 and 2012, respectively. Remediation activities are ongoing and are currently expected to be completed by the end of 2014.

**Carbon Imports**

**General Anti-Dumping Background:** On March 8, 2006, the Company and another U.S. producer of activated carbon (collectively the Petitioners ) formally requested that the United States Department of Commerce investigate unfair pricing of certain thermally activated carbon imported from the People s Republic of China.

On March 2, 2007, the Commerce Department published its final determination (subsequently amended) finding that imports of the subject merchandise from China were being unfairly priced, or dumped, and that anti-dumping duties should be imposed to offset the amount of the unfair pricing. The resultant tariff rates ranged from 61.95% ad valorem (i.e., of the entered value of the goods) to 228.11% ad valorem. Following a finding by the U.S. International Trade Commission that the domestic industry was injured by unfairly traded imports of activated carbon from China, an anti-dumping order imposing these tariffs was issued by the U.S. Department of Commerce and was published in the Federal Register on April 27, 2007. All imports from China remain subject to the order. Importers of subject activated carbon from China are required to make cash deposits of estimated

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anti-dumping duties at the time the goods are entered into the United States customs territory. Final assessment of duties and duty deposits are subject to revision based on annual retrospective reviews conducted by the Commerce Department.

The Company is both a domestic producer, exporter from China (through its wholly-owned subsidiary Calgon Carbon (Tianjin) Co., Ltd.), and a U.S. importer of the activated carbon that is subject to the anti-dumping order. As such, the Company s involvement in the Commerce Department s proceedings is both as a domestic producer (a petitioner ) and as a foreign exporter (a respondent ).

The Company s role as an importer, which has in the past (and may in the future) required it to pay anti-dumping duties, results in a contingent liability related to the final amount of tariffs that are ultimately assessed on the imported product following the Commerce Department s periodic review of relevant shipments and calculation of the anti-dumping duties due. The amount of estimated anti-dumping tariffs payable on goods imported into the United States is subject to review and retroactive adjustment based on the actual amount of dumping that is found on entries made during a given annual period. As a result of proceedings before the Commerce Department that concluded in November 2011, the Company is currently able to import activated carbon from Calgon Carbon (Tianjin) into the United States without posting a cash deposit. As noted above, however, anti-dumping duties could be imposed on these shipments in the future, as a result of on-going proceedings before the Commerce Department.

As part of its standard process, the Commerce Department conducts annual reviews of sales made to the first unaffiliated U.S. customer, typically over the prior 12-month period. These reviews will be conducted for at least five years subsequent to a determination in 2013 finding that the anti-dumping duty order should remain in effect, and can result in changes to the anti-dumping tariff rate (either increasing or reducing the rate) applicable to any foreign exporter. Revision of tariff rates has two effects. First, it will alter the actual amount of tariffs that U.S. Customs and Border Protection ( Customs ) will collect for the period reviewed, by either collecting additional duties above those deposited with Customs by the importer at the time of entry or refunding a portion of the duties deposited at the time of importation to reflect a decline in the margin of dumping. If the actual amount of tariffs owed increases, Customs will require the U.S. importer to pay the difference, plus interest. Conversely, if the tariff rate decreases, any difference will be refunded by Customs to the U.S. importer with interest. Second, the revised rate becomes the cash deposit rate applied to future entries, and can either increase or decrease the amount of duty deposits an importer will be required to post at the time of importation.

**Period of Review I:** As an importer of activated carbon from China, and in light of the successful anti-dumping tariff case, the Company was required to pay deposits of estimated anti-dumping duties at the rate of 84.45% ad valorem to Customs on entries made on or after October 11, 2006 through March 1, 2007. From March 2, 2007 through March 29, 2007, the anti-dumping duty deposit rate was 78.89%. From March 30, 2007 through April 8, 2007, the anti-dumping duty deposit rate was 69.54%. Because of limits on the government s legal authority to impose provisional duties on imports prior to issuance of a final determination, entries made between April 9, 2007 and April 18, 2007 were not subject to anti-dumping duty assessments. For the period from April 19, 2007

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through November 9, 2009, estimated anti-dumping duties were deposited at a rate of 69.54% ad valorem.

On November 10, 2009, the Commerce Department announced the final results of its review of the tariff period beginning October 11, 2006 through March 31, 2008 (period of review ( POR ) I). Based on the POR I results, the Company s ongoing duty deposit rate was adjusted from 69.54% to 14.51% (as further adjusted by .07% for certain ministerial errors as published in the Federal Register on December 17, 2009) for entries made subsequent to the announcement. The Commerce Department determined an assessment rate (final duty to be collected) on the entries made in this period of 31.93% ad valorem, which is substantially lower than the original amounts secured by bonds and cash. Accordingly, the Company reduced its recorded liability for unpaid deposits in POR I and recorded a receivable of $1.6 million reflecting expected refunds for tariff deposits made during POR I as a result of the announced decrease in the POR I tariff assessment rate. The Company had received the $1.6 million as of December 31, 2012.

**Period of Review II:** On April 1, 2009, the Commerce Department published a formal notice allowing parties to request a second annual administrative review of the anti-dumping duty order covering the period April 1, 2008 through March 31, 2009 (POR II). Requests for review were due no later than April 30, 2009. The Company, in its capacity as a U.S. producer and separately as a Chinese exporter, elected not to participate in this administrative review. By not participating in the review, the Company s duty deposits made during POR II became final and are not subject to further adjustment.

On November 17, 2010, the Commerce Department announced the results of its review for POR II. Because the Company was not involved in this review its deposit rates did not change from the rate of 14.51%, which was established during POR I. The cooperative respondents involved in POR II that did not receive a company-specific rate received a deposit rate of $0.127 per pound.

**Period of Review III:** On April 1, 2010, the Commerce Department published a formal notice allowing parties to request a third annual administrative review of the anti-dumping duty order covering the period April 1, 2009 through March 31, 2010 ( POR III ). On October 31, 2011, the Commerce Department published the results of its review of POR III. Based on the POR III results, the Company s ongoing duty deposit rate was adjusted to zero. The Company recorded a receivable of $1.1 million reflecting expected refunds for duty deposits made during POR III as a result of the announced decrease in the POR III assessment rate. The Commerce Department continued to assign cooperative respondents involved in POR III a deposit rate of $0.127 per pound. In early December 2011, several separate rate respondents appealed the Commerce Department s final results of POR III. On August 15, 2013 the Court of International Trade (the Court) issued its opinion in the appeal of the POR III review results. The Court remanded the case back to the Commerce Department to reconsider certain surrogate values selected by the Department to value raw materials consumed by the respondents to produce steam activated carbon in China. The Court also instructed the Department to reconsider the separate rate applied to the non-responding companies and the use of per-unit rates for one respondent. The Commerce Department is due to issue its remand determination by November 13, 2013.

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The Company does not expect the Commerce Department review remanded by the Court to materially impact the anticipated $1.1 million of expected refunds for tariff deposits it made during POR III. The main impact of any change made by the Commerce Department would be related to the amount of anti-dumping duties assessed on imports by the mandatory and cooperative rate respondents other than the Company and its affiliates that were entered into the United States between April 1, 2008 and March 31, 2009.

**Period of Review IV:** On April 1, 2011, the Commerce Department published a formal notice allowing parties to request a fourth annual administrative review of the anti-dumping duty order covering the period April 1, 2010 through March 31, 2011 ( POR IV ). On November 9, 2012, the Commerce Department published the final results of its review of POR IV. Specifically, the Commerce Department calculated anti-dumping margins for the mandatory respondents it examined ranging from $0.20 per pound (Jacobi Carbons AB and its affiliates) to $0.96 per pound (Ningxia Guanghua Cherishmet Activated Carbon Co., Ltd. and its affiliates), and it calculated an anti-dumping margin of $0.47 per pound for the cooperative, separate rate respondents whose shipments of activated carbon to the United States were not individually reviewed. The Commerce Department also calculated a zero anti-dumping margin for Datong Juqiang Activated Carbon Co., Ltd. The Company, as a Chinese exporter and a U.S. importer, elected not to participate as a respondent in this administrative review. By not participating as a respondent in the review, the Company s tariff deposits made at a rate of 14.51% during POR IV became final and are not subject to further adjustment. The Company s ongoing deposit rate continues to be zero which was a result of the company-specific rate calculated in POR III. Appeals challenging the Commerce Department s final results for POR IV have been commenced before the U.S. Court of International Trade by Jacobi Carbons AB, Ningxia Guanghua Cherishment Activated Carbon Co., Ltd. and its affiliates; Tangshan Solid Carbon Co., Ltd.; Carbon Activated Corporation and Car Go Worldwide, Inc.; and Shanxi Industry Technology Trading Co., Ltd. The Company does not expect an initial decision from the court concerning these appeals before the end of 2013, and expects that this litigation will not directly impact the Company s operations.

**Period of Review V:** On April 2, 2012, the Commerce Department published a formal notice allowing parties to request a fifth annual administrative review of the anti-dumping duty order covering the period April 1, 2011 through March 31, 2012 ( POR V ). Requests for review were due no later than April 30, 2012. On July 11, 2012, the Commerce Department announced its selection of Jacobi Carbons AB and Ningxia Huahui Activated Carbon Co, Ltd. as the two mandatory respondents for POR V. Albemarle Corporation has requested a review of Calgon Carbon (Tianjin) for POR V. The analysis of POR V data began in 2012 and the preliminary results of the Commerce Department s review of POR V were announced on May 3, 2013. The Commerce Department calculated preliminary anti-dumping margins for the mandatory respondents that it examined ranging from $0.13 per pound (Ningxia Huahui Activated Carbon Co.) to $0.25 per pound (Jacobi Carbons AB and its affiliates), and as a result, it calculated a preliminary anti-dumping margin of $0.19 per pound for the cooperative, separate rate respondents whose shipments of activated carbon to the United States were not individually reviewed. These preliminary margins are subject to change by the final determination, which is expected to be announced sometime in November 2013.

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**Sunset Review:** In March 2012, the Commerce Department and U.S. International Trade Commission ( ITC ) initiated proceedings as part of a five-year sunset review to evaluate whether the anti-dumping order should be continued for an additional five years. The Company, and two other U. S. producers of activated carbon, participated in the review to support continuation of the anti-dumping order for an additional five years. The Company maintained that the continuation of the anti-dumping order was appropriate as the Commerce Department has determined that Chinese producers and exporters have continued and, absent continuation of the anti-dumping order, will in the future continue to sell activated carbon in the United States at unfairly low prices. This is demonstrated by the positive anti-dumping duty margins and deposit rates determined during the various annual reviews conducted by the Commerce Department since the anti-dumping order took effect in April 2007. The Company asserted that the disciplining effect of the order played an important role in maintaining fair market pricing of the activated carbon market overall. Without the anti-dumping order in place, the Company argued that Chinese producers and exporters would resume or increase dumping of certain thermally activated carbon in the United States. Since the anti-dumping order was published, the Company has reduced its imports of covered activated carbon products from China and has increased production of activated carbon in the United States. On June 6, 2012, the Commerce Department published in the Federal Register its final results in an expedited sunset review, and determined that absent continuation of the anti-dumping order dumping of Chinese activated carbon in the United States would be likely to continue or recur. As a result, it determined the order should be continued for an additional five years.

On June 4, 2012 the ITC voted unanimously to conduct a full review of the anti-dumping order. As a result, the agency utilized a process similar to its original injury investigation, where the agency distributed detailed questionnaires to gather information for its investigation from domestic producers, foreign producers, U.S. importers, and purchasers, and conducted a hearing on December 18, 2012. The Company and the two other U.S. producers of activated carbon, as well as a U.S. importer of activated carbon, participated in the hearing. Based on the information gathered by the agency during its review, the ITC reached a unanimous affirmative determination on February 8, 2013, voting to continue the anti-dumping order for an additional five years. The Commerce Department published a notice in the Federal Register on March 18, 2013, stating that the anti-dumping order will be continued for an additional five years.

**Period of Review VI:** On April 2, 2013, the Commerce Department published a formal notice allowing parties to request a sixth annual administrative review of the anti-dumping duty order covering the period April 1, 2012 through March 31, 2013 ( POR VI ). Requests for an administrative review were submitted to the Commerce Department in April of 2013. On June 26, 2013, the Commerce Department announced its selection of Jacobi Carbons AB and Ningxia Huahui Activated Carbon Co, Ltd. as the two mandatory respondents for POR VI. Albemarle Corporation has requested a review of Calgon Carbon (Tianjin) for POR VI. The analysis of POR VI began in the third quarter of 2013 and the preliminary results of the Commerce Department s review of POR VI are anticipated to be announced in late April or early May of 2014.

**Continued Dumping and Subsidy Offset Act Distributions:** Pursuant to the Continued Dumping and Subsidy Offset Act (CDSOA) of 2000 (repealed effective February 8, 2006), as an affected domestic producer, the

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Company is eligible to apply for a share of the distributions of certain tariffs collected on imports of subject merchandise from China that entered the United States from October 11, 2006 to September 30, 2007. As a result, the Company is eligible to receive a distribution of duties collected on imports of certain activated carbon that entered the United States during a portion of POR I. In June 2013, June 2012 and July 2011, 2010, 2009 and 2008, the Company applied for such distributions which are typically made in the fourth quarter of each calendar year. There were no additional amounts received by the Company for the years ended December 31, 2011 and 2010. In November 2009 and December 2008, the Company received distributions of approximately $0.8 million and $0.2 million, respectively, which reflected 59.57% of the total amount of duties then available and distributed by Customs in connection with the anti-dumping order on certain activated carbon from China.

CDSOA distributions related to POR I imports were on hold while the POR I final results for certain exporters were under appeal. All POR I appeals were subsequently resolved and Customs issued liquidation instructions in October 2011 for activated carbon entries affected by the appeal process involving POR I. The Company received $1.8 million in December 2012 related to the CDSOA distributions of which $1.5 million was reflected within the Company s consolidated statement of comprehensive income for the year ended December 31, 2012.

On May 31, 2013, Customs announced the preliminary amount of duties available (as of April 30, 2013) for distribution under the CDSOA for fiscal year 2013. The preliminary amount identified for distribution related to certain activated carbon imported from China totaled approximately $0.1 million which should be distributed to eligible parties in December 2013. The Company expects to receive 59.57% of the fiscal year 2013 distribution. The Company does not anticipate any further material CDSOA distributions subsequent to the distribution expected to be made in December 2013.

**Big Sandy Plant**

By letter dated January 22, 2007, the Company received from the United States Environmental Protection Agency (EPA) Region 4 a report of a hazardous waste facility inspection performed by the EPA and the Kentucky Department of Environmental Protection (KYDEP) as part of a Multi Media Compliance Evaluation of the Company s Big Sandy Plant in Catlettsburg, Kentucky that was conducted on September 20 and 21, 2005. Accompanying the report was a Notice of Violation (NOV) alleging multiple violations of the Federal Resource Conservation and Recovery Act (RCRA) and corresponding EPA and KYDEP hazardous waste regulations as well as the Clean Water Act (CWA).

The alleged violations mainly concern the hazardous waste spent activated carbon regeneration facility. The Company met with the EPA on April 17, 2007 to discuss the inspection report and alleged violations, and submitted written responses in May and June 2007. In August 2007, the EPA notified the Company that it believed there were still significant violations of RCRA and the CWA that were unresolved by the information provided in the Company s responses, without specifying the particular violations. During a meeting with the EPA on December 10, 2007, the EPA indicated that the agency would not pursue certain other alleged violations. The Company has taken action to address and remediate a number of the alleged violations. The Company now believes, and the EPA has indicated, that the number of unresolved issues as to alleged continuing violations cited

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in the January 22, 2007 NOV has been reduced substantially. The EPA can take formal enforcement action to require the Company to remediate any or all of the unresolved alleged continuing violations, which could require the Company to incur substantial additional costs. The EPA can also take formal enforcement action to impose substantial civil penalties with respect to violations cited in the NOV, including those which have been admitted or resolved.

By letter dated January 5, 2010, the EPA determined that certain residues resulting from the treatment of the carbon reactivation furnace off-gas are RCRA listed hazardous wastes and the material dredged from the onsite wastewater treatment lagoons were RCRA listed hazardous wastes and that they need to be managed in accordance with RCRA regulations. The Company believes that the cost to treat and/or dispose of the material dredged from the lagoons as hazardous waste could be substantial. However, by letter dated January 22, 2010, the Company received a determination from the KYDEP Division of Waste Management that the materials were not RCRA listed hazardous wastes when recycled, as had been the Company s practice. The Company believes that pursuant to EPA regulations, KYDEP is the proper authority to make this determination. Thus, the Company believes that there is no basis for the position set forth in the EPA s January 5, 2010 letter and the Company will vigorously defend any complaint on the matter. By letter dated May 12, 2010 from the Department of Justice Environmental and Natural Resources Division (the DOJ ), the Company was informed that the DOJ was prepared to take appropriate enforcement action against the Company for the NOV and other violations under the CWA. The Company met with the DOJ on July 9, 2010 and agreed to permit more comprehensive testing of the lagoons and to share data and analysis already obtained. On July 19, 2010, the EPA sent the Company a formal information request with respect to such data and analysis, which was answered by the Company. In September 2010, representatives of the EPA met with Company personnel for two days at the Big Sandy plant. The visit included an inspection by the EPA and discussion regarding the plan for additional testing of the lagoons and material dredged from the lagoons.

The Company, EPA and DOJ have had ongoing meetings and discussions since the September 2010 inspection. The Company has completed testing of some of the material dredged from the lagoons and of materials in one of the lagoons. The results of this testing have been provided to the EPA and the KYDEP. The Company believes that the results are favorable. On March 9, 2012 the KYDEP issued a determination that the material dredged from the lagoons that comes from that portion of the stockpile that has been tested; material currently in the lagoons; and future generated material, no longer contains a hazardous waste. The determination further states that KYDEP will not regulate the material as a solid waste so long as the material is managed in accordance with certain agreed upon procedures. On April 2, 2012 the EPA issued a similar determination with respect to the material dredged from the lagoons that comes from that portion of the stockpile that has been tested.

On April 11, 2012, the Company met with the EPA to attempt to negotiate a comprehensive settlement including the extent, if any, of additional testing that should be done on any of the remaining material; the long-term plans for the lagoons including possible process modifications and civil penalties. The EPA indicated that such a comprehensive resolution may be possible but that the agency still expects significant civil penalties with respect to the violations cited in the NOV as well as the alleged CWA violations. The Company believes that the size of

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any civil penalties, if any, should be reduced since all the alleged violations, except those with respect to the characterization of the certain residues resulting from the treatment of the carbon reactivation furnace off-gas and the material dredged from the onsite wastewater treatment lagoons, have been resolved. The Company believes that there should be no penalties associated with respect to the characterization of the residues resulting from the treatment of the carbon reactivation furnace off-gas and the material dredged from the onsite wastewater treatment lagoons as the Company believes that those materials are not RCRA listed hazardous waste as has been determined by the KYDEP and the testing has shown that the material is not hazardous.

The Company accrued $2.0 million as its estimate of potential loss related to civil penalties as of December 31, 2010. In the second quarter of 2012, the Company recorded a reduction of $0.2 million to this estimate. Since April 2012, the Company and the EPA have continued to negotiate the issues. In November 2012 the parties met and agreed in principal to a total civil penalty of $1.6 million. In July 2013 the EPA provided the Company with a draft consent decree.

The Company has completed negotiation of the consent decree and in September 2013 signed and delivered the consent decree to the EPA and DOJ. On October 28, 2013, the fully signed consent decree was lodged with the Federal District Court in Kentucky. As part of the proposed consent decree the Company will pay a civil penalty of $1.6 million but makes no admissions of any violations. The Company will be required under the consent decree to conduct testing of the portion of the stockpiled material that has not previously been tested in accordance with a pre-approved work plan and will install two ground water monitoring wells at the Company s permitted solid waste landfill where some lagoon solids had previously been disposed. The Consent Decree provides that EPA and DOJ agree that such landfill is to be considered a non-hazardous facility and regulated by KYDEP. Finally, the Company will not be required to close or retrofit any of the units discussed above as RCRA hazardous waste management units and may continue to use them in their current manner. The Company will be subject to daily stipulated penalties for any failure to conduct the required testing of the previously untested stockpile or to install and sample the landfill wells in accordance with the EPA-approved protocols and schedules.

During the quarter ended September 30, 2013, the Company recorded a reduction of $0.2 million from its accrual for this matter to reflect the agreed upon civil penalty. However, the Company has also recognized net costs of approximately $0.4 million related primarily to the required ongoing testing and sampling as previously mentioned.

**Frontier Chemical Processing Royal Avenue Site**

In June 2007, the Company received a Notice Letter from the New York State Department of Environmental Conservation (NYSDEC) stating that the NYSDEC had determined that the Company is a Potentially Responsible Party (PRP) at the Frontier Chemical Processing Royal Avenue Site in Niagara Falls, New York (the Site ). The Notice Letter requested that the Company and other PRP s develop, implement and finance a remedial program for Operable Unit #1 at the Site. Operable Unit #1 consists of overburden soils and overburden and upper bedrock groundwater. The Company has joined a PRP group (the PRP Group ) and has executed a Joint Defense Agreement with the group members. The PRP Group has approximately $7.5 million in a trust account

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to fund remediation. In August 2008, the Company and over 100 PRP s entered into a Consent Order with the NYSDEC for additional site investigation directed toward characterization of the Site to better define the scope of the remedial project. The Company contributed monies to the PRP Group to help fund the work required under the Consent Order. The additional site investigation required under the Consent Order was initiated in 2008 and completed in the spring of 2009. A final report of the site investigation was submitted to the NYSDEC in October 2009 and revised in September 2010. By letter dated October 10, 2010, the NYSDEC approved the report and terminated the Consent Order. The PRP Group was issued a Significant Industrial User Permit by the Niagara Falls Water Board (NFWB) in November 2010. The permit allows the shallow ground water flow from the Site to continue to be naturally captured by the adjacent sewer tunnels with subsequent treatment of the ground water at the Niagara Falls Wastewater Treatment Plant.

The PRP Group has now proposed and the NYSDEC has agreed to permit onsite thermal treatment of the contaminated soil to achieve the soil clean-up standards. In March 2013, the Company, along with over thirty other PRPs, entered into a consent decree with the NYSDEC pursuant to which the work plan for the remedial program was agreed upon. The cleanup has begun and is expected to be completed in early 2014. As of the end of September 2013, estimated remaining costs to complete the clean-up were approximately $6.4 million and the PRP Group had cash on hand to pay towards such costs of approximately $5.3 million. There are additional potential funds also available to the PRP group. The Company has not determined what portion of the costs associated with the remedial program it will be obligated to bear and the Company cannot predict with any certainty the outcome of this matter or range of potential loss.

**Pearl River Plant**

In August 2012, the Company s Pearl River plant, located in Pearlington, Mississippi, was impacted by Hurricane Isaac. The Company has both property and business interruption insurance coverage for this plant. In January 2013, management filed a claim with its insurance carrier to recover damages for both property and business interruption related to this event. In March 2013, the Company settled its insurance claim and received $0.4 million from its insurance carrier and recorded it as a deduction to cost of products sold (excluding depreciation) for the three months ended March 31, 2013.

**Accelerated Share Repurchase**

In November 2012, the Company s Board of Directors authorized an accelerated share repurchase of Company common stock under a share repurchase program (the Program ). On November 20, 2012, the Company paid a purchase price of $50 million and initially received 3,276,002 shares upon inception of the Program. The actual number of shares that the Company repurchased under the Program was determined based on a discount to the arithmetic mean of the volume-weighted average prices (VWAP) of the Company s common stock for each observation date over the course of applicable calculation period which ended on September 30, 2013. The actual amount of shares to be repurchased was 340,334 shares less than the number of shares previously delivered, and as a result, the Company sold back that many shares to the counterparty in the form of a private placement of unregistered securities. The Company s outstanding common shares used to calculate earnings per share were reduced by the number of repurchased shares pursuant to the Program as they are delivered to the Company, and

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the $50 million purchase price was recorded as a reduction in stockholders equity upon its payment. The Company increased its diluted shares outstanding to reflect the 340,334 shares that were sold back in the form of the private placement.

**Other**

In addition to the matters described above, the Company is involved in various other legal proceedings, lawsuits and claims, including employment, product warranty and environmental matters of a nature considered normal to its business. It is the Company s policy to accrue for amounts related to these legal matters when it is probable that a liability has been incurred and the loss amount is reasonably estimable. Management believes that the ultimate liabilities, if any, resulting from such lawsuits and claims will not materially affect the consolidated financial position or liquidity of the Company, but an adverse outcome could be material to the results of operations in a particular period in which a liability is recognized.

**9. Goodwill & Other Identifiable Intangible Assets**

The Company has elected to perform the annual impairment test of its goodwill, as required, on December 31 of each year. For purposes of the test, the Company has identified reporting units, as defined within ASC 350, Intangibles Goodwill and Other, at a regional level for the Activated Carbon and Service segment and at the technology level for the Equipment segment and has allocated goodwill to these reporting units accordingly. The goodwill associated with the Consumer segment is not material and has not been allocated below the segment level.

The changes in the carrying amounts of goodwill by segment for the nine months ended September 30, 2013 are as follows:

| | Activated Carbon & Service Segment | Equipment Segment | Consumer Segment | Total |
|---|---|---|---|---|
| Balance as of December 31, 2012 | $ 20,310 | $ 6,660 | $ 60 | $ 27,030 |
| Restructuring (Note 1) | (419) | | | (419) |
| Foreign exchange | (9) | (65) | | (74) |
| Balance as of September 30, 2013 | $ 19,882 | $ 6,595 | $ 60 | $ 26,537 |

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The following is a summary of the Company s identifiable intangible assets as of September 30, 2013 and

December 31, 2012, respectively:

| | | September 30, 2013 | | | |
|---|---|---|---|---|---|
| | Weighted Average Amortization Period | Gross Carrying Amount | Foreign Exchange | Accumulated Amortization | Net Carrying Amount |
| Amortized Intangible Assets: | | | | | |
| Patents | 20.0 Years | $ 676 | $ | $ (581) | $ 95 |
| Customer Relationships | 15.9 Years | 10,450 | (218) | (8,666) | 1,566 |
| Product Certification | 5.4 Years | 7,905 | (18) | (4,917) | 2,970 |
| Unpatented Technology | 18.4 Years | 3,183 | | (2,390) | 793 |
| Licenses | 20.0 Years | 964 | 7 | (216) | 755 |
| Total | 12.9 Years | $ 23,178 | $ (229) | $ (16,770) | $ 6,179 |

| | | December 31, 2012 | | | |
|---|---|---|---|---|---|
| | Weighted Average Amortization Period | Gross Carrying Amount | Foreign Exchange | Accumulated Amortization | Net Carrying Amount |
| Amortized Intangible Assets: | | | | | |
| Patents | 20.0 Years | $ 676 | $ | $ (548) | $ 128 |
| Customer Relationships | 15.9 Years | 10,450 | (223) | (8,311) | 1,916 |
| Product Certification | 5.4 Years | 7,369 | (3) | (3,917) | 3,449 |
| Unpatented Technology | 18.4 Years | 3,183 | | (2,191) | 992 |
| Licenses | 20.0 Years | 964 | 119 | (180) | 903 |
| Total | 13.1 Years | $ 22,642 | $ (107) | $ (15,147) | $ 7,388 |

For the three and nine months ended September 30, 2013, the Company recognized $0.5 million and $1.6 million, respectively, of amortization expense related to intangible assets. For the three and nine months ended September 30, 2012, the Company recognized $0.6 million and $1.5 million, respectively, of amortization expense related to intangible assets. As of September 30, 2013, estimated future amortization expense of identifiable intangible assets is $0.5 million for the remaining three months of 2013. The Company estimates amortization expense to be recognized during the next five years as follows:

| For the year ending December 31: | |
|---|---|
| 2014 | $ 2,032 |
| 2015 | 1,366 |
| 2016 | 1,136 |
| 2017 | 337 |
| 2018 | 139 |

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**10. Borrowing Arrangements**

**Short-Term Debt**

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| Borrowings under Japanese Working Capital Loan | **$** | $ 18,611 |
| Borrowings under China Credit Facility | **270** | |
| Borrowings under Japanese Term Loan | | 954 |
| Total | **$ 270** | $ 19,565 |

**Long-Term Debt**

| | September 30, 2013 | December 31, 2012 |
|---|---|---|
| U.S. Credit Facility Borrowings | **$ 38,000** | $ 44,250 |
| Borrowings under Japanese Term Loan | **10,178** | |
| Belgian Loan Borrowings | **162** | 158 |
| Total | **$ 48,340** | $ 44,408 |

**U.S. Credit Facility**

The Company s U.S. Credit Facility (Credit Facility), which expires on November 17, 2016, contains a revolving credit capacity of $125.0 million with a $30.0 million sublimit for the issuance of letters of credit. So long as no event of default has occurred and is continuing, the Company from time to time may request one or more increases in the total revolving credit commitment under the Credit Facility of up to $50.0 million in the aggregate. No assurance can be given, however, that the total revolving credit commitment will be increased above $125.0 million.

Availability under the Credit Facility is dependent upon various customary conditions. A quarterly nonrefundable commitment fee is payable by the Company based on the unused availability under the Amended Credit Agreement and is currently equal to 0.25%. Total availability under the Credit Facility at September 30, 2013 and December 31, 2012 was $84.8 million and $78.6 million, respectively, after considering outstanding letters of credit and borrowings.

The interest rate on amounts owed under the Credit Facility will be, at the Company s option, either (i) a fluctuating base rate based on the highest of (A) the prime rate announced from time to time by the lenders, (B) the rate announced by the Federal Reserve Bank of New York on that day as being the weighted average of the rates on overnight federal funds transactions arranged by federal funds brokers on the previous trading day plus 3.00% or (C) a daily LIBOR rate plus 2.75%, or (ii) LIBOR-based borrowings in one, two, three, or six month increments at the applicable LIBOR rate plus 1.25%. A margin may be added to the applicable interest rate based on the Company s leverage ratio. The interest rate per annum on outstanding borrowings as of September 30, 2013 ranged from 1.25% to 1.44%.

Total outstanding borrowings under the Credit Facility were $38.0 million and $44.3 million as of September 30, 2013 and December 31, 2012, respectively, and are shown as long-term debt within the condensed consolidated balance sheets. The borrowings and repayments are presented on a gross basis within the Company s condensed consolidated statements of cash flows.

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The Credit Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations on the Company and its subsidiaries with respect to indebtedness, liens, guaranties, loans and investments, dividends, mergers and acquisitions, dispositions of assets and transactions with affiliates. The Company must comply with certain financial covenants including a minimum interest coverage ratio, maximum leverage ratio, and minimum net worth, as defined within the Credit Facility. The Credit Facility also provides for customary events of default, including failure to pay principal or interest when due, failure to comply with covenants, the fact that any representation or warranty made by the Company is false or misleading in any material respect, certain insolvency or receivership events affecting the Company and its subsidiaries and a change in control of the Company. If an event of default occurs, the lenders will be under no further obligation to make loans or issue letters of credit. Upon the occurrence of certain events of default, all outstanding obligations of the Company automatically become immediately due and payable, and other events of default will allow the lenders to declare all or any portion of the outstanding obligations of the Company to be immediately due and payable.

**Belgian Loan and Credit Facility**

On November 30, 2009, the Company entered into a Loan Agreement (the Belgian Loan ) in order to help finance the expansion of the Company s Feluy, Belgium facility. The Belgian Loan provided total borrowings up to 6.0 million Euros, which could be drawn on in 120 thousand Euro bond installments at 25% of the total amount invested in the expansion until December 31, 2011. Bond options not called by December 31, 2011 were obsolete and the loan was limited to the amount actually called by that date. The maturity date is seven years from the date of the first draw down which occurred on April 13, 2011 and the interest rate is 5.35%. The Belgian Loan is guaranteed by a mortgage mandate on the Feluy site and is subject to customary reporting requirements, though no financial covenants exist. The Company had 120 thousand Euros, or $0.1 million, of outstanding borrowings under the Belgian Loan as of September 30, 2013 and December 31, 2012, respectively. No further bonds can be called on.

The Company also maintains an unsecured Belgian credit facility totaling 2.0 million Euros. There are no financial covenants and the Company had no outstanding borrowings under the Belgian credit facility as of September 30, 2013 and December 31, 2012, respectively. Bank guarantees of 1.0 million Euros and 1.2 million Euros were issued as of September 30, 2013 and December 31, 2012, respectively.

**United Kingdom Credit Facility**

The Company maintains a United Kingdom credit facility for the issuance of various letters of credit and guarantees totaling 0.6 million British Pounds Sterling. Bank guarantees of 0.4 million British Pounds Sterling were issued as of September 30, 2013 and December 31, 2012, respectively.

**Japanese Loans**

Calgon Carbon Japan (CCJ) maintains a Term Loan Agreement (the Japanese Term Loan ) and a Working Capital Loan Agreement (the Japanese Working Capital Loan ). The Company is jointly and severally liable as the guarantor of CCJ s obligations and the Company permitted CCJ to grant a security interest and continuing lien

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in certain of its assets, including inventory and accounts receivable, to secure its obligations under both loan agreements.

The Japanese Term Loan provided for a principal amount of 722.0 million Japanese Yen, or $7.7 million at inception. This loan matured on March 31, 2013 and was repaid. At December 31, 2012, CCJ had 82.0 million Japanese Yen or $1.0 million outstanding and recorded as short-term debt within the condensed consolidated balance sheet. CCJ signed an agreement on May 10, 2013 to renew the Japanese Term Loan, which provides for borrowings up to 1.0 billion Japanese Yen, and bears interest based on the Uncollateralized Overnight Call Rate, which was 0.7% per annum at September 30, 2013. This loan matures on May 10, 2017. At September 30, 2013, CCJ had 1.0 billion Japanese Yen or $10.2 million outstanding and recorded as long-term debt within the condensed consolidated balance sheet.

The Japanese Working Capital Loan provides for borrowings up to 1.5 billion Japanese Yen, and bears interest based on the Short-term Prime Rate, which was 1.475% per annum at September 30, 2013. This loan matured on March 31, 2013 and was renewed until March 31, 2014. Borrowings and repayments under the Japanese Working Capital Loan have generally occurred in short term intervals, as needed, in order to ensure adequate liquidity while minimizing outstanding borrowings. The borrowings and repayments are presented on a gross basis within the Company s condensed consolidated statements of cash flows.There were no outstanding borrowings under the Japanese Working Capital Loan as of September 30, 2013. At December 31, 2012, CCJ had 1.6 billion Japanese Yen or $18.6 million outstanding and recorded as short-term debt within the condensed consolidated balance sheet.

**China Credit Facility**

The Company maintains an unsecured Chinese credit facility for working capital requirements totaling 10.0 million Renminbi ( RMB ) or $1.6 million that matured on July 19, 2013 and was renewed until July 19, 2014. The interest rate per annum on outstanding borrowings as of September 30, 2013 was 5.32%. Total outstanding borrowings under this facility were 1.7 million RMB or $0.3 million at September 30, 2013 and are shown as short-term debt within the condensed consolidated balance sheet. There were no borrowings under this facility at December 31, 2012.

**Maturities of Debt**

The Company is obligated to make principal payments on debt outstanding at September 30, 2013 of $0.3 million in 2014, $38.0 million in 2016, $10.2 million in 2017, and $0.1 million in 2018.

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**11. Pensions**

U.S. Plans:

For U.S. plans, the following table provides the components of net periodic pension costs of the plans for the three and nine months ended September 30, 2013 and 2012:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|---|---|---|---|
| **Pension Benefits (in thousands)** | **2013** | **2012** | **2013** | **2012** |
| Service cost | $ 291 | $ 265 | $ 874 | $ 795 |
| Interest cost | 975 | 1,189 | 3,229 | 3,569 |
| Expected return on plan assets | (1,661) | (1,539) | (4,995) | (4,620) |
| Amortization of prior service cost | 18 | 7 | 56 | 20 |
| Net actuarial loss amortization | 909 | 854 | 2,727 | 2,564 |
| Net periodic pension cost | $ 532 | $ 776 | $ 1,891 | $ 2,328 |

The expected long-term rate of return on plan assets is 7.75% in 2013.

Employer Contributions

In its 2012 financial statements, the Company disclosed that it expected to contribute $1.3 million to its U.S. pension plans in 2013. As of September 30, 2013, the Company contributed the $1.3 million and elected to make a discretionary contribution of an additional $1.2 million.

European Plans:

For European plans, the following table provides the components of net periodic pension costs of the plans for the three and nine months ended September 30, 2013 and 2012:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|---|---|---|---|
| **Pension Benefits (in thousands)** | **2013** | **2012** | **2013** | **2012** |
| Service cost | $ 80 | $ 42 | $ 237 | $ 126 |
| Interest cost | 390 | 439 | 1,146 | 1,317 |
| Expected return on plan assets | (326) | (325) | (957) | (975) |
| Net actuarial loss amortization | 53 | 4 | 155 | 12 |
| Foreign currency exchange | 4 | (6) | 12 | (7) |
| Net periodic pension cost | $ 201 | $ 154 | $ 593 | $ 473 |

The expected long-term rate of return on plan assets is between 4.50% and 5.40% in 2013.

Employer Contributions

In its 2012 financial statements, the Company disclosed that it expected to contribute $2.1 million to its European pension plans in 2013. As of September 30, 2013, the Company contributed $1.1 million. The Company expects to contribute the remaining $1.0 million over the balance of the year.

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**Multi-Employer Plan:**

In addition to the aforementioned European plans, the Company participates in a multi-employer plan in Europe. This multi-employer plan almost entirely relates to former employees of operations it has divested. Benefits are distributed by the multi-employer plan. In August 2012, the Company learned that the multi-employer plan had elected to reduce benefits to entitled parties. Also in August 2012, the Company learned that the local Labor Court had issued a judgment where it concluded that an employer was required to compensate its pensioners for the shortfall if benefits had been reduced by the plan. As a result, the Company has accrued a liability for the past shortfall to its former employees. The Company cannot predict if future benefit payments to be made by the multi-employer plan will be reduced. As of September 30, 2013 and December 31, 2012, respectively, the Company has a $0.6 million and $1.7 million liability recorded to account for the reduction of benefits.

**12. Basic and Diluted Net Income (Loss) Per Common Share**

Computation of basic and diluted net income (loss) per common share is performed as follows:

| (Dollars in thousands, except per share amounts) | Three Months Ended September 30, 2013 | Three Months Ended September 30, 2012 | Nine Months Ended September 30, 2013 | Nine Months Ended September 30, 2012 |
|---|---|---|---|---|
| Net income (loss) available to common shareholders | $ 11,885 | $ (4,453) | $ 34,669 | $ 14,169 |
| Weighted Average Shares Outstanding | | | | |
| Basic | 53,900,119 | 56,682,153 | 53,774,268 | 56,611,496 |
| Effect of Dilutive Securities | 863,677 | 515,266 | 732,110 | 559,346 |
| Diluted | 54,763,796 | 57,197,419 | 54,506,378 | 57,170,842 |
| Net income (loss) per common share | | | | |
| Basic | $ 0.22 | $ (0.08) | $ 0.64 | $ 0.25 |
| Diluted | $ 0.22 | $ (0.08) | $ 0.64 | $ 0.25 |

The stock options that were excluded from the dilutive calculations as the effect would have been antidilutive were zero and 390,930 for the three months ended September 30, 2013 and 2012, respectively, and 25,625 and 383,028 for the nine months ended September 30, 2013 and 2012, respectively.

**13. Income Taxes**

The effective tax rate for the quarter ended September 30, 2013 was 31.5% compared to 4.2% for the quarter ended September 30, 2012. The 2013 rate was impacted by benefits related to the release of uncertain tax positions due statute expirations and by permanent deductions. The 2012 rate was impacted by a loss before income tax (benefit) provision and a valuation allowance recorded as the result of the Company s decision to permanently close its Datong, China manufacturing facility (Refer to Note 1). The effective tax rate for the nine months ended September 30, 2013 was 32.3% compared to 39.3% for the nine months ended September 30, 2012. The decrease in the nine months ended September 30, 2013 effective tax rate from the nine months ended September 30, 2012 effective tax rate was primarily due to net tax impacts from the 2012 closure of the Company s Datong facility and related valuation allowance as well as the March 2013 sale of the facility. Excluding the impact of Datong, the effective tax rate for the nine months ended September 30, 2013 was 33.7% as compared to 33.0% for the nine months ended September 30, 2012.

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Unrecognized Income Tax Benefits

As of September 30, 2013 and December 31, 2012, the Company s gross unrecognized income tax benefits were $3.9 million and $4.1 million, respectively. If recognized, $2.8 million and $3.0 million of the gross unrecognized tax benefits would affect the effective tax rate at September 30, 2013 and December 31, 2012, respectively. At this time, the Company believes that it is reasonably possible that approximately $0.1 million of the estimated unrecognized tax benefits as of September 30, 2013, will be recognized within the next twelve months based on the expiration of statutory periods all of which will impact the Company s effective tax rate.

**14. Government Grants**

The Company s policy for accounting for government grants, including non-monetary grants at fair value, is to recognize them only when there is reasonable assurance that (a) the Company will comply with the conditions attached to the grants and (b) the grants will be received. A grant will be recognized as income over the period necessary to match it to the related costs, for which it is intended to compensate, on a systematic basis. Grants related to assets are presented by deducting them from the asset s carrying amount. A grant related to income will be deducted from the related expense.

On June 20, 2011, the Company was awarded a $1.0 million grant from the Ohio Department of Development s Ohio Third Frontier Advanced Energy Program (OTF AEP) to support its activated carbon commercialization efforts. The objective of the project is to commercialize cost-effective activated carbon materials for use in energy storage applications and markets around the world. The grant is being utilized to upgrade capital equipment at the Company s Columbus, Ohio facility which will enable the manufacturing of highly demanded cost-effective activated carbon materials for use in energy storage markets. The Company has received $0.3 million of the grant for each of the year to date periods ended September 30, 2013 and December 31, 2012. The Company recognized $0.2 million of the grant received for each of the year to date periods ended September 30, 2013 and December 31, 2012 as a deduction from the carrying amount of the property, plant and equipment on its condensed consolidated balance sheets as well as $0.1 million for each of the year to date periods as a reduction to research and development expenses on its condensed consolidated statements of comprehensive income.

On December 7, 2007, the Company was also awarded two separate grants with the Walloon region (the Region ) in Belgium, where its Feluy facility is located. The awards are based on the Company s contributions to the strategic development of the Region through its investment in the expansion of the Feluy facility and creation of employment opportunities. The grants total approximately 2.6 million Euros or $3.4 million. The Company received 0.5 million Euros or $0.7 million of the grant as of the year ended December 31, 2012 and received an additional 1.2 million Euros or $1.5 million for the nine months ended September 30, 2013. The Company has recognized the grants as a deduction from the carrying amount of the property, plant and equipment on its condensed consolidated balance sheets in the respective periods received.

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**15. Fair Value Measurement**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- **Level 1** Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- **Level 2** Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- **Level 3** Unobservable inputs that reflect the reporting entity s own assumptions.

The following financial instrument assets (liabilities) are presented below at carrying amount, fair value, and classification within the fair value hierarchy (refer to Notes 7 and 10 for details relating to the derivative instruments and borrowing arrangements). The only financial instruments measured at fair value on a recurring basis are derivative instruments and the acquisition earn-out liability:

| | September 30, 2013 | | | | |
|---|---|---|---|---|---|
| | Carrying | Fair Value | | | |
| (Dollars in thousands) | Amount | Total | Level 1 | Level 2 | Level 3 |
| Derivative assets | $ 1,582 | $ 1,582 | $ | $ 1,582 | $ |
| Derivative liabilities | (530) | (530) | | (530) | |
| Acquisition earn-out liability | (1,328) | (1,328) | | (1,328) | |
| U.S. credit facility | (38,000) | (38,000) | | (38,000) | |
| Japanese term loan | (10,178) | (10,178) | | (10,178) | |
| China credit facility | (270) | (270) | | (270) | |
| Other loans | (162) | (162) | | (162) | |

| | December 31, 2012 | | | | |
|---|---|---|---|---|---|
| | Carrying | Fair Value | | | |
| (Dollars in thousands) | Amount | Total | Level 1 | Level 2 | Level 3 |
| Derivative assets | $ 1,120 | $ 1,120 | $ | $ 1,120 | $ |
| Derivative liabilities | (646) | (646) | | (646) | |
| Acquisition earn-out liability | (1,300) | (1,300) | | (1,300) | |
| U.S. credit facility | (44,250) | (44,250) | | (44,250) | |
| Japanese working capital loan | (18,611) | (18,611) | | (18,611) | |
| Japanese term loan | (954) | (954) | | (954) | |
| Other loans | (158) | (158) | | (158) | |

Cash and cash equivalents, accounts receivable, and accounts payable included in the condensed consolidated balance sheets approximate fair value and are excluded from the tables above. The recorded debt amounts are primarily based of the prime rate, LIBOR, or Fed Funds rate and, accordingly, the carrying value of these obligations equals fair value. Fair value for the acquisition earn-out liability is based upon Level 2 inputs which are periodically re-evaluated for changes in future projections and the discount rate. This liability is recorded in accrued pension and other liabilities within the condensed consolidated balance sheets.

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**Assets and Liabilities Reported at Fair Value on a Nonrecurring Basis:**

As a result of the Company s restructuring plan, as discussed in Note 4, long-lived assets with a carrying amount of $4.7 million were written down to their fair value of $0.7 million at December 31, 2012. As a result, the Company recorded a charge of $4.0 million which was included in restructuring charges for the year ended December 31, 2012 within the Company s consolidated statement of comprehensive income. These long-lived assets were valued using Level 3 inputs.

**16. New Accounting Pronouncements**

In January 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update, or ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets or Liabilities, or ASU No. 2013-01. ASU 2013-01 clarifies the scope of ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, or ASU 2011-11. ASU 2011-11 requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. Entities are required to disclose both gross and net information for these instruments. Both ASU 2013-01 and ASU 2011-11 are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company adopted this guidance effective January 1, 2013. Please refer to Note 7 for the required interim period disclosure.

In February 2013, the FASB issued ASU, No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income, or ASU No. 2013-02. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income. For amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 is effective for reporting periods beginning after December 15, 2012. The Company adopted this guidance effective January 1, 2013. Please refer to Note 5 and the Company s condensed consolidated statements of comprehensive income (loss) for the three and nine months ended September 30, 2013 for the required interim period disclosure.

In February 2013, the FASB issued ASU, No. 2013-04, Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date, or ASU No. 2013-04. ASU 2013-04 requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. ASU 2013-04 also requires the nature and amount of the obligation as well as other information about those obligations to be disclosed. ASU

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2013-04 is effective for fiscal and interim periods within those years, beginning after December 15, 2013 and should be applied retrospectively. The adoption of this ASU is not expected to have a material impact on the Company s financial statements.

In July 2013, the FASB issued ASU, No. 2013-10, Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes, or ASU No. 2013-10. ASU 2013-10 permits the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to UST and LIBOR. ASU 2013-10 also removes the restriction on using different benchmark rates for similar hedges. ASU 2013-04 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this ASU has not had a material impact on the Company s financial statements.

In July 2013, the FASB issued ASU, No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, or ASU No. 2013-11. ASU 2013-11 requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent one of these items is not available at the reporting date; the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The adoption of this ASU is not expected to have a material impact on the Company s financial statements.

**17. Reclassification**

Certain prior year amounts have been reclassified to conform to the 2013 presentation. Refer to the condensed consolidated statements of cash flows for reclassifications made to reflect the gross presentation of credit facility borrowings and repayments within financing activities.

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Item 2. Management s Discussion and Analysis of Results of Operations and Financial Condition

This discussion should be read in connection with the information contained in the Unaudited Condensed Consolidated Financial Statements and Notes to the Unaudited Condensed Consolidated Financial Statements included in Item 1of this Quarterly Report on Form 10-Q.

**Results of Operations**

Consolidated net sales increased by $3.9 million or 2.9% for the quarter ended September 30, 2013 and decreased $5.6 million or 1.3% for the year to date period ended September 30, 2013 versus the similar 2012 periods. The total negative impact of foreign currency translation on consolidated net sales was $3.8 million and $10.0 million for the quarter and year to date periods ended September 30, 2013, respectively, versus the same periods for 2012.

Net sales for the quarter and year to date periods ended September 30, 2013 for the Activated Carbon and Service segment increased $8.1 million or 7.0% and $7.4 million or 2.1%, respectively, versus the similar 2012 periods. The increase in sales for the quarter ended September 30, 2013 as compared to the quarter ended September 30, 2012 is primarily due to higher demand and pricing for activated carbon products and services in the Environmental Water Treatment, Food, and Specialty Carbon markets of $2.7 million, $2.4 million, and $2.4 million, respectively. These amounts include the favorable impact of the Company s 2013 price increases, which totaled approximately $2.5 million in the Americas region. The increase in the year to date period was due to increased demand and pricing on activated carbon products and services in the Potable Water, Industrial Process, Environmental Water, and Specialty Carbon markets of $5.0 million, $4.0 million, $2.8 million, and $2.7 million, respectively. These amounts include the favorable impact of the Company s 2013 price increases, which totaled approximately $5.1 million in the Americas region. Partially offsetting this increase for the year to date period was a decline in the Environmental Air Treatment market of $6.0 million as a result of the lower demand for powder activated carbon for mercury removal from electric generating units in the Americas as well as lower pricing on a significant contract that was renewed in early 2013. Included in the amounts above is the negative impact of foreign currency translation which totaled $3.8 million and $10.0 million, respectively, for quarter and year to date periods ended September 30, 2013. Net sales for the Equipment segment decreased $4.8 million or 26.3% and $12.6 million or 23.2%, respectively, for the quarter and year to date periods ended September 30, 2013 versus the similar 2012 periods. The decrease for the quarter ended September 30, 2013 was due to lower sales of ballast water treatment systems of $4.3 million and ion exchange systems of $2.2 million. The quarter ended September 30, 2012 included sales of $3.9 million for three large ballast water treatment systems contracts. Partially offsetting this decrease were higher sales of traditional carbon adsorption systems of $2.0 million. The decrease for the year to date period ended September 30, 2013 was also due to lower sales of ballast water treatment systems of $14.8 million, which included $10.2 million of sales related to the abovementioned contracts. Lower sales of ion exchange systems of $3.3 million also contributed to the year to date decline. Partially offsetting this decrease were higher sales of traditional carbon adsorption equipment and traditional ultraviolet light systems of $2.9 million and $2.5 million, respectively. Foreign currency translation included in the amounts above for the Equipment segment was comparable for the quarter and year to date periods ended

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September 30, 2013 versus the same 2012 periods. Net sales for the Consumer segment increased $0.6 million or 28.2% for the quarter ended September 30, 2013 versus the 2012 period and decreased approximately $0.4 million or 5.4% for the year to date period ended September 30, 2013 as compared to the 2012 period. The increase for the quarter ended September 30, 2013 was due to higher demand of activated carbon cloth which partially offset the decline experienced in the first six months of 2013 as compared to 2012. Foreign currency translation was comparable for the quarter and year to date periods ended September 30, 2013 versus the same 2012 periods.

Net sales less cost of products sold (excluding depreciation), as a percentage of net sales, was 33.3% for the quarter ended September 30, 2013 compared to 27.3% for the similar 2012 period, an increase of 6.0 percentage points. The increase was in the Activated Carbon and Service segment as a result of the 2013 price increase as well as improved plant performance and ongoing cost improvement initiatives. The 2012 quarter and year to date periods included $2.5 million of additional costs related to the Company s Pearl River facility as a result of delays in a capital project, maintenance issues, and the impact of Hurricane Isaac as well as a $1.7 million write-off of obsolete inventory. Net sales less cost of products sold (excluding depreciation), as a percentage of net sales, was 32.6% for the year to date period ended September 30, 2013 compared to 29.9% for the comparable 2012 period, an increase of 2.7 percentage points. The increase for the year to date period was also attributed to the Activated Carbon and Service segment which was also the result of the previously mentioned higher 2012 costs for both the Pearl River facility and inventory write-off. The year to date period ended September 30, 2013 also benefited from the $0.4 million settlement on an insurance claim related to Hurricane Isaac (Refer to Note 8 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q). The year to date period ended September 30, 2012 included higher coal and coal-related costs which were the result of manufacturing costs related to trials of new and different coal types. These trials were necessitated by the termination of a coal contract with a former supplier that occurred during the second quarter of 2012. The Company s cost of products sold excludes depreciation; therefore it may not be comparable to that of other companies.

Depreciation and amortization increased $0.6 million and $1.7 million, respectively for the quarter and year to date periods ended September 30, 2013 versus the similar 2012 periods. The increase for both periods is due primarily to increased depreciation related to the Company s new Gila Bend, Arizona facility that was placed into service in the second quarter of 2013 as well as for capital improvements at the Company s Pearl River virgin carbon manufacturing facility that were completed primarily during the second half of 2012.

Selling, general and administrative expenses decreased $4.5 million or 18.9% and $10.4 million or 15.6%, respectively, for the quarter and year to date periods ended September 30, 2013 versus the comparable 2012 periods. The decrease was principally due to lower employee related expenses of $3.8 million and $6.6 million, respectively, for the quarter and year to date periods ended September 30, 2013 versus the 2012 periods. The decline for both the quarter and year to date periods ended September 30, 2013 includes the absence of 2012 charges including a $1.7 million charge related to an agreement with the Company s former chief executive officer and a $1.7 million multi-employer pension plan charge. The Company recorded a $0.2 million and $1.1

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million benefit related to the multi-employer pension plan in the quarter and year to date periods ended September 30, 2013, respectively. Also contributing to the decline were decreased employee travel costs of $0.2 million and $1.2 million, respectively, for the quarter and year to date periods ended September 30, 2013 versus the 2012 periods. The year to date period also included a $0.8 million favorable impact of foreign currency translation. The declines for both the quarter and year to date periods ended September 30, 2013 include the results of the Company s worldwide strategy to reduce costs that was announced in the third quarter of 2012 (Refer to Note 1 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q).

Research and development expenses decreased $0.3 million and $1.7 million, respectively, for the quarter and year to date periods ended September 30, 2013 versus the comparable 2012 periods due to lower advanced product testing costs related to both mercury removal from flue gas and the use of activated carbon in ultra capacitors.

The Company recorded $0.5 million of restructuring charges for the year to date period ended September 30, 2013 related to headcount reductions in the Activated Carbon and Service segment. These charges were offset by a pre-tax gain of $0.6 million for the sale of the Company s activated carbon manufacturing facility in Datong, China. Restructuring charges for the quarter and year to date periods ended September 30, 2012 primarily consisted of a $3.6 million impairment charge for the closure of the Datong, China facility and $3.8 million of termination benefits related to the reduction in headcount. Refer to Note 1 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q for additional information.

Environmental and litigation contingencies of $0.3 million for the quarter ended September 30, 2013 relate primarily to environmental expenses at the Company s Catlettsburg, Kentucky production facility (refer to Note 8 to the Condensed Consolidated Financial Statements included in Item 1of this Quarterly Report on Form 10-Q).

The Company s income tax provision increased by $5.7 million and $7.4 million for the quarter and year to date periods ended September 30, 2013 and 2012, respectively. The increase in tax expense for both periods primarily relates to the increase in income before income tax provision. The effective tax rate for the quarter ended September 30, 2013 was 31.5% compared to 4.2% for the quarter ended September 30, 2012. The 2013 rate was impacted by benefits related to the release of uncertain tax positions due statute expirations and by permanent deductions. The 2012 rate was impacted by a loss before income tax (benefit) provision and a valuation allowance recorded as the result of the Company s decision to permanently close its Datong, China manufacturing facility (Refer to Note 1 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q for additional information). The effective tax rate for the year to date period ended September 30, 2013 was 32.3% compared to 39.3% for the similar 2012 period. The 7.0 percentage point decrease in the effective tax rate from the year to date period ended September 30, 2013 compared to the same period ended September 30, 2012 relates primarily to a net tax benefit of 4.3 percentage points from the sale of the Company s Datong facility which occurred in March 2013 and a 1.2 percentage point tax benefit as a result of the Company qualifying for additional state tax credits. The year to date tax rate for the period ended September 30, 2012 increased by 1.2% due to tax expense recorded as a result of a valuation allowance against the Datong facility s net deferred tax assets.

During the preparation of its effective tax rate, the Company uses an annualized estimate of pre-tax earnings. Throughout the year this annualized estimate may change based on actual results and annual earnings estimate

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revisions in various tax jurisdictions. Because the Company s permanent tax benefits are relatively constant, changes in the annualized estimate may have a significant impact on the effective tax rate in future periods.

**Financial Condition**

Working Capital and Liquidity

Cash flows provided by operating activities were $39.1 million for the period ended September 30, 2013 compared to $44.5 million for the comparable 2012 period. The $5.4 million decrease is due to unfavorable working capital changes which, in total, were $18.6 million. These unfavorable changes were partially offset by the additional net income in 2013 versus 2012.

Common stock dividends were not paid during the quarters ended September 30, 2013 and 2012.

**U.S. Credit Facility**

The Company s U.S. Credit Facility (Credit Facility), which expires on November 17, 2016, contains a revolving credit capacity of $125.0 million with a $30.0 million sublimit for the issuance of letters of credit. So long as no event of default has occurred and is continuing, the Company from time to time may request one or more increases in the total revolving credit commitment under the Credit Facility of up to $50.0 million in the aggregate. No assurance can be given, however, that the total revolving credit commitment will be increased above $125.0 million.

Availability under the Credit Facility is dependent upon various customary conditions. A quarterly nonrefundable commitment fee is payable by the Company based on the unused availability under the Amended Credit Agreement and is currently equal to 0.25%. Total availability under the Credit Facility at September 30, 2013 and December 31, 2012 was $84.8 million and $78.6 million, respectively, after considering outstanding letters of credit and borrowings.

The interest rate on amounts owed under the Credit Facility will be, at the Company s option, either (i) a fluctuating base rate based on the highest of (A) the prime rate announced from time to time by the lenders, (B) the rate announced by the Federal Reserve Bank of New York on that day as being the weighted average of the rates on overnight federal funds transactions arranged by federal funds brokers on the previous trading day plus 3.00% or (C) a daily LIBOR rate plus 2.75%, or (ii) LIBOR-based borrowings in one, two, three, or six month increments at the applicable LIBOR rate plus 1.25%. A margin may be added to the applicable interest rate based on the Company s leverage ratio. The interest rate per annum on outstanding borrowings as of September 30, 2013 ranged from 1.25% to 1.44%.

Total outstanding borrowings under the Credit Facility were $38.0 million and $44.3 million as of September 30, 2013 and December 31, 2012, respectively, and are shown as long-term debt within the condensed consolidated balance sheets. The borrowings and repayments are presented on a gross basis within the Company s condensed consolidated statements of cash flows.

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The Credit Facility contains customary affirmative and negative covenants for credit facilities of this type, including limitations on the Company and its subsidiaries with respect to indebtedness, liens, guaranties, loans and investments, dividends, mergers and acquisitions, dispositions of assets and transactions with affiliates. The Company must comply with certain financial covenants including a minimum interest coverage ratio, maximum leverage ratio, and minimum net worth, as defined within the Credit Facility. The Credit Facility also provides for customary events of default, including failure to pay principal or interest when due, failure to comply with covenants, the fact that any representation or warranty made by the Company is false or misleading in any material respect, certain insolvency or receivership events affecting the Company and its subsidiaries and a change in control of the Company. If an event of default occurs, the lenders will be under no further obligation to make loans or issue letters of credit. Upon the occurrence of certain events of default, all outstanding obligations of the Company automatically become immediately due and payable, and other events of default will allow the lenders to declare all or any portion of the outstanding obligations of the Company to be immediately due and payable.

**Japanese Loans**

Calgon Carbon Japan (CCJ) maintains a Term Loan Agreement (the Japanese Term Loan ) and a Working Capital Loan Agreement (the Japanese Working Capital Loan ). The Company is jointly and severally liable as the guarantor of CCJ s obligations and the Company permitted CCJ to grant a security interest and continuing lien in certain of its assets, including inventory and accounts receivable, to secure its obligations under both loan agreements.

The Japanese Term Loan provided for a principal amount of 722.0 million Japanese Yen, or $7.7 million at inception. This loan matured on March 31, 2013 and was repaid. At December 31, 2012, CCJ had 82.0 million Japanese Yen or $1.0 million outstanding and recorded as short-term debt within the condensed consolidated balance sheet. CCJ signed an agreement on May 10, 2013 to renew the Japanese Term Loan, which provides for borrowings up to 1.0 billion Japanese Yen, and bears interest based on the Uncollateralized Overnight Call Rate, which was 0.7% per annum at September 30, 2013. This loan matures on May 10, 2017. At September 30, 2013, CCJ had 1.0 billion Japanese Yen or $10.2 million outstanding and recorded as long-term debt within the condensed consolidated balance sheet.

The Japanese Working Capital Loan provides for borrowings up to 1.5 billion Japanese Yen, and bears interest based on the Short-term Prime Rate, which was 1.475% per annum at September 30, 2013. This loan matured on March 31, 2013 and was renewed until March 31, 2014. Borrowings and repayments under the Japanese Working Capital Loan have generally occurred in short term intervals, as needed, in order to ensure adequate liquidity while minimizing outstanding borrowings. The borrowings and repayments are presented on a gross basis within the Company s condensed consolidated statements of cash flows. There were no outstanding borrowings under the Japanese Working Capital Loan as of September 30, 2013. At December 31, 2012, CCJ had 1.6 billion Japanese Yen or $18.6 million outstanding and recorded as short-term debt within the condensed consolidated balance sheet.

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**Accelerated Share Repurchase**

In November 2012, the Company s Board of Directors authorized an accelerated share repurchase of Company common stock under a share repurchase program (the Program ). On November 20, 2012, the Company paid a purchase price of $50 million and initially received 3,276,002 shares upon inception of the Program. The actual number of shares that the Company repurchased under the Program was determined based on a discount to the arithmetic mean of the volume-weighted average prices (VWAP) of the Company s common stock for each observation date over the course of applicable calculation period which ended on September 30, 2013. The actual amount of shares to be repurchased was 340,334 shares less than the number of shares previously delivered, and as a result, the Company sold back that many shares to the counterparty in the form of a private placement of unregistered securities. The Company s outstanding common shares used to calculate earnings per share were reduced by the number of repurchased shares pursuant to the Program as they are delivered to the Company, and the $50 million purchase price was recorded as a reduction in stockholders equity upon its payment. The Company increased its diluted shares outstanding to reflect the 340,334 shares that were sold back in the form of the private placement.

**Contractual Obligations**

The Company is obligated to make future payments under various contracts such as debt agreements, lease agreements, and unconditional purchase obligations. As of September 30, 2013, there have been no material changes in the payment terms of lease agreements and unconditional purchase obligations since December 31, 2012, except with regard to the Company s Japanese Term Loan and Japanese Working Capital Loan (refer to Note 10 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q). The Company is obligated to make principal payments on debt outstanding at September 30, 2013 of $0.3 million in 2014, $38.0 million in 2016, $10.2 million in 2017, and $0.1 million in 2018.

The Company currently expects that cash from annual operating activities plus cash balances and available external financing will be sufficient to meet its cash requirements for the next twelve months. The cash needs of each of the Company s reporting segments are principally covered by the segment s operating cash flow on a standalone basis. Any additional needs will be funded by cash on hand or borrowings under the Company s Credit Facility, Japanese Working Capital Loan, or other credit facilities. Specifically, the Equipment and Consumer segments historically have not required extensive capital expenditures; therefore, the Company believes that cash on hand and borrowings will adequately support each of the segments cash needs.

Capital Expenditures and Investments

Capital expenditures for property, plant and equipment totaled $22.1 million for the nine months ended September 30, 2013 compared to expenditures of $45.7 million for the same period in 2012. The expenditures for the period ended September 30, 2013 were primarily for improvements to the Company s manufacturing facilities including $8.3 million related to the construction of the Company s Gila Bend, Arizona facility. The expenditures for the period ended September 30, 2012 consisted primarily of improvements to the Company s manufacturing facilities which includes $13.3 million related to the expansion of the Company s Pearl River, Mississippi virgin activated

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carbon manufacturing facility as well as $5.2 million and $3.5 million related to the construction of the Company s Gila Bend, Arizona and Suzhou, China reactivation facilities, respectively. Capital expenditures for 2013 are currently projected to be approximately $30.0 million to $35.0 million. The aforementioned expenditures are expected to be funded by operating cash flows, cash on hand, and borrowings.

The Company received proceeds related to government grants in both the U.S. and Europe of $1.7 million and $0.9 million for the nine months ended September 30, 2013 and 2012, respectively (Refer to Note 14 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q).

Cash and cash equivalents include $24.4 million and $16.0 million held by the Company s foreign subsidiaries at September 30, 2013 and December 31, 2012, respectively. Generally, cash and cash equivalents held by foreign subsidiaries are not readily available for use in the United States without adverse tax consequences. The Company s principal sources of liquidity are its cash flows from its operating activities or borrowings directly from its lines of credit. The Company does not believe the level of its non-U.S. cash position will have an adverse effect on working capital needs, planned growth, repayment of maturing debt, or benefit plan funding.

**Regulatory Matters**

**United States**

**Big Sandy Plant**

By letter dated January 22, 2007, the Company received from the United States Environmental Protection Agency (EPA) Region 4 a report of a hazardous waste facility inspection performed by the EPA and the Kentucky Department of Environmental Protection (KYDEP) as part of a Multi Media Compliance Evaluation of the Company s Big Sandy Plant in Catlettsburg, Kentucky that was conducted on September 20 and 21, 2005. Accompanying the report was a Notice of Violation (NOV) alleging multiple violations of the Federal Resource Conservation and Recovery Act (RCRA) and corresponding EPA and KYDEP hazardous waste regulations as well as the Clean Water Act (CWA).

The alleged violations mainly concern the hazardous waste spent activated carbon regeneration facility. The Company met with the EPA on April 17, 2007 to discuss the inspection report and alleged violations, and submitted written responses in May and June 2007. In August 2007, the EPA notified the Company that it believed there were still significant violations of RCRA and the CWA that were unresolved by the information provided in the Company s responses, without specifying the particular violations. During a meeting with the EPA on December 10, 2007, the EPA indicated that the agency would not pursue certain other alleged violations. The Company has taken action to address and remediate a number of the alleged violations. The Company now believes, and the EPA has indicated, that the number of unresolved issues as to alleged continuing violations cited in the January 22, 2007 NOV has been reduced substantially. The EPA can take formal enforcement action to require the Company to remediate any or all of the unresolved alleged continuing violations, which could require the Company to incur substantial additional costs. The EPA can also take formal enforcement action to impose

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substantial civil penalties with respect to violations cited in the NOV, including those which have been admitted or resolved.

By letter dated January 5, 2010, the EPA determined that certain residues resulting from the treatment of the carbon reactivation furnace off-gas are RCRA listed hazardous wastes and the material dredged from the onsite wastewater treatment lagoons were RCRA listed hazardous wastes and that they need to be managed in accordance with RCRA regulations. The Company believes that the cost to treat and/or dispose of the material dredged from the lagoons as hazardous waste could be substantial. However, by letter dated January 22, 2010, the Company received a determination from the KYDEP Division of Waste Management that the materials were not RCRA listed hazardous wastes when recycled, as had been the Company s practice. The Company believes that pursuant to EPA regulations, KYDEP is the proper authority to make this determination. Thus, the Company believes that there is no basis for the position set forth in the EPA s January 5, 2010 letter and the Company will vigorously defend any complaint on the matter. By letter dated May 12, 2010 from the Department of Justice Environmental and Natural Resources Division (the DOJ ), the Company was informed that the DOJ was prepared to take appropriate enforcement action against the Company for the NOV and other violations under the CWA. The Company met with the DOJ on July 9, 2010 and agreed to permit more comprehensive testing of the lagoons and to share data and analysis already obtained. On July 19, 2010, the EPA sent the Company a formal information request with respect to such data and analysis, which was answered by the Company. In September 2010, representatives of the EPA met with Company personnel for two days at the Big Sandy plant. The visit included an inspection by the EPA and discussion regarding the plan for additional testing of the lagoons and material dredged from the lagoons.

The Company, EPA and DOJ have had ongoing meetings and discussions since the September 2010 inspection. The Company has completed testing of some of the material dredged from the lagoons and of materials in one of the lagoons. The results of this testing have been provided to the EPA and the KYDEP. The Company believes that the results are favorable. On March 9, 2012 the KYDEP issued a determination that the material dredged from the lagoons that comes from that portion of the stockpile that has been tested; material currently in the lagoons; and future generated material, no longer contains a hazardous waste. The determination further states that KYDEP will not regulate the material as a solid waste so long as the material is managed in accordance with certain agreed upon procedures. On April 2, 2012 the EPA issued a similar determination with respect to the material dredged from the lagoons that comes from that portion of the stockpile that has been tested.

On April 11, 2012, the Company met with the EPA to attempt to negotiate a comprehensive settlement including the extent, if any, of additional testing that should be done on any of the remaining material; the long-term plans for the lagoons including possible process modifications and civil penalties. The EPA indicated that such a comprehensive resolution may be possible but that the agency still expects significant civil penalties with respect to the violations cited in the NOV as well as the alleged CWA violations. The Company believes that the size of any civil penalties, if any, should be reduced since all the alleged violations, except those with respect to the characterization of the certain residues resulting from the treatment of the carbon reactivation furnace off-gas and the material dredged from the onsite wastewater treatment lagoons, have been resolved. The Company believes

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that there should be no penalties associated with respect to the characterization of the residues resulting from the treatment of the carbon reactivation furnace off-gas and the material dredged from the onsite wastewater treatment lagoons as the Company believes that those materials are not RCRA listed hazardous waste as has been determined by the KYDEP and the testing has shown that the material is not hazardous.

The Company accrued $2.0 million as its estimate of potential loss related to civil penalties as of December 31, 2010. In the second quarter of 2012, the Company recorded a reduction of $0.2 million to this estimate. Since April 2012, the Company and the EPA have continued to negotiate the issues. In November 2012 the parties met and agreed in principal to a total civil penalty of $1.6 million. In July 2013 the EPA provided the Company with a draft consent decree.

The Company has completed negotiation of the consent decree and in September 2013 signed and delivered the consent decree to the EPA and DOJ. On October 28, 2013, the fully signed consent decree was lodged with the Federal District Court in Kentucky. As part of the proposed consent decree the Company will pay a civil penalty of $1.6 million but makes no admissions of any violations. The Company will be required under the consent decree to conduct testing of the portion of the stockpiled material that has not previously been tested in accordance with a pre-approved work plan and will install two ground water monitoring wells at the Company s permitted solid waste landfill where some lagoon solids had previously been disposed. The Consent Decree provides that EPA and DOJ agree that such landfill is to be considered a non-hazardous facility and regulated by KYDEP. Finally, the Company will not be required to close or retrofit any of the units discussed above as RCRA hazardous waste management units and may continue to use them in their current manner. The Company will be subject to daily stipulated penalties for any failure to conduct the required testing of the previously untested stockpile or to install and sample the landfill wells in accordance with the EPA-approved protocols and schedules.

During the quarter ended September 30, 2013, the Company recorded a reduction of $0.2 million from its accrual for this matter to reflect the agreed upon civil penalty. However, the Company has also recognized net costs of approximately $0.4 million related primarily to the required ongoing testing and sampling as previously mentioned.

**Frontier Chemical Processing Royal Avenue Site**

In June 2007, the Company received a Notice Letter from the New York State Department of Environmental Conservation (NYSDEC) stating that the NYSDEC had determined that the Company is a Potentially Responsible Party (PRP) at the Frontier Chemical Processing Royal Avenue Site in Niagara Falls, New York (the Site ). The Notice Letter requested that the Company and other PRP s develop, implement and finance a remedial program for Operable Unit #1 at the Site. Operable Unit #1 consists of overburden soils and overburden and upper bedrock groundwater. The Company has joined a PRP group (the PRP Group ) and has executed a Joint Defense Agreement with the group members. The PRP Group has approximately $7.5 million in a trust account to fund remediation. In August 2008, the Company and over 100 PRP s entered into a Consent Order with the NYSDEC for additional site investigation directed toward characterization of the Site to better define the scope of the remedial project. The Company contributed monies to the PRP Group to help fund the work required under

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the Consent Order. The additional site investigation required under the Consent Order was initiated in 2008 and completed in the spring of 2009. A final report of the site investigation was submitted to the NYSDEC in October 2009 and revised in September 2010. By letter dated October 10, 2010, the NYSDEC approved the report and terminated the Consent Order. The PRP Group was issued a Significant Industrial User Permit by the Niagara Falls Water Board (NFWB) in November 2010. The permit allows the shallow ground water flow from the Site to continue to be naturally captured by the adjacent sewer tunnels with subsequent treatment of the ground water at the Niagara Falls Wastewater Treatment Plant.

The PRP Group has now proposed and the NYSDEC has agreed to permit onsite thermal treatment of the contaminated soil to achieve the soil clean-up standards. In March 2013, the Company, along with over thirty other PRPs, entered into a consent decree with the NYSDEC pursuant to which the work plan for the remedial program was agreed upon. The cleanup has begun and is expected to be completed in early 2014. As of the end of September 2013, estimated remaining costs to complete the clean-up were approximately $6.4 million and the PRP Group had cash on hand to pay towards such costs of approximately $5.3 million. There are additional potential funds also available to the PRP group. The Company has not determined what portion of the costs associated with the remedial program it will be obligated to bear and the Company cannot predict with any certainty the outcome of this matter or range of potential loss.

**Waterlink**

In conjunction with the February 2004 purchase of substantially all of Waterlink Inc. s (Waterlink) operating assets and the stock of Waterlink s U.K. subsidiary, environmental studies were performed on Waterlink s Columbus, Ohio property by environmental consulting firms that provided an identification and characterization of certain areas of contamination. In addition, these firms identified alternative methods of remediating the property and prepared cost evaluations of the various alternatives. The Company concluded from the information in the studies that a loss at this property is probable and recorded the liability. At September 30, 2013 the balance recorded as a component of accounts payable and accrued liabilities and accrued pension and other liabilities was $0.5 million and $0.4 million, respectively. At December 31, 2012 the balance recorded as a component of accrued pension and other liabilities was $1.4 million. Liability estimates are based on an evaluation of, among other factors, currently available facts, existing technology, presently enacted laws and regulations, and the remediation experience of experts in groundwater remediation. It is possible that a further change in the estimate of this obligation will occur as remediation progresses. The Company incurred $0.5 million and $0.5 million of environmental remediation costs for the nine month periods ended September 30, 2013 and 2012, respectively. Remediation activities are ongoing and are currently expected to be completed by the end of 2014.

**Europe and Asia**

The Company is also subject to various environmental health and safety laws and regulations at its facilities in Belgium, Germany, the United Kingdom, China, and Japan. These laws and regulations address substantially the same issues as those applicable to the Company in the United States. The Company believes it is presently in substantial compliance with these laws and regulations.

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**Other**

**Carbon Imports**

**General Anti-Dumping Background:** On March 8, 2006, the Company and another U.S. producer of activated carbon (collectively the Petitioners ) formally requested that the United States Department of Commerce investigate unfair pricing of certain thermally activated carbon imported from the People s Republic of China.

On March 2, 2007, the Commerce Department published its final determination (subsequently amended) finding that imports of the subject merchandise from China were being unfairly priced, or dumped, and that anti-dumping duties should be imposed to offset the amount of the unfair pricing. The resultant tariff rates ranged from 61.95% ad valorem (i.e., of the entered value of the goods) to 228.11% ad valorem. Following a finding by the U.S. International Trade Commission that the domestic industry was injured by unfairly traded imports of activated carbon from China, an anti-dumping order imposing these tariffs was issued by the U.S. Department of Commerce and was published in the Federal Register on April 27, 2007. All imports from China remain subject to the order. Importers of subject activated carbon from China are required to make cash deposits of estimated anti-dumping duties at the time the goods are entered into the United States customs territory. Final assessment of duties and duty deposits are subject to revision based on annual retrospective reviews conducted by the Commerce Department.

The Company is both a domestic producer, exporter from China (through its wholly-owned subsidiary Calgon Carbon (Tianjin) Co., Ltd.), and a U.S. importer of the activated carbon that is subject to the anti-dumping order. As such, the Company s involvement in the Commerce Department s proceedings is both as a domestic producer (a petitioner ) and as a foreign exporter (a respondent ).

The Company s role as an importer, which has in the past (and may in the future) required it to pay anti-dumping duties, results in a contingent liability related to the final amount of tariffs that are ultimately assessed on the imported product following the Commerce Department s periodic review of relevant shipments and calculation of the anti-dumping duties due. The amount of estimated anti-dumping tariffs payable on goods imported into the United States is subject to review and retroactive adjustment based on the actual amount of dumping that is found on entries made during a given annual period. As a result of proceedings before the Commerce Department that concluded in November 2011, the Company is currently able to import activated carbon from Calgon Carbon (Tianjin) into the United States without posting a cash deposit. As noted above, however, anti-dumping duties could be imposed on these shipments in the future, as a result of on-going proceedings before the Commerce Department.

As part of its standard process, the Commerce Department conducts annual reviews of sales made to the first unaffiliated U.S. customer, typically over the prior 12-month period. These reviews will be conducted for at least five years subsequent to a determination in 2013 finding that the anti-dumping duty order should remain in effect, and can result in changes to the anti-dumping tariff rate (either increasing or reducing the rate) applicable to any foreign exporter. Revision of tariff rates has two effects. First, it will alter the actual amount of tariffs that U.S.

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Customs and Border Protection ( Customs ) will collect for the period reviewed, by either collecting additional duties above those deposited with Customs by the importer at the time of entry or refunding a portion of the duties deposited at the time of importation to reflect a decline in the margin of dumping. If the actual amount of tariffs owed increases, Customs will require the U.S. importer to pay the difference, plus interest. Conversely, if the tariff rate decreases, any difference will be refunded by Customs to the U.S. importer with interest. Second, the revised rate becomes the cash deposit rate applied to future entries, and can either increase or decrease the amount of duty deposits an importer will be required to post at the time of importation.

**Period of Review I:** As an importer of activated carbon from China, and in light of the successful anti-dumping tariff case, the Company was required to pay deposits of estimated anti-dumping duties at the rate of 84.45% ad valorem to Customs on entries made on or after October 11, 2006 through March 1, 2007. From March 2, 2007 through March 29, 2007, the anti-dumping duty deposit rate was 78.89%. From March 30, 2007 through April 8, 2007, the anti-dumping duty deposit rate was 69.54%. Because of limits on the government s legal authority to impose provisional duties on imports prior to issuance of a final determination, entries made between April 9, 2007 and April 18, 2007 were not subject to anti-dumping duty assessments. For the period from April 19, 2007 through November 9, 2009, estimated anti-dumping duties were deposited at a rate of 69.54% ad valorem.

On November 10, 2009, the Commerce Department announced the final results of its review of the tariff period beginning October 11, 2006 through March 31, 2008 (period of review ( POR ) I). Based on the POR I results, the Company s ongoing duty deposit rate was adjusted from 69.54% to 14.51% (as further adjusted by .07% for certain ministerial errors as published in the Federal Register on December 17, 2009) for entries made subsequent to the announcement. The Commerce Department determined an assessment rate (final duty to be collected) on the entries made in this period of 31.93% ad valorem, which is substantially lower than the original amounts secured by bonds and cash. Accordingly, the Company reduced its recorded liability for unpaid deposits in POR I and recorded a receivable of $1.6 million reflecting expected refunds for tariff deposits made during POR I as a result of the announced decrease in the POR I tariff assessment rate. The Company had received the $1.6 million as of December 31, 2012.

**Period of Review II:** On April 1, 2009, the Commerce Department published a formal notice allowing parties to request a second annual administrative review of the anti-dumping duty order covering the period April 1, 2008 through March 31, 2009 (POR II). Requests for review were due no later than April 30, 2009. The Company, in its capacity as a U.S. producer and separately as a Chinese exporter, elected not to participate in this administrative review. By not participating in the review, the Company s duty deposits made during POR II became final and are not subject to further adjustment.

On November 17, 2010, the Commerce Department announced the results of its review for POR II. Because the Company was not involved in this review its deposit rates did not change from the rate of 14.51%, which was established during POR I. The cooperative respondents involved in POR II that did not receive a company-specific rate received a deposit rate of $0.127 per pound.

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**Period of Review III:** On April 1, 2010, the Commerce Department published a formal notice allowing parties to request a third annual administrative review of the anti-dumping duty order covering the period April 1, 2009 through March 31, 2010 ( POR III ). On October 31, 2011, the Commerce Department published the results of its review of POR III. Based on the POR III results, the Company s ongoing duty deposit rate was adjusted to zero. The Company recorded a receivable of $1.1 million reflecting expected refunds for duty deposits made during POR III as a result of the announced decrease in the POR III assessment rate. The Commerce Department continued to assign cooperative respondents involved in POR III a deposit rate of $0.127 per pound. In early December 2011, several separate rate respondents appealed the Commerce Department s final results of POR III. On August 15, 2013 the Court of International Trade (the Court) issued its opinion in the appeal of the POR III review results. The Court remanded the case back to the Commerce Department to reconsider certain surrogate values selected by the Department to value raw materials consumed by the respondents to produce steam activated carbon in China. The Court also instructed the Department to reconsider the separate rate applied to the non-responding companies and the use of per-unit rates for one respondent. The Commerce Department is due to issue its remand determination by November 13, 2013.

The Company does not expect the Commerce Department review remanded by the Court to materially impact the anticipated $1.1 million of expected refunds for tariff deposits it made during POR III. The main impact of any change made by the Commerce Department would be related to the amount of anti-dumping duties assessed on imports by the mandatory and cooperative rate respondents other than the Company and its affiliates that were entered into the United States between April 1, 2008 and March 31, 2009.

**Period of Review IV:** On April 1, 2011, the Commerce Department published a formal notice allowing parties to request a fourth annual administrative review of the anti-dumping duty order covering the period April 1, 2010 through March 31, 2011 ( POR IV ). On November 9, 2012, the Commerce Department published the final results of its review of POR IV. Specifically, the Commerce Department calculated anti-dumping margins for the mandatory respondents it examined ranging from $0.20 per pound (Jacobi Carbons AB and its affiliates) to $0.96 per pound (Ningxia Guanghua Cherishmet Activated Carbon Co., Ltd. and its affiliates), and it calculated an anti-dumping margin of $0.47 per pound for the cooperative, separate rate respondents whose shipments of activated carbon to the United States were not individually reviewed. The Commerce Department also calculated a zero anti-dumping margin for Datong Juqiang Activated Carbon Co., Ltd. The Company, as a Chinese exporter and a U.S. importer, elected not to participate as a respondent in this administrative review. By not participating as a respondent in the review, the Company s tariff deposits made at a rate of 14.51% during POR IV became final and are not subject to further adjustment. The Company s ongoing deposit rate continues to be zero which was a result of the company-specific rate calculated in POR III. Appeals challenging the Commerce Department s final results for POR IV have been commenced before the U.S. Court of International Trade by Jacobi Carbons AB, Ningxia Guanghua Cherishment Activated Carbon Co., Ltd. and its affiliates; Tangshan Solid Carbon Co., Ltd.; Carbon Activated Corporation and Car Go Worldwide, Inc.; and Shanxi Industry Technology Trading Co., Ltd. The Company does not expect an initial decision from the court concerning these appeals before the end of 2013, and expects that this litigation will not directly impact the Company s operations.

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**Period of Review V:** On April 2, 2012, the Commerce Department published a formal notice allowing parties to request a fifth annual administrative review of the anti-dumping duty order covering the period April 1, 2011 through March 31, 2012 ( POR V ). Requests for review were due no later than April 30, 2012. On July 11, 2012, the Commerce Department announced its selection of Jacobi Carbons AB and Ningxia Huahui Activated Carbon Co, Ltd. as the two mandatory respondents for POR V. Albemarle Corporation has requested a review of Calgon Carbon (Tianjin) for POR V. The analysis of POR V data began in 2012 and the preliminary results of the Commerce Department s review of POR V were announced on May 3, 2013. The Commerce Department calculated preliminary anti-dumping margins for the mandatory respondents that it examined ranging from $0.13 per pound (Ningxia Huahui Activated Carbon Co.) to $0.25 per pound (Jacobi Carbons AB and its affiliates), and as a result, it calculated a preliminary anti-dumping margin of $0.19 per pound for the cooperative, separate rate respondents whose shipments of activated carbon to the United States were not individually reviewed. These preliminary margins are subject to change by the final determination, which is expected to be announced sometime in November 2013.

**Sunset Review:** In March 2012, the Commerce Department and U.S. International Trade Commission ( ITC ) initiated proceedings as part of a five-year sunset review to evaluate whether the anti-dumping order should be continued for an additional five years. The Company, and two other U. S. producers of activated carbon, participated in the review to support continuation of the anti-dumping order for an additional five years. The Company maintained that the continuation of the anti-dumping order was appropriate as the Commerce Department has determined that Chinese producers and exporters have continued and, absent continuation of the anti-dumping order, will in the future continue to sell activated carbon in the United States at unfairly low prices. This is demonstrated by the positive anti-dumping duty margins and deposit rates determined during the various annual reviews conducted by the Commerce Department since the anti-dumping order took effect in April 2007. The Company asserted that the disciplining effect of the order played an important role in maintaining fair market pricing of the activated carbon market overall. Without the anti-dumping order in place, the Company argued that Chinese producers and exporters would resume or increase dumping of certain thermally activated carbon in the United States. Since the anti-dumping order was published, the Company has reduced its imports of covered activated carbon products from China and has increased production of activated carbon in the United States. On June 6, 2012, the Commerce Department published in the Federal Register its final results in an expedited sunset review, and determined that absent continuation of the anti-dumping order dumping of Chinese activated carbon in the United States would be likely to continue or recur. As a result, it determined the order should be continued for an additional five years.

On June 4, 2012 the ITC voted unanimously to conduct a full review of the anti-dumping order. As a result, the agency utilized a process similar to its original injury investigation, where the agency distributed detailed questionnaires to gather information for its investigation from domestic producers, foreign producers, U.S. importers, and purchasers, and conducted a hearing on December 18, 2012. The Company and the two other U.S. producers of activated carbon, as well as a U.S. importer of activated carbon, participated in the hearing. Based on the information gathered by the agency during its review, the ITC reached a unanimous affirmative determination on February 8, 2013, voting to continue the anti-dumping order for an additional five years. The

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Commerce Department published a notice in the Federal Register on March 18, 2013, stating that the anti-dumping order will be continued for an additional five years.

**Period of Review VI:** On April 2, 2013, the Commerce Department published a formal notice allowing parties to request a sixth annual administrative review of the anti-dumping duty order covering the period April 1, 2012 through March 31, 2013 ( POR VI ). Requests for an administrative review were submitted to the Commerce Department in April of 2013. On June 26, 2013, the Commerce Department announced its selection of Jacobi Carbons AB and Ningxia Huahui Activated Carbon Co, Ltd. as the two mandatory respondents for POR VI. Albemarle Corporation has requested a review of Calgon Carbon (Tianjin) for POR VI. The analysis of POR VI began in the third quarter of 2013 and the preliminary results of the Commerce Department s review of POR VI are anticipated to be announced in late April or early May of 2014.

**Continued Dumping and Subsidy Offset Act Distributions:** Pursuant to the Continued Dumping and Subsidy Offset Act (CDSOA) of 2000 (repealed effective February 8, 2006), as an affected domestic producer, the Company is eligible to apply for a share of the distributions of certain tariffs collected on imports of subject merchandise from China that entered the United States from October 11, 2006 to September 30, 2007. As a result, the Company is eligible to receive a distribution of duties collected on imports of certain activated carbon that entered the United States during a portion of POR I. In June 2013, June 2012 and July 2011, 2010, 2009 and 2008, the Company applied for such distributions which are typically made in the fourth quarter of each calendar year. There were no additional amounts received by the Company for the years ended December 31, 2011 and 2010. In November 2009 and December 2008, the Company received distributions of approximately $0.8 million and $0.2 million, respectively, which reflected 59.57% of the total amount of duties then available and distributed by Customs in connection with the anti-dumping order on certain activated carbon from China.

CDSOA distributions related to POR I imports were on hold while the POR I final results for certain exporters were under appeal. All POR I appeals were subsequently resolved and Customs issued liquidation instructions in October 2011 for activated carbon entries affected by the appeal process involving POR I. The Company received $1.8 million in December 2012 related to the CDSOA distributions of which $1.5 million was reflected within the Company s consolidated statement of comprehensive income for the year ended December 31, 2012.

On May 31, 2013, Customs announced the preliminary amount of duties available (as of April 30, 2013) for distribution under the CDSOA for fiscal year 2013. The preliminary amount identified for distribution related to certain activated carbon imported from China totaled approximately $0.1 million which should be distributed to eligible parties in December 2013. The Company expects to receive 59.57% of the fiscal year 2013 distribution. The Company does not anticipate any further material CDSOA distributions subsequent to the distribution expected to be made in December 2013.

**New Accounting Pronouncements**

In January 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update, or ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets or

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Liabilities, or ASU No. 2013-01. ASU 2013-01 clarifies the scope of ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities, or ASU 2011-11. ASU 2011-11 requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. Entities are required to disclose both gross and net information for these instruments. Both ASU 2013-01 and ASU 2011-11 are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company adopted this guidance effective January 1, 2013. (Refer to Note 7 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q).

In February 2013, the FASB issued ASU, No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income, or ASU No. 2013-02. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income. For amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. ASU 2013-02 is effective for reporting periods beginning after December 15, 2012. The Company adopted this guidance effective January 1, 2013. (Refer to Note 5 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q).

In February 2013, the FASB issued ASU, No. 2013-04, Liabilities (Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date, or ASU No. 2013-04. ASU 2013-04 requires an entity to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. ASU 2013-04 also requires the nature and amount of the obligation as well as other information about those obligations to be disclosed. ASU 2013-04 is effective for fiscal and interim periods within those years, beginning after December 15, 2013 and should be applied retrospectively. The adoption of this ASU is not expected to have a material impact on the Company s financial statements.

In July 2013, the FASB issued ASU, No. 2013-10, Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes, or ASU No. 2013-10. ASU 2013-10 permits the Fed Funds Effective Swap Rate (OIS) to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to UST and LIBOR. ASU 2013-10 also removes the restriction on using different benchmark rates for similar hedges. ASU 2013-04 is effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of this ASU has not had a material impact on the Company s financial statements.

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In July 2013, the FASB issued ASU, No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, or ASU No. 2013-11. ASU 2013-11 requires that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent one of these items is not available at the reporting date; the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 and should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. The adoption of this ASU is not expected to have a material impact on the Company s financial statements.

**Outlook**

**Activated Carbon and Service**

The Company s activated carbon and service sales volume for 2013 has increased over 2012. Sales volume growth has come from several sources including the ongoing impacts of environmental regulations as discussed below. These regulations are expected to lead to volume increases in 2014 and future years. Expected volume growth will be met by the virgin carbon expansion recently completed at the Pearl River facility; increased utilization of reactivation capacity in all three regions; operational improvements at the Company s virgin carbon manufacturing facilities due to new capital investment; a recently launched third-party plant efficiency study and product rationalization project targeting a reduction in SKU s of 45%; and the sale of outsourced carbons. Impediments to growth could include an economic slowdown in any or all of the regions served as well as any impacts from delays in environmental regulations further discussed below. The Company s sale of mercury removal carbons has declined in 2013 due to the expiration of contracts that existed in 2012 as well as U.S. electric utilities expanded usage of natural gas for electric generation. However, in February of 2013, the Company announced a significant, long-term contract for mercury removal with an estimated value of $16.0 million to $22.0 million. In September of 2013, the Company also announced another significant, long-term contract for mercury removal with an estimated value of $25.0 to $30.0 million.

The Company also believes that the price for activated carbon has increased in the Americas in 2013 compared to 2012 due to fair pricing brought about by a tariff increase on Chinese steam activated carbon announced in November 2012. The new tariff rates, effective upon announcement, increase the average tariff rate from approximately 13 cents to 47 cents per pound. The Company announced a price increase in February 2013. Because of existing contracts, outstanding bids and other factors, it typically takes approximately 12 months for the full effect of a price increase to be realized.

Raw material costs for production in 2013 have been approximately equivalent to 2012 s costs on a per unit basis. The most significant raw material cost is coal. The quantity of coal consumed varies based on the overall production levels achieved as well as the mix of products manufactured during the year. The Company expects

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its total cost of coal to increase in 2013 given expectations for increased production at our U.S. virgin activated carbon plants due to the 2012 Pearl River plant expansion as well as fewer total scheduled maintenance outages. The Company s 2013 cost per ton of coal used in production decreased approximately 5.0% versus 2012. As of September 30, 2013, the Company has approximately 55% of its remaining 2013 anticipated coal requirements under contract.

The Company continues to make research and development expenditures related to its advanced products aimed at significantly reducing the amount of powdered activated carbon (PAC) required for mercury removal from coal-fired power plant flue gas as compared to competing products. PAC is recognized today by the U.S. Environmental Protection Agency (EPA) as the leading abatement technology for mercury removal from coal-fired power plant flue gas. The current U.S. driver of sales to owners of coal-fired power plants is state regulations. However, on December 21, 2011, the U.S. EPA issued the Mercury and Air Toxics Standards (MATS) requiring mercury and other substances to be removed from the flue gas of coal-fired power plants. The MATS regulation was published in the Federal Register on February 16, 2012. Compliance with MATS will generally be required three years from this publication date. Exceptions for newly installed equipment and/or reliability critical paths could potentially delay implementation for applicable power plants up to an additional two years. As of September 30, 2013, the Company believes over 140 units have been granted a one-year extension by at least 20 different states. The Company cannot predict when the other MATS legal challenges will be resolved.

In addition to MATS, the EPA has promulgated mercury removal regulations related to industrial boilers and cement manufacturers. Compliance dates for cement manufacturers and industrial boilers are currently September 9, 2015 and January 31, 2016, respectively. There are also mercury removal regulations for the flue gas of coal-fired power plants in effect for certain Canadian provinces. The Company suspects that these regulations could continue to be challenged and that compliance implementation for MATS or these other mercury removal regulations may be delayed.

The Company believes that mercury removal could become the largest U.S. market for activated carbon and has made great strides in establishing itself as a market leader. The Company currently estimates that the current annual demand for mercury removal in North America is 130 million to 180 million pounds and may grow to as much as 380 million to 765 million pounds by 2016. However, today the North American activated carbon supply capacity for this market is greater than current demand. As a result, recent pricing in this market has deteriorated. The Company expects this trend to continue in the near future until compliance with MATS draws nearer. Many of the Company s multi-year contracts, as well as those of its competitors have expired or are near their scheduled expiration and are expected to be re-bid. The Company believes its advanced products for mercury which have carbon usage rates of 50% to 70% less than alternative products, are important to its ongoing success in this market.

Compliance with other proposed emissions regulations such as the EPS s Cross State Air Pollution Rule (CSAPR) and Carbon Pollution Standards (CPS) could significantly impact the amount of carbon utilized by electric

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utilities for compliance with MATS. In September 2013, the EPA released a Carbon Pollution Standards proposal for new electric generating units. The standards for new units will have little impact on activated carbon usage in the future, however the EPA is planning to propose CPS for existing electric generating units in June of 2014. The Company anticipates that the CPS for existing units could have a negative impact on future activated carbon demand for electric generators. In addition, a federal appeals court vacated CSAPR and a replacement or modified rule is not expected to be promulgated by the EPA for at least three years. Additional future hearings are expected that will further clarify or modify these rules, their implementation dates, and requirements. The Company believes the majority of U.S. electric utilities are awaiting further resolution of MATS, the Carbon Pollution Standards proposal for existing electric generating units and a final determination as it relates to CSAPR before implementing an integrated treatment approach to more broadly address how to invest in pollution control equipment across their power plant fleet. In addition, long-term lower natural gas costs will likely also impact this market as electric generation facilities could shift production from coal to natural gas. Plant closures and/or wet scrubbing equipment installations would reduce the amount of carbon used for mercury removal. In addition, wide-spread adoption of the Company s advanced mercury removal products could also reduce the pounds of activated carbon needed. Adverse market conditions coupled with a strong adoption of the Company s advanced mercury removal carbons, could significantly reduce the eventual market opportunity to a level below the low end of aforementioned forecasted demand of 380 million to 765 million pounds. However, in that case, the Company could expect to increase its share of this market. In anticipation of the potential increase in activated carbon necessary to serve this market, the Company continues to develop plans to increase virgin activated carbon capacity in the U.S. However, capital expenditures related to this capacity increase, if any, are not expected to be material in 2013.

In addition to mercury regulations in North America, China has announced plans for mercury removal from its coal-fired power plants by 2015. The plans, as announced, stipulate levels of mercury removal that would not likely result in large activated carbon sales. However, trials will purportedly be conducted to establish removal requirements.

The need for municipal drinking water utilities to comply with the EPA s Stage 2 Disinfectants and Disinfection Byproducts Rule (the DBP Rule) is another growth driver for the Company. Disinfection Byproducts (DBPs) are compounds that form when natural occurring organic materials in drinking water sources react with the chemicals used to disinfect the water. Granular activated carbon (GAC) is recognized by the EPA as a best available control technology (BACT) for the reduction of DBPs. The EPA promulgated the DBP Rule in 2006, and requires water utilities to be in compliance with the rule in a phased manner between 2012 and 2015. The Company currently estimates that this regulation may increase the annual demand for GAC by municipal water utilities in the United States to more than 70 million pounds by 2015. This market also provides an opportunity for the Company s service business by converting customers from the use of virgin carbon to reactivated carbon. The Company s reactivation facilities in Arizona, California and Ohio have all received certification from the National Sanitation Foundation (NSF) International. This certification verifies that potable custom reactivated carbon is safe for reuse in municipal water treatment applications.

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During the second quarter of 2011, the city of Phoenix, Arizona selected the Company to reactivate for a ten-year period approximately 11 million pounds of spent activated carbon, used to prevent the formation of DBPs. The contract with Phoenix includes the construction of a reactivation facility in Gila Bend, Arizona. The reactivation facility, owned and operated by the Company, serves as a regional center, providing custom reactivation services for other municipalities in the Southwestern U.S. that utilize GAC to treat their drinking water, including two additional cities in Arizona whose representatives served on the selection panel for the project. During the second quarter of 2012, the Company entered into a ten-year reactivation contract with one of these cities (Scottsdale). During the construction of the facility, the Company utilized its existing reactivation capacity to meet Phoenix s and Scottsdale s requirements. Reactivation services for Phoenix began during the second quarter of 2012. The Company has reached agreement with the city of Glendale to provide reactivation services under a long-term contract.

In Europe, the Company was awarded a multi-year contract with a large water provider in the UK similar to its contract with the city of Phoenix. The Company will supply virgin carbon and reactivation services for up to a ten year period and plans to restart and upgrade its Tipton plant in the UK. The planned upgrades are estimated to require $9.5 million of capital expenditures and will be completed in stages. This plant, having a current estimated annual capacity of approximately 11 million pounds, will begin undergoing equipment modifications and a significant capacity expansion during 2013 and is planned to return to operation in 2014 with the additional capacity and planned upgrades completed in 2015. The equipment modifications and capacity expansion require permitting approval and the Company received such approval on June 25, 2013.

China also announced that it will commit billions of dollars to water and wastewater improvements by 2015.

Driven by these market forces, the Company s 2011 and 2012 capital expenditures totaled $72.1 million and $60.7 million, respectively. The 2012 expenditures included an expansion of its Pearl River, Mississippi virgin activated carbon manufacturing facility as well as construction of the Phoenix reactivation facility. In 2011, the Company s expenditures included reactivation capacity expansions of its Feluy, Belgium, site as well as a new reactivation facility in Suzhou, China and in North Tonawanda, New York. The expansion in Belgium was initially brought on-line in 2011, but because of equipment failures and related start-up issues, the Company only began to benefit from the availability of the site s expanded capabilities in the first quarter of 2012. The China service facility also experienced an issue with the furnace s refractory that delayed the start-up of this facility until the third quarter of 2012. Ongoing customer permit issues related to the handling and transportation of spent carbons to the Company s reactivation facility have also significantly contributed to delays at Suzhou. These issues are being successfully resolved but have delayed our expected benefits from this new facility. Based on current demand projections, the site at North Tonawanda, New York is not expected to begin operating before the first quarter of 2014.

In addition to these initiatives, the Company plans to continue increasing its presence throughout the world. The 2011 acquisition of Calgon Carbon Japan increases the Company s capabilities in the world s second largest geographical market by country for activated carbon. In Europe, the Company acquired Zwicky Denmark and

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Sweden in 2010, long-term distributors of the Company s activated carbon products and provider of services associated with the reactivation of activated carbon. This acquisition is consistent with the Company s strategic initiatives to accelerate growth in Denmark, Norway, and Sweden and to expand its service capabilities in Europe outside of the geographic markets it has traditionally served. The Company is also beginning to expand its operations in both Mexico and South America.

During the third quarter of 2012, the Company adopted a worldwide strategy to reduce costs and realign its organizational structure in response to the global economic slowdown, rising raw material and maintenance costs, and delays in implementation of environmental regulations, which have created a challenging business environment for the Company. As a part of this strategy, the Company permanently closed, and later sold, its Datong, China manufacturing facility, temporarily idled a reactivation facility in Blue Lake, California, and reduced headcount. The Company has also consolidated operations at certain locations and will evaluate non-core businesses for potential divestiture. The Company recorded $10.2 million of restructuring charges during the second half of 2012 which are all within the Activated Carbon and Service segment. During the nine month period ended September 30, 2013, the Company recorded $0.5 million of restructuring charges and a pre-tax gain of $0.6 million for the sale of its activated carbon manufacturing facility in Datong, China which were all within the Activated Carbon and Service segment. Refer to Note 1 to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q for additional information.

**Equipment**

The Company s equipment business is somewhat cyclical in nature and depends on both regulations and the general health of the overall economy. The Company believes that U.S. demand for its ultraviolet light (UV) systems will continue, as smaller municipalities must meet implementation deadlines through 2015 for EPA regulations to treat for Cryptosporidium in drinking water. Worldwide firm bid opportunities for UV systems for the municipal market remain somewhat slow in 2013. However, UV remains the technology of choice for controlling Cryptosporidium and Giardia under the U.S. EPA LT2 regulations and smaller communities will need to implement over the coming years.

The Company also believes that demand for its ballast water treatment systems will continue to grow. The U.S. Coast Guard issued its ballast water treatment rule on March 23, 2012 (Coast Guard Rule). The Coast Guard Rule addresses the transportation of potentially harmful organisms through ballast water and ultimately requires U.S. Type Approval for treatment systems used in U.S. waters. Ships wishing to release ballast water into U.S. waters must operate an acceptable treatment system on all ships built after December 1, 2013; on medium sized ships after their first dry-dock after January 1, 2014; and, on small and large ships after their first dry-dock after January 1, 2016. The Coast Guard Rule s discharge limits match the numerical limits proposed by the International Maritime Organization (IMO) but the Coast Guard is more prescriptive as to testing methodology than is the IMO. The only test method currently referenced in the Coast Guard Rule cannot measure the effectiveness of UV based systems like the Company s Hyde GUARDIAN® and the other best selling systems. The Coast Guard in conjunction with the EPA is considering alternate test methods used by other nations to approve UV based ballast water treatment systems. Hyde Marine and other ballast water treatment system manufacturers whose technology

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includes the use of ultraviolet light, routinely used in the disinfection of drinking water, are working with the Coast Guard and the EPA in an effort to clarify the criteria in the Coast Guard Rule.

During the third quarter of 2012, the Coast Guard approved NSF International (NSF), located in Ann Arbor, Michigan as the first Independent Laboratory to work with manufacturers in the Type Approval process for ballast water treatment systems. Det Norske Veritas (DNV) AS, located in Hovik, Norway, became the second entity to achieve the status of an Independent Laboratory (IL) in June 2013. The IL s are just beginning to work with manufacturers on testing for Type Approval a process that is expected to take up to three years. In the interim, ships may discharge ballast water in U.S. ports for a period of five years if they operate a ballast water treatment system that has been designated as an Alternative Management System (AMS) by the Coast Guard. To qualify for this status, the equipment supplier must possess an international Type Approval, and must demonstrate to the Coast Guard that the equipment performs at least as well as ballast water exchange. The Company was granted AMS status for its Hyde GUARDIAN® ballast water treatment system effective April 15, 2013.

In 2004, the IMO adopted the International Convention for the Control and Management of Ships Ballast Water and Sediments (BWMC) which, like the Coast Guard Rule, addresses the transportation of potentially harmful organisms through ballast water. The regulations requiring ballast water treatment will become effective one year after 30 countries representing 35% of the world s shipping tonnage ratify the BWMC. The BWMC has now been signed by 38 countries representing 30.4% of the world s current shipping tonnage. The BWMC is expected to be phased in over a ten-year period and, coupled with the Coast Guard Rule, will require more than 64,000 vessels to install ballast water treatment systems. The Company believes that the total ballast water treatment market will approximate $28 billion after ratification of the BWMC.

The Hyde GUARDIAN® system, which employs filtration and ultraviolet light technology to filter and disinfect ballast water, offers cost, safety, and technological advantages. Hyde GUARDIAN® has received Type Approval from Lloyd s Register on behalf of the U.K. Maritime and Coast Guard Agency which confirms compliance with the IMO Ballast Water Management Convention. Hyde GUARDIAN® has also received Class Society Type Approval from Lloyd s Register (LR), American Bureau of Shipping (ABS), and Russian Maritime Registry of Shipping (RS). The strategic acquisition of Hyde Marine has provided the Company immediate entry into a global, regulation driven market with major long-term growth potential. To date, most of the Hyde GUARDIAN® systems sold have been for new ship builds but long term, most of Hyde s sales will be for systems retrofitted into existing ships. During 2012 and thus far in 2013, the number of new ship builds has been significantly lower than in prior years and the retrofit market for ballast water equipment has yet to ramp up owing to the delay in ratification of the IMO BWMC. This has resulted in a decline in Hyde GUARDIAN® orders. During the first nine months of 2013, the Company sold 48 ballast water treatment systems. During 2012 and 2011, the Company sold 68 and 82 ballast water treatment systems, respectively. Subsequent to the January 2010 acquisition of Hyde Marine, the Company has sold 258 systems valued at $63 million.

Backlog for the Equipment segment as of September 30, 2013, was $22.0 million while backlog at December 31, 2012 was $31.9 million. The decrease in backlog from year-end 2012 is primarily due to the temporary decline in

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Hyde Marine s backlog as new ship builds remain below historical levels and the retrofit market is only beginning to develop.

**Consumer**

Although sales of carbon cloth declined through the first nine months of 2013, the Company expects improved performance during the fourth quarter of 2013 and for 2014.

Critical Accounting Policies

There were no material changes to the Company s critical accounting policies as disclosed in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 3.** Quantitative and Qualitative Disclosures about Market Risk

There were no material changes in the Company s exposure to market risk as discussed in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 4.** Controls and Procedures

Evaluation of Disclosure Controls and Procedures:

The Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of September 30, 2013. These disclosure controls and procedures are the controls and other procedures that were designed to provide reasonable assurance that information required to be disclosed in reports that are filed with or submitted to the U.S. Securities and Exchange Commission is: (1) accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures and (2) recorded, processed, summarized and reported within the time periods specified in applicable law and regulations. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2013, the Company s disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting:

There have not been any changes in the Company s internal controls over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q, which have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1.** Legal Proceedings

See Note 8 to the unaudited interim Condensed Consolidated Financial Statements included in Part I, Item 1 of the Quarterly Report on Form 10-Q, which is incorporated herein by reference.

**Item 1A**. Risk Factors

There were no material changes in the Company s risk factors from the risks disclosed in the Company s Form 10-K for the year ended December 31, 2012.

**Item 2.** Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

In November 2012, the Company s Board of Directors authorized an accelerated share repurchase of Company common stock and the Company established an accelerated share repurchase program (the Program ) with Morgan Stanley & Co. LLC ( Morgan Stanley ). On November 20, 2012, the Company paid a purchase price of $50 million and initially received 3,276,002 shares of common stock upon the inception of the Program. Under the terms of the Program, the amount of shares of common stock ultimately to be purchased by the Company was determined over a calculation period that ended in September 2013. Such amount of shares of common stock was determined based on a discount to the volume-weighted average price of the Company s common stock during the calculation period. Because the aggregate amount of shares of common stock to be purchased under the Program, calculated as described above, was less than the amount of shares of common stock initially delivered to Morgan Stanley in November 2012, the Company had the option, after the end of the calculation period, either to (a) deliver to Morgan Stanley shares of common stock equal to such deficit or (b) settle such deficit by making a cash payment. Accordingly, the Company delivered 340,334 shares of common stock to Morgan Stanley on October 4, 2013. The Company received no additional consideration from Morgan Stanley upon delivering such shares of common stock. The shares of common stock delivered to Morgan Stanley were not registered under the Securities Act of 1933 in accordance with Section 4(a)(2) thereof, which permits unregistered securities transactions by issuers if such transactions do not involve a public offering.

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**Item 5.** Other Information

On January 1, 2013, the Company adopted ASU No. 2013-01, Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets or Liabilities, or ASU No. 2013-01, which requires clarification of the specific instruments that should be considered in these disclosures. The Company has master netting arrangements in place with certain counter parties for its foreign currency contracts and therefore the Company was required to retrospectively adopt additional disclosure requirements per ASU No. 2013-01. The Company does not currently offset derivative positions by counterparty for purposes of balance sheet presentation and disclosure.

The following presents the retrospective application of ASU No. 2013-01 by the gross and net amounts of derivative assets and liabilities as of December 31, 2011 (in thousands).

| | December 31, 2011 | |
|---|---|---|
| | Fair Value of Assets | Fair Value of Liabilities |
| Gross derivative amounts recognized in the balance sheet | $ 803 | $ 1,970 |
| Gross derivative amounts not offset in the balance sheet that are eligible for offsetting | | |
| Derivatives foreign currency contracts | (475) | (475) |
| Net amount | $ 328 | $ 1,495 |

**Item 6.** Exhibits

| Exhibit No. | Description | Method of filing |
|---|---|---|
| 10.1 | Facility Letter by and among The Bank of Tokyo-Mitsubishi UJF (China), Ltd., Calgon Carbon (Tianjin) Co., Ltd, Datong Carbon Corporation and Calgon Carbon (Suzhou) Co., Ltd. dated July 19, 2011 | (a) |
| 10.2 | Amended Facility Letter by and among The Bank of Tokyo-Mitsubishi UJF (China), Ltd., Calgon Carbon (Tianjin) Co., Ltd. and Calgon Carbon (Suzhou) Co., Ltd. | (b) |
| 10.3 | Employment Agreement by and between Calgon Carbon Corporation and James A. Coccagno dated August 1, 2013 | (c) |
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer | Filed herewith |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer | Filed herewith |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Furnished herewith |
| 101.INS | XBRL Instance Document | |

| | |
|---|---|
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

*(a) Incorporated herein by reference to Exhibit 10.1 to the Company s current report on Form 8-K filed August 5, 2013 (File No. 001-10776).*

*(b) Incorporated herein by reference to Exhibit 10.2 to the Company s current report on Form 8-K filed August 5, 2013 (File No. 001-10776).*

*(c) Incorporated herein by reference to Exhibit 10.3 to the Company s current report on Form 8-K filed August 5, 2013 (File No. 001-10776).*

In accordance with SEC Release 33-8238, Exhibits 32.1 and 32.2 are being furnished and not filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CALGON CARBON CORPORATION
(REGISTRANT)

Date: November 5, 2013

/s/Stevan R. Schott
Stevan R. Schott
Senior Vice President,
Chief Financial Officer