

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

The Company expects that any cash requirements in excess of cash on hand and cash generated from operating activities will be met by the committed funds available under its Asset Securitization Agreement and the Senior Credit Facility. Management believes it has sufficient liquidity to meet its obligations through at least the term of the Senior Credit Facility.

At December 31, 2011, approximately \$247 million, or 53.1%, of the Company's cash and cash equivalents resided in jurisdictions outside the United States. Repatriation of these funds to the United States could be subject to government restrictions and domestic and foreign taxes. Part of the Company's strategy is to expand its portfolio in new geographic spaces. This may include making investments in facilities and equipment and potential new acquisitions. The Company plans to fund these investments, as well as meet working capital requirements, with cash and cash equivalents and unused lines of credit within the geographic location of these investments when possible.

The Company expects to remain in compliance with its debt covenants. However, the Company may need to limit its borrowings under the Senior Credit Facility or other facilities in order to remain in compliance. As of December 31, 2011, the Company could have borrowed the full amounts available under the Senior Credit Facility and Asset Securitization Agreement and would have still been in compliance with its debt covenants.

The Company expects cash from operations in 2012 to improve 143% over 2011 as the Company anticipates higher net income, as well as lower working capital increases and a decrease in pension and postretirement contributions. The Company expects to make approximately \$265 million in pension and postretirement contributions in 2012, compared to \$416 million in 2011. The Company also expects to increase capital expenditures to \$345 million in 2012 compared to \$205 million in 2011, which includes the Company's potential investment at its Faircrest steel plant in Canton, Ohio. This investment is dependent on the Company and the United Steelworkers entering into a new collective bargaining agreement.

### CONTRACTUAL OBLIGATIONS:

The Company's contractual debt obligations and contractual commitments outstanding as of December 31, 2011 were as follows:

#### PAYMENTS DUE BY PERIOD:

| Contractual Obligations                   | Total      | Less than<br>1 Year | 1-3 Years | 3-5 Years | More than<br>5 Years |
|---|------------|---------------------|-----------|-----------|----------------------|
| Interest payments                         | \$ 224.6   | \$ 29.4             | \$ 49.5   | \$ 24.1   | \$ 121.6             |
| Long-term debt, including current portion | 493.1      | 14.3                | 273.6     | 15.0      | 190.2                |
| Short-term debt                           | 22.0       | 22.0                | —         | —         | —                    |
| Operating leases                          | 147.7      | 37.8                | 57.2      | 35.0      | 17.7                 |
| Purchase commitments                      | 23.9       | 14.0                | 9.9       | —         | —                    |
| Retirement benefits                       | 2,802.8    | 303.7               | 568.7     | 560.0     | 1,370.4              |
| Total                                     | \$ 3,714.1 | \$ 421.2            | \$ 958.9  | \$ 634.1  | \$ 1,699.9           |

The interest payments beyond five years primarily relate to medium-term notes that mature over the next 17 years.

As of December 31, 2011, the Company had approximately \$87.2 million of total gross unrecognized tax benefits. The Company anticipates a decrease in its unrecognized tax positions of approximately \$42 million to \$43 million during the next 12 months. The anticipated decrease is primarily due to settlements with tax authorities. Future tax positions are not known at this time and therefore not included in the above summary of the Company's fixed contractual obligations. Refer to Note 15 – Income Taxes in the Notes to the Consolidated Financial Statements for additional discussion.

During 2011, the Company made cash contributions of approximately \$291 million to its global defined benefit pension plans, of which \$276.4 million was discretionary. The Company also contributed \$125 million to a VEBA trust to fund retiree healthcare costs. The Company currently expects to make contributions to its global defined benefit pension plans totaling approximately \$165 million in 2012, of which \$145 million is discretionary. The Company also currently expects to make contributions to a VEBA trust to fund retiree healthcare costs totaling \$100 million in 2012. The Company may consider making additional discretionary contributions to either its global defined benefit pension plans or its postretirement benefit plans during 2012. Returns for the Company's global defined benefit pension plan assets in 2011 were below the expected rate of return assumption of 8.5% due to broad decreases in global equity markets. The lower returns negatively impacted the funded status of the plans at the end of 2011 and are expected to result in higher pension expense in future years. The impact of these unfavorable returns, as well as the impact of the lower discount rate for expense in 2012 compared to 2011 will increase pension expense by approximately \$19 million in 2012. Returns for the Company's U.S. defined benefit plan pension assets for 2011 were approximately 4.8%.