

SCHWEITZER MAUDUIT INTERNATIONAL INC  
Form 10-Q  
August 05, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2015

OR

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

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

1-13948

(Commission file number)

SCHWEITZER-MAUDUIT INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

62-1612879  
(I.R.S. Employer Identification No.)

100 North Point Center East, Suite 600  
Alpharetta, Georgia  
(Address of principal executive offices)

30022  
(Zip Code)

1-800-514-0186  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

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

The Company had 30,475,244 shares of common stock issued and outstanding as of August 5, 2015.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(dollars in millions, except per share amounts)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Net Sales	\$181.9	\$203.6	\$369.9	\$408.3
Cost of products sold	127.1	144.4	263.7	291.5
Gross Profit	54.8	59.2	106.2	116.8
Selling expense	5.1	5.5	10.5	11.0
Research expense	3.7	4.2	7.0	8.3
General expense	16.8	15.8	33.0	30.6
Total nonmanufacturing expenses	25.6	25.5	50.5	49.9
Restructuring and impairment expense	5.2	3.2	9.2	3.3
Operating Profit	24.0	30.5	46.5	63.6
Interest expense	1.9	2.1	3.6	3.6
Other income, net	6.1	2.8	8.2	3.6
Income from Continuing Operations before Income Taxes and Income from Equity Affiliates	28.2	31.2	51.1	63.6
Provision for income taxes	6.5	6.5	12.0	16.3
Income from equity affiliates, net of income taxes	2.8	0.3	4.2	0.9
Income from Continuing Operations	24.5	25.0	43.3	48.2
Loss from Discontinued Operations	(1.1	) —	(1.1	) —
Net Income	\$23.4	\$25.0	\$42.2	\$48.2
Net Income per Share - Basic:				
Income per share from continuing operations	\$0.80	\$0.82	\$1.42	\$1.57
Loss per share from discontinued operations	(0.04	) —	(0.04	) —
Net income per share – basic	\$0.76	\$0.82	\$1.38	\$1.57
Net Income per Share – Diluted:				
Income per share from continuing operations	\$0.80	\$0.81	\$1.41	\$1.56
Loss per share from discontinued operations	(0.04	) —	(0.04	) —
Net income per share – diluted	\$0.76	\$0.81	\$1.37	\$1.56
Weighted Average Shares Outstanding:				
Basic	30,274,300	30,096,500	30,226,600	30,379,700
Diluted	30,397,000	30,210,700	30,345,400	30,492,900

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



SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(dollars in millions)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Net Income	\$23.4	\$25.0	\$42.2	\$48.2
Other Comprehensive Income (Loss), net of tax:				
Foreign currency translation adjustments	12.9	(0.7	) (35.8	) (2.4
Unrealized gains (losses) on derivative instruments	1.9	2.2	(9.7	) 5.1
Less: Reclassification adjustment for losses on derivative instruments included in net income	2.1	0.8	3.6	2.2
Reclassification adjustment for amortization of postretirement benefit plans' costs included in net periodic benefit cost	(0.7	) 0.8	(1.3	) 1.6
Other Comprehensive (Loss) Income	16.2	3.1	(43.2	) 6.5
Comprehensive (Loss) Income	\$39.6	\$28.1	\$(1.0	) \$54.7

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

SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(dollars in millions, except per share amounts)  
(Unaudited)

	June 30, 2015	December 31, 2014
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$257.7	\$290.3
Accounts receivable, net	106.7	93.9
Inventories	106.1	108.4
Income taxes receivable	—	11.5
Current deferred income tax benefits	8.1	9.2
Assets held for sale	9.1	—
Other current assets	6.5	6.1
Total Current Assets	494.2	519.4
Property, Plant and Equipment, net	318.7	362.0
Investment in Equity Affiliates	68.2	67.8
Goodwill	125.3	125.5
Intangible Assets	87.1	89.3
Other Assets	21.3	22.6
Total Assets	\$1,114.8	\$1,186.6
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Current debt	\$3.2	\$2.9
Accounts payable	37.2	44.8
Income taxes payable	2.7	—
Accrued expenses	76.5	75.8
Total Current Liabilities	119.6	123.5
Long-Term Debt	394.9	437.2
Pension and Other Postretirement Benefits	36.1	34.1
Deferred Income Tax Liabilities	67.3	71.4
Other Liabilities	32.8	31.4
Total Liabilities	650.7	697.6
Stockholders' Equity:		
Preferred stock, \$0.10 par value; 10,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.10 par value; 100,000,000 shares authorized; 30,474,304 and 30,465,522 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	3.0	3.0
Additional paid-in-capital	51.9	49.8
Retained earnings	528.9	512.7
Accumulated other comprehensive loss, net of tax	(119.7	) (76.5
Total Stockholders' Equity	464.1	489.0
Total Liabilities and Stockholders' Equity	\$1,114.8	\$1,186.6

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





SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(dollars in millions, except per share amounts)  
(Unaudited)

	Common Stock Issued			Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Additional Paid-In Capital			
Balance, December 31, 2013	31,423,427	\$3.1	\$ 43.3	\$520.0	\$ (5.0 )	\$561.4
Net income				48.2		48.2
Other comprehensive loss, net of tax					6.5	6.5
Dividends declared (\$0.72 per share)				(22.0 )		(22.0 )
Restricted stock issuances, net	198,180	—	—			—
Stock-based employee compensation expense			3.0			3.0
Excess tax benefits of stock-based employee compensation			0.6			0.6
Stock issued to directors as compensation	1,138	—	—			—
Purchases and retirement of common stock	(1,161,812 )	(0.1 )		(52.5 )		(52.6 )
Balance, June 30, 2014	30,460,933	\$3.0	\$ 46.9	\$493.7	\$ 1.5	\$545.1
Balance, December 31, 2014	30,465,522	\$3.0	\$ 49.8	\$512.7	\$ (76.5 )	\$489.0
Net income				42.2		42.2
Other comprehensive income, net of tax					(43.2 )	(43.2 )
Dividends declared (\$0.76 per share)				(23.1 )		(23.1 )
Restricted stock issuances, net	70,449	—	—			—
Stock-based employee compensation expense			1.5			1.5
Excess tax benefits of stock-based employee compensation			0.5			0.5
Stock issued to directors as compensation	1,698	—	0.1			0.1
Purchases and retirement of common stock	(63,365 )	—		(2.9 )		(2.9 )
Balance, June 30, 2015	30,474,304	\$3.0	\$ 51.9	\$528.9	\$ (119.7 )	\$464.1

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

SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

(dollars in millions)

(Unaudited)

	Six Months Ended	
	June 30, 2015	June 30, 2014
Operating		
Net income	\$42.2	\$48.2
Less: Loss from discontinued operations	(1.1)	) —
Income from continuing operations	43.3	48.2
Non-cash items included in net income:		
Depreciation and amortization	19.5	23.6
Restructuring-related impairment	3.5	—
Deferred income tax provision	0.9	2.9
Pension and other postretirement benefits	2.3	2.1
Stock-based compensation	1.6	3.0
Income from equity affiliates	(4.2)	) (0.9)
Gain on sale of intangible assets	(4.3)	) —
Excess tax benefits of stock-based awards	(0.5)	) (0.6)
Cash dividends received from equity affiliates	3.9	4.4
Other items	0.5	(2.1)
Changes in operating working capital:		
Accounts receivable	(17.9)	) (16.5)
Inventories	(4.4)	) (0.9)
Prepaid expenses	(0.7)	) (0.9)
Accounts payable	(1.6)	) 3.8
Accrued expenses	(0.7)	) (5.6)
Accrued income taxes	14.2	(4.0)
Net changes in operating working capital	(11.1)	) (24.1)
Net cash provided by operating activities of:		
- Continuing operations	55.4	56.5
- Discontinued operations	0.3	0.9
Net Cash Provided by Operations	55.7	57.4
Investing		
Capital spending	(9.1)	) (15.1)
Capitalized software costs	(0.5)	) (0.2)
Acquisitions, net of cash acquired	(0.4)	) (2.4)
Investment in equity affiliates	—	(8.8)
Other investing	2.4	(1.5)
Net Cash Used in Investing	(7.6)	) (28.0)

SCHWEITZER-MAUDUIT INTERNATIONAL, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW  
 (dollars in millions)  
 (Unaudited)

	Six Months Ended	
	June 30, 2015	June 30, 2014
Financing		
Cash dividends paid to SWM stockholders	(23.1	) (22.0
Changes in short-term debt	0.3	0.2
Proceeds from issuances of long-term debt	27.4	210.0
Payments on long-term debt	(62.0	) (146.2
Purchases of common stock	(2.9	) (52.6
Excess tax benefits of stock-based awards	0.5	0.6
Net Cash Used in Financing	(59.8	) (10.0
Effect of exchange rate changes on cash and cash equivalents	(20.9	) —
Increase in cash and cash equivalents	(32.6	) 19.4
Cash and cash equivalents at beginning of period	290.3	272.0
Cash and cash equivalents at end of period	\$257.7	\$291.4
Supplemental Cash Flow Disclosures		
Cash paid for interest	\$3.7	\$2.6
Cash (recovered) paid for taxes, net	\$(4.0	) \$9.7
Capital Spending in accounts payable and accrued liabilities	\$2.6	\$1.9

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

## Note 1. General

### Nature of Business

Schweitzer-Mauduit International, Inc., or SWM or the Company, is a multinational diversified producer of premium specialty papers and filtration media headquartered in the United States of America. The Company manufactures and sells paper and reconstituted tobacco products to the tobacco industry as well as specialized paper and filtration products for use in other industry applications. We manufacture lightweight specialty papers used in manufacturing ventilated cigarettes, banded papers used in the production of lower ignition propensity, or LIP, cigarettes and resin-based plastic netting through an extrusion process, as well as certain meltblown products and machined plastic core tubes. We are also the leading independent producer of reconstituted tobacco used in producing blended cigarettes.

The primary products we sell to the tobacco industry include cigarette, plug wrap and base tipping papers, or Cigarette Papers, which are used to wrap various parts of a cigarette, and reconstituted tobacco leaf, or RTL, which is used as a blend with virgin tobacco in cigarettes, reconstituted tobacco wrappers and binders for cigars. We sell these products directly to tobacco companies or their designated converters in the Americas, Europe, Asia and elsewhere. We also sell a diverse mix of products to non-tobacco industries, including low volume, high-value engineered papers and commodity paper grades produced, among other reasons, to maximize our machine utilization. In December 2013, we acquired DelStar, Inc., or DelStar, a manufacturer of plastic netting and other resin-based products mainly focused on the filtration and medical market segments. The acquisition of DelStar diversifies SWM's global presence in advanced materials, particularly in filtration. In December 2014, we acquired in two separate transactions certain assets from Pronamic Industries, Inc. and Smith & Nephew's Advanced Wound Management Division which we expect to complement the DelStar acquisition and which have been incorporated into our Filtration operating segment.

We conduct business in over 90 countries and operate 17 production locations worldwide, with locations in the United States, United Kingdom, Canada, France, Luxembourg, Russia, Brazil, China and Poland. We also have a 50% equity interest in two joint ventures in China: China Tobacco Mauduit (Jiangmen) Paper Industry Ltd., or CTM, which produces cigarette and porous plug wrap papers, and China Tobacco Schweitzer (Yunnan) Reconstituted Tobacco Co. Ltd., or CTS, which produces RTL.

### Basis of Presentation

The accompanying unaudited condensed consolidated financial statements and the notes thereto have been prepared in accordance with the instructions of Form 10-Q and Rule 10-01 of Regulation S-X of the Securities and Exchange Commission, or the SEC, and do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America, or U.S. GAAP. However, such information reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of results for the interim periods including the results of a business reclassified as a discontinued operation which is more fully described in Note 4. Discontinued Operations.

The results of operations are not necessarily indicative of the results to be expected for the full year. The unaudited condensed consolidated financial statements included herein should be read in conjunction with the audited consolidated financial statements and the related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on February 27, 2015.

### Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and wholly-owned, majority-owned and controlled subsidiaries. The Company's share of the net income of its 50% owned joint ventures in China is included in the condensed consolidated statements of income as income from equity affiliates. Intercompany balances and transactions have been eliminated.

## Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosures of contingent assets and liabilities in the condensed consolidated financial statements and accompanying notes. Estimates are used for, but not limited to, inventory valuation, useful lives of tangible and intangible assets, fair values, sales returns, receivables valuation, pension, postretirement and other benefits, restructuring and impairment, taxes and contingencies. Actual results could differ materially from those estimates.

## Recent Accounting Pronouncements

In May 2014, FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606). The new guidance specifies how and when an entity will recognize revenue arising from contracts with customers and requires entities to disclose information about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In July 2015, FASB deferred the effective date for annual reporting periods beginning after December 15, 2017 (including interim reporting periods within those periods). Early adoption is permitted to the original effective date of December 15, 2016 (including interim reporting periods within those periods). The Company is currently in the process of evaluating the impact of the adoption on the consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, "Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or to Equity." The update requires an entity to determine the nature of the host contract by considering all stated and implied substantive terms and features of the hybrid financial instrument, weighing each term and feature on the basis of the relevant facts and circumstances (commonly referred to as the whole-instrument approach). This guidance is effective for annual periods beginning after December 15, 2015, and interim periods thereafter. Early adoption is permitted. The Company is currently in the process of evaluating the impact the adoption will have on our consolidated financial statements.

In February 2015, FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis." This standard modifies existing consolidation guidance for reporting organizations that are required to evaluate whether they should consolidate certain legal entities. This update is effective for fiscal years and interim periods within those years beginning after December 15, 2015, and requires either a retrospective approach to adoption or a modified retrospective approach, by recording a cumulative-effect adjustment to equity as of the beginning of the fiscal year of adoption. Early adoption is permitted. The Company is currently in the process of evaluating the impact of the adoption on the consolidated financial statements.

In April 2015, FASB issued ASU No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs." This new standard requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of debt liabilities, consistent with treatment of debt discounts or premiums. The recognition and measurement guidance for debt issuance costs would not be affected by the amendments in this Update. This ASU is effective for annual reporting periods beginning after December 15, 2015, and interim periods within those years. The Company is currently in the process of evaluating the impact of the adoption on the consolidated financial statements.

In May 2015, FASB issued ASU 2015-07, "Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." Currently, investments valued using the practical expedient are categorized within the fair value hierarchy. There is diversity in how certain investments measured at net asset value with future redemption dates should be categorized within the fair value hierarchy which this update addresses. If an investment has its fair value measured at net asset value per share (or its equivalent) using the practical expedient, it should not be categorized in the fair value hierarchy. Removing these types of investments from the fair value hierarchy chart eliminates the diversity in classification of these investments and ensures that all investments categorized in the fair value hierarchy are classified consistently. Investments that calculate net asset

value per share (or its equivalent) without the use of the practical expedient will continue to be included in the fair value hierarchy. For public business entities, the amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015, with early adoption permitted. The Company is currently in the process of evaluating the impact of the adoption on the consolidated financial statements.

## Note 2. Other Comprehensive Income

Comprehensive income includes net income, as well as items charged and credited directly to stockholders' equity, which are excluded from net income. The Company has presented comprehensive income in the condensed consolidated statements of comprehensive income (loss). Reclassification adjustments of derivative instruments are presented in Net Sales in the condensed consolidated statements of income. See Note 11. Derivatives for additional information. Amortization of accumulated pension and other post-employment benefit, or OPEB, liabilities are included in the computation of net periodic pension and OPEB costs, which are more fully discussed in Note 13. Postretirement and Other Benefits.

Components of accumulated other comprehensive loss were as follows (\$ in millions):

	June 30, 2015	December 31, 2014
Accumulated pension and OPEB liability adjustments, net of income tax of \$21.7 million and \$21.0 million at June 30, 2015 and December 31, 2014, respectively	\$(39.7)	\$(38.4)
Accumulated unrealized loss on derivative instruments, net of income tax of \$0.3 million and \$0.0 million at June 30, 2015 and December 31, 2014, respectively	(14.4)	(8.3)
Accumulated unrealized foreign currency translation adjustments	(65.6)	(29.8)
Accumulated other comprehensive loss	\$(119.7)	\$(76.5)

Changes in the components of accumulated other comprehensive loss were as follows (\$ in millions):

	Three Months Ended					
	June 30, 2015			June 30, 2014		
	Pre-tax	Tax	Net of Tax	Pre-tax	Tax	Net of Tax
Pension and OPEB liability adjustments	\$(1.1)	\$0.4	\$(0.7)	\$1.3	\$(0.5)	\$0.8
Unrealized gain (loss) on derivative instruments	4.1	(0.1)	4.0	3.0	—	3.0
Unrealized foreign currency translation adjustments	12.9	—	12.9	(0.7)	—	(0.7)
Total	\$15.9	\$0.3	\$16.2	\$3.6	\$(0.5)	\$3.1

  

	Six Months Ended					
	June 30, 2015			June 30, 2014		
	Pre-tax	Tax	Net of Tax	Pre-tax	Tax	Net of Tax
Pension and OPEB liability adjustments	\$(2.0)	\$0.7	\$(1.3)	\$2.5	\$(0.9)	\$1.6
Unrealized (loss) gain on derivative instruments	(6.4)	0.3	(6.1)	6.8	0.5	7.3
Unrealized foreign currency translation adjustments	(35.8)	—	(35.8)	(2.4)	—	(2.4)
Total	\$(44.2)	\$1.0	\$(43.2)	\$6.9	\$(0.4)	\$6.5

## Note 3. Business Acquisition

In December 2014, the Company acquired certain assets from Pronamic Industries, Inc., or Pronamic, and Smith & Nephew, or SNN. These assets were incorporated into SWM's Filtration segment. The acquisition of these assets provides further opportunities for growth into the filtration and healthcare industries. These acquisitions are being treated as business combinations and accounted for in accordance with the guidance provided by ASC 805, Business Combinations. The purchase price included initial cash payments of \$30.7 million, net of \$0.7 million in working capital





adjustments and \$0.4 million in cash paid in June 2015 primarily for the additional adjustments to the value of working capital at the acquisition date.

As part of the acquisition, an additional variable payment of up to \$3.5 million could potentially be due in connection with one of the acquisitions. The ultimate payment is based on the performance of the assets over a period from the acquisition date through December 31, 2015. Of this amount, \$1.0 million was recorded at the acquisition date as a payable based on management's estimate of the fair value of the variable consideration as of that date. During the first half of 2015, however, this \$1.0 million was reversed through other income on the condensed consolidated statement of income based on current projections of performance of the assets through December 31, 2015.

As of June 30, 2015, the fair values of the assets acquired and liabilities assumed for the acquisition of assets from Pronamic and SNN are provisional because final appraisals have not yet been completed. The cash paid for these acquisitions and the preliminary fair values of the assets acquired and liabilities assumed as of the December 19, 2014 and December 31, 2014 acquisition dates for Pronamic assets and SNN assets, respectively, are as follows (\$ in millions):

	Preliminary Fair Value as Acquisition Date
Accounts receivable	\$3.5
Inventory	3.2
Other current assets	0.2
Property, plant and equipment	9.3
Identifiable intangible assets	11.6
Total Assets	27.8
Accounts payable	1.4
Accrued expenses	1.4
Net assets acquired	25.0
Goodwill	5.4
Cash paid	\$30.4

The Company used the income, market, or cost approach (or a combination thereof) for the preliminary valuation as appropriate, and used valuation inputs in these models and analyses that were based on market participant assumptions. Market participants are considered to be buyers and sellers in the principal or most advantageous market for the asset or liability. For certain items, the carrying amount was determined to be a reasonable approximation of fair value based on information available to SWM management.

Properties acquired included two manufacturing and related facilities, land and leased sites that include leasehold improvements, and machinery and equipment for use in manufacturing operations. Management valued properties using the cost approach supported where available by observable market data which included consideration of obsolescence.

Intangible assets acquired included contracts with significant customers, technology related to products subject to a number of existing patents and trade know-how, and a number of customer relationships in water filtration, industrial filtration and healthcare industries. Management valued intangible assets using the relief from royalty and multi-period excess earnings methods, both forms of the income approach supported by observable market data for peer companies. The following table shows the preliminary fair values assigned to intangible assets (\$ in millions):

	Preliminary Fair Value as of December 31, 2014	Weighted-Average Amortization Period (Years)
Amortizable intangible assets:		
Customer relationships	\$6.1	15
Developed Technology	2.1	20
Patents	1.5	17
Customer contracts	1.9	6
Total	\$11.6	15

In connection with the acquisitions, the Company recorded goodwill, which represents the excess of the consideration transferred over the estimated preliminary fair value of tangible and intangible assets acquired, net of liabilities assumed. The goodwill is attributed primarily to incremental revenue growth from combining the acquired assets with DelStar's existing business and workforce as well as the benefits of access to different markets and customers. Goodwill from these acquisitions was assigned to the Filtration segment. None of the goodwill is expected to be deductible for tax purposes.

The goodwill was determined on the basis of the provisional fair values of the assets and liabilities identified as of the acquisition date. It may be adjusted, within a period of no more than 12 months from the acquisition date, if the provisional fair values change as a result of circumstances existing at the acquisition date. Such fair value adjustments may arise in respect to property, plant and equipment, intangible assets and inventories, upon completion of the necessary valuations and physical verifications of such assets. The amount of provisions may also be adjusted as a result of ongoing procedures to identify and measure liabilities and contingent liabilities, including tax, environmental risks and litigation. The amount of deferred taxes may also be adjusted during the measurement period.

In the three and six months ended June 30, 2015 and the fourth quarter of 2014, the Company recognized \$0.3 million, \$0.6 million and \$1.3 million, respectively, in direct and indirect acquisition-related costs related to the purchases. Direct and indirect acquisition-related costs were expensed as incurred and are included in the General Expense line item in the Consolidated Statements of Income.

The amounts of the unaudited pro forma Net Sales and Income from Continuing Operations of the combined entity had the acquisition date been January 1, 2014 are as follows (\$ in millions):

	Net Sales	Income from Continuing Operations
2014 Supplemental Pro Forma from April 1, 2014 - June 30, 2014	\$211.0	\$25.7
2014 Supplemental Pro Forma from January 1, 2014 - June 30, 2014	\$423.0	\$49.6

## Note 4. Discontinued Operations

Beginning in 2013, the Company's former paper mill in San Pedro, Philippines has been reported as a discontinued operation. This mill was previously presented as a component of our Paper segment. The physical assets at the Philippines paper mill were sold during the fourth quarter of 2013. For all periods presented, results of this mill have been removed from each individual line within the statements of income and the operating activities section of the statements of cash flow. In each case, a separate line has been added for the net results of discontinued operations.

Included in Other Current Assets, Other Assets and Accrued Expenses within the condensed consolidated balance sheet are the following major classes of assets and liabilities, respectively, associated with the discontinued operations (\$ in millions):

	June 30, 2015	December 31, 2014
Assets of discontinued operations:		
Current assets	\$1.2	\$1.6
Other assets	2.5	2.3
Liabilities of discontinued operations:		
Current liabilities	0.6	0.1

Summary financial results of discontinued operations were as follows (\$ in millions):

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Net sales	\$—	\$—	\$—	\$—
Other expense	(0.9)	) —	(0.9)	) —
Loss from discontinued operations before income taxes	(0.9)	) —	(0.9)	) —
Income tax provision	(0.2)	) —	(0.2)	) —
Loss from discontinued operations	(1.1)	) —	(1.1)	) —

## Note 5. Net Income Per Share

The Company uses the two-class method to calculate earnings per share. The Company has granted restricted stock that contains non-forfeitable rights to dividends on unvested shares. Since these unvested shares are considered participating securities under the two-class method, the Company allocates earnings per share to common stock and participating securities according to dividends declared and participation rights in undistributed earnings.

Diluted net income per common share is computed based on net income divided by the weighted average number of common and potential common shares outstanding. Potential common shares during the respective periods are those related to dilutive stock-based compensation, including long-term share-based incentive compensation and directors' accumulated deferred stock compensation which may be received by the directors in the form of stock or cash. A reconciliation of the average number of common and potential common shares outstanding used in the calculations of basic and diluted net income per share follows (\$ in millions, shares in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Numerator (basic and diluted):				
Net income	\$23.4	\$25.0	\$42.2	\$48.2
Less: Dividends paid to participating securities	—	(0.1)	(0.2)	(0.2)
Less: Undistributed earnings available to participating securities	(0.3)	(0.2)	(0.3)	(0.3)
Undistributed and distributed earnings available to common stockholders	\$23.1	\$24.7	\$41.7	\$47.7
Denominator:				
Average number of common shares outstanding	30,274.3	30,096.5	30,226.6	30,379.7
Effect of dilutive stock-based compensation	122.7	114.2	118.8	113.2
Average number of common and potential common shares outstanding	30,397.0	30,210.7	30,345.4	30,492.9

There were no anti-dilutive stock options during the three or six month periods ended June 30, 2015 or 2014.

#### Note 6. Inventories

Inventories are valued at the lower of cost, using the First-In, First-Out, or FIFO, and weighted average methods, or market. The Company's costs included in inventory primarily include pulp, resins, chemicals, direct labor, utilities, maintenance, depreciation, finishing supplies and an allocation of overhead costs. Machine start-up costs or abnormal machine shut downs are expensed in the period incurred and are not reflected in inventory. The definition of market value, with respect to all inventories, is replacement cost or net realizable value. The Company reviews inventories at least quarterly to determine the necessity of write-offs for excess, obsolete or unsalable inventory. The Company estimates write-offs for inventory obsolescence and shrinkage based on its judgment of future realization. These reviews require the Company to assess customer and market demand. The following schedule details inventories by major class (\$ in millions):

	June 30, 2015	December 31, 2014
Raw materials	\$33.1	\$35.1
Work in process	19.8	17.4
Finished goods	39.4	40.4
Supplies and other	13.8	15.5
Total	\$106.1	\$108.4

## Note 7. Goodwill

The changes in the carrying amount of goodwill by segment for the six months ended June 30, 2015 were as follows (\$ in millions):

	Reconstituted Tobacco	Filtration	Total
Goodwill as of December 31, 2014	\$5.3	\$120.2	\$125.5
Foreign currency translation adjustments	(0.4	) 0.2	(0.2 )
Goodwill as of June 30, 2015	\$4.9	\$120.4	\$125.3

## Note 8. Intangible Assets

The gross carrying amount and accumulated amortization for intangible assets consisted of the following (\$ in millions):

	June 30, 2015		Foreign Currency Impact	Net Carrying Amount	December 31, 2014		Foreign Currency Impact	Net Carrying Amount
	Gross Carrying Amount	Accumulated Amortization			Gross Carrying Amount	Accumulated Amortization		
Amortized intangible assets								
Customer-related intangibles (Reconstituted Tobacco)	\$10.0	\$10.0	\$—	\$—	\$10.0	\$10.0	\$—	\$—
Customer Relationships (Filtration)	51.4	3.3	—	48.1	51.4	2.1	—	49.3
Developed Technology (Filtration)	16.0	1.8	(0.1 )	14.1	16.0	1.2	—	14.8
Customer Contracts (Filtration)	1.9	0.3	—	1.6	1.9	—	—	1.9
Patents (Filtration)	1.5	—	—	1.5	1.5	—	—	1.5
Total	\$80.8	\$15.4	\$(0.1 )	\$65.3	\$80.8	\$13.3	\$—	\$67.5
Unamortized intangible assets (Filtration)								
Trade names	\$21.8				\$21.8			

Amortization expense of intangible assets was \$1.0 million and \$0.7 million for the three months ended June 30, 2015 and 2014, respectively, and \$2.1 million and \$1.5 million for the six months ended June 30, 2015 and 2014, respectively. Finite-lived intangibles in the Filtration segment are expensed using the straight-line amortization method. The estimated average aggregate amortization expense is \$4.0 million in each of the next five years.

## Note 9. Restructuring and Impairment Activities

The Company incurred restructuring and impairment expenses of \$5.2 million and \$3.2 million in the three months ended June 30, 2015 and 2014, respectively, and \$9.2 million and \$3.3 million in the six months ended June 30, 2015 and 2014, respectively.

Reconstituted Tobacco segment restructuring and impairment expenses were \$5.3 million and \$3.2 million for the three months ended June 30, 2015 and 2014, respectively, and \$9.1 million and \$3.3 million, respectively, for the six

months ended June 30, 2015 and 2014. During the six months ended June 30, 2015, restructuring and impairment expenses were composed of \$5.6 million in severance accruals for employees at our Quimperlé and Spay, France facilities as well as \$3.5 million in loss recognized to adjust the recorded value of equipment at our Philippines RTL location to its

estimated fair value as discussed in more detail below. The 2014 restructuring expenses primarily related to a voluntary early retirement program at our Spay, France facility related to previously announced actions.

Additionally, the Company incurred \$0.1 million and \$0.3 million in restructuring expenses during the three months and six months ended June 30, 2015, respectively related to accruals for severance expenses within supporting overhead departments which were not allocated to a specific segment. In the three months ended June 30, 2015, the Company also reversed \$0.2 million in previously accrued severance costs in our Filtration segment resulting from one of our business acquisitions in December 2014.

Restructuring liabilities were classified within Accrued Expenses in each of the consolidated balance sheets as of June 30, 2015 and December 31, 2014. Changes in the restructuring liabilities, substantially all of which are employee-related, during the periods ended June 30, 2015 and December 31, 2014 are summarized as follows (\$ in millions):

	Six Months Ended June 30, 2015	Year Ended December 31, 2014	
Balance at beginning of year	\$8.7	\$4.7	
Accruals for announced programs	5.9	11.2	
Cash payments	(4.3	) (6.3	)
Exchange rate impacts	(0.7	) (0.9	)
Balance at end of period	\$9.6	\$8.7	

Long-lived assets to be sold are classified as held for sale in the period in which all of the following criteria are met: management, having the authority to approve the action, commits to a plan to sell the assets; the asset are available for immediate sale in present condition subject only to terms that are usual and customary for sales of such assets; an active program to locate a buyer and other actions required to complete the plan to sell the assets have been initiated; the sale of the assets is probable, and transfer of the assets is expected to qualify for recognition as a completed sale within one year, except if events or circumstances beyond our control extend the period of time required to sell the assets beyond one year; the assets are being actively marketed for sale at a price that is reasonable in relation to current fair value; and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

A long-lived asset that is classified as held for sale is initially measured at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset until the date of sale. The fair value of a long-lived asset less any costs to sell is assessed each reporting period it remains classified as held for sale and report any reduction in fair value as an adjustment to the carrying value of the asset. Upon being classified as held for sale depreciation is ceased. Long-lived assets to be disposed of other than by sale are continued to be depreciated. Upon determining that a long-lived asset meets the criteria to be classified as held for sale, the assets and liabilities of the disposal group, if material, are reported in the line item "Assets held for sale" in our condensed consolidated balance sheets.

As a result of the decision to dispose of the Company's mothballed RTL facility in the Philippines in early 2015, the physical assets of this entity that are expected to be sold within one year of the balance sheet date were reclassified from Property, Plant and Equipment, net, and are now reflected as assets held for sale on the accompanying condensed consolidating balance sheets. These assets are included in the Reconstituted Tobacco segment. As discussed above, during the three and six months ending June 30, 2015, the Company incurred \$2.8 million and \$3.5 million in impairment expense to write-down the carrying value of this equipment to its estimated fair value.





## Note 10. Debt

Total debt is summarized in the following table (\$ in millions):

	June 30, 2015	December 31, 2014
Credit Agreement - U.S. dollar borrowings	\$369.0	\$354.0
Credit Agreement - euro borrowings	16.7	71.1
French Employee Profit Sharing	11.7	14.6
Bank Overdrafts	0.7	0.4
Total Debt	398.1	440.1
Less: Current debt	(3.2	) (2.9
Long-Term Debt	\$394.9	\$437.2

## Credit Agreement

The Company currently has in place a five-year unsecured revolving credit facility, or Credit Agreement, which provides for borrowing capacity of \$500 million in U.S. dollars or a \$300 million equivalent sublimit in euros, with an option to increase borrowing capacity by \$200 million, subject to the discretion of the lenders. The Credit Agreement contains representations and warranties customary for facilities of this type and covenants and provisions that, among other things, require the Company to maintain (a) a maximum net debt to EBITDA ratio of 3.00 and (b) a minimum interest coverage ratio of 3.50. The Company was in compliance with all of its covenants under the Credit Agreement at June 30, 2015. The outstanding amounts under the facility are due upon maturity in December 2018.

Under the Credit Agreement, interest rates are based on the London Interbank Offered Rate plus an applicable margin that varies from 1.25% to 2.00% depending on the Net Debt to EBITDA Ratio, as defined in the Credit Agreement. The Company will incur commitment fees at an annual rate of 0.20% to 0.30% of the applicable margin on the committed amounts not drawn, depending on the Net Debt to EBITDA Ratio. As of June 30, 2015, the applicable interest rate on Credit Agreement borrowings was 1.44% on U.S. dollar borrowings and 1.19% on euro borrowings.

## Fair Value of Debt

At June 30, 2015 and December 31, 2014, the estimated fair values of the Company's current and long-term debt approximated the respective carrying amounts as the interest rates were variable and based on current market indices.

## Note 11. Derivatives

In the normal course of business, the Company is exposed to foreign currency exchange rate risk and interest rate risk on its variable-rate debt. To manage these risks, the Company utilizes a variety of practices including, where considered appropriate, derivative instruments. The Company has no derivative instruments for trading or speculative purposes or derivatives with credit risk-related contingent features. All derivative instruments used by the Company are either exchange traded or are entered into with major financial institutions in order to reduce credit risk and risk of nonperformance by third parties. The fair values of the Company's derivative instruments are determined using observable inputs and are considered Level 2 assets or liabilities.

The Company utilizes currency forward, swap and, to a lesser extent, option contracts to selectively hedge its exposure to foreign currency risk when it is practical and economical to do so. The use of these contracts minimizes transactional exposure to exchange rate changes. We designate certain of our foreign currency hedges as cash flow hedges. Changes in the fair value of cash flow hedges are reported as a component of other comprehensive income

(loss) and reclassified into earnings when the forecasted transaction affects earnings. For foreign exchange contracts not designated as cash flow hedges, changes in the contracts' fair value are recorded to net income each period.

The Company selectively hedges its exposure to interest rate increases on variable-rate, long-term debt when it is practical and economical to do so. Changes in the fair value of interest rate contracts considered cash flow hedges are

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reported as a component of other comprehensive income (loss) and reclassified into earnings when the forecasted transaction affects earnings.

The following table presents the fair value of asset and liability derivatives and the respective balance sheet locations at June 30, 2015 (\$ in millions):

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedges:				
Foreign exchange contracts	Accounts Receivable	\$ 1.3	Accrued Expenses	\$9.5
Foreign exchange contracts	Other Assets	—	Other Liabilities	6.0
Interest rate contracts	Other Assets	—	Other Liabilities	0.8
Total derivatives designated as hedges		\$ 1.3		\$16.3

The following table presents the fair value of asset and liability derivatives and the respective balance sheet locations at December 31, 2014 (\$ in millions):

	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedges:				
Foreign exchange contracts	Accounts Receivable	\$0.4	Accrued Expenses	\$4.8
Foreign exchange contracts	Other Assets	—	Other Liabilities	4.0
Interest rate contracts	Other Assets	—	Other Liabilities	0.5
Total derivatives designated as hedges		\$0.4		\$9.3

The following table provides the gross effect that derivative instruments in cash flow hedging relationships had on accumulated other comprehensive income (loss), or AOCI, and results of operations (\$ in millions):

Derivatives Designated as Cash Flow Hedging Relationships	Unrealized (Loss) Gain Recognized in AOCI on Derivatives, Net of Tax				Loss Reclassified from AOCI			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Foreign exchange contracts	\$ 1.8	\$ 2.5	\$ (9.5 )	\$ 5.6	\$ (2.1 )	\$ (0.8 )	\$ (3.6 )	\$ (2.2 )
Interest rate contracts	0.1	(0.3 )	(0.2 )	(0.5 )	—	—	—	—
Total	\$ 1.9	\$ 2.2	\$ (9.7 )	\$ 5.1	\$ (2.1 )	\$ (0.8 )	\$ (3.6 )	\$ (2.2 )

The Company's designated derivative instruments are highly effective. As such, related to the hedge ineffectiveness or amounts excluded from hedge effectiveness testing, there were no gains or losses recognized immediately in income for the three or six months ended June 30, 2015 and 2014.



The following table provides the effect that derivative instruments not designated as hedging instruments had on net income (\$ in millions):

Derivatives Not Designated as Cash Flow Hedging Instruments	Amount of (Loss) Gain Recognized in Other Income / Expense			
	Three Months Ended		Six Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Foreign exchange contracts	\$(0.5	) \$—	\$(1.6	) \$0.1

## Note 12. Commitments and Contingencies

### Litigation

Imposto sobre Circulação de Mercadorias e Serviços, or ICMS, a form of value-added tax in Brazil, was assessed to our Brazilian subsidiary Schweitzer-Mauduit do Brasil Indústria e Comércio de Papel Ltda., or SWM-B, in December of 2000. SWM-B received two assessments from the tax authorities of the State of Rio de Janeiro for unpaid ICMS taxes on certain raw materials from January 1995 through November 2000, collectively the Raw Materials Assessment.

The Raw Materials Assessments concerned the accrual and use by SWM-B of ICMS tax credits generated from the production and sale of certain non-tobacco related grades of paper sold domestically that are immune from the tax to offset ICMS taxes otherwise owed on the sale of products that are not immune. One of the two assessments, or Assessment 1 (case number 2001.001.115144-5), related in part to tax periods that predated our acquisition of the Pirahy mill in Pirai, Brazil and is covered in part by an indemnification from the sellers of the Pirahy mill. The second assessment, or Assessment 2 (case number 2001.001.064544-6), pertains exclusively to periods that SWM-B owned the Pirahy mill. While SWM-B would be primarily responsible for the full payment of the Raw Materials Assessments in the event of an ultimate unfavorable outcome, SWM-B is not aware of any difficulties that would be encountered in obtaining reimbursement of that portion of any payment resulting from Assessment 1 from the previous owners of the Pirahy mill under the indemnification.

SWM-B has contested the Raw Materials Assessments based on Article 150, VI of the Brazilian Federal Constitution of 1988, which grants immunity from ICMS taxes to papers intended for printing books, newspapers and periodicals, or immune papers, and thus to the raw material inputs used to produce immune papers.

Both Raw Materials Assessments are presently on appeal in separate chambers of the Federal Supreme Court of Brazil. SWM-B won a favorable ruling in both assessments at the first level, then lost Assessment 1 on appeal and won Assessment 2 on appeal. Assessment 1 is before the court on SWM-B's appeal of a procedural question which, if decided favorably, would invalidate Assessment 1. If decided against SWM-B, the lower court would be notified to send the case records to the Federal Supreme Court for a decision on the merits. Assessment 2 is before the Federal Supreme Court of Brazil on the State's appeal on the merits and will be finally decided by the action of the chamber of the court hearing the matter, unless there is a prior decision by a chamber of the Federal Supreme Court on Assessment 1 that is in contradiction, in which case the conflict between the rulings of the different chambers would be decided by the Federal Supreme Court sitting as a whole. No docket entry has been made yet regarding argument on either assessment. Based on the foreign currency exchange rate at June 30, 2015, the Raw Materials Assessments totaled approximately \$33 million, of which approximately \$15 million is covered by the above-discussed indemnification.

More recently, SWM-B has received assessments from the tax authorities of the State of Rio de Janeiro for unpaid ICMS and Fundo Estadual de Combate à Pobreza (FECF, a value-added tax similar to ICMS) taxes on interstate purchases of electricity. The state issued three sets of assessments against SWM-B, one for May 2006 - November 2007, a second for January 2008 - December 2010, and a third for September 2011 - September 2013, collectively the

Electricity Assessments. SWM-B has challenged all three Electricity Assessments in administrative proceedings before the state tax council (in the first-level court Junta de Revisão Fiscal and the appellate court Conselho de Contribuintes) based on Resolution 1.610/89, which defers these taxes on electricity purchased by an "electricity-intensive consumer."

SWM-B's challenges to the first two sets of Electricity Assessments were unsuccessful at the first administrative level, but different appeals chambers of the Conselho de Contribuintes reached different conclusions about these assessments, causing the State to appeal the first assessment and SWM-B to appeal the second assessment to the full Conselho de Contribuintes. In October and November 2014, a majority of the Conselho de Contribuintes sitting en banc ruled against SWM-B in each of the first and second electricity assessments. The State issued notices to SWM-B to pay approximately \$8.0 million in the second electricity assessment, based on the foreign currency exchange rate at June 30, 2015. SWM-B filed a challenge to the second electricity assessment in further court proceedings in the state judicial system and was granted a preliminary injunction against enforcement. SWM-B expects to shortly receive a notice to pay approximately \$4.0 million in the first electricity assessment, and to challenge the first electricity assessment in further court proceedings in the state judicial system as well. SWM-B's challenge to the third electricity assessment (approximately \$4.0 million as of June 30, 2015) remains pending at the first administrative level (Junta de Revisão Fiscal).

SWM-B believes that both the Raw Materials Assessments and the Electricity Assessments will ultimately be resolved in its favor. No liability has been recorded in our consolidated financial statements for these assessments based on our evaluation of these matters under the facts and law as presently understood. The Company can give no assurance as to the ultimate outcome of such proceedings.

#### Environmental Matters

The Company's operations are subject to various nations' federal, state and local laws, regulations and ordinances relating to environmental matters. The nature of the Company's operations exposes it to the risk of claims with respect to various environmental matters, and there can be no assurance that material costs or liabilities will not be incurred in connection with such claims. While the Company has incurred in the past several years, and will continue to incur, capital and operating expenditures in order to comply with environmental laws and regulations, it believes that its future cost of compliance with environmental laws, regulations and ordinances, and its exposure to liability for environmental claims and its obligation to participate in the remediation and monitoring of certain hazardous waste disposal sites, will not have a material effect on its financial condition, results of operations or cash flows. However, future events, such as changes in existing laws and regulations, or unknown contamination of sites owned, operated or used for waste disposal by the Company (including contamination caused by prior owners and operators of such sites or other waste generators) may give rise to additional costs which could have a material effect on its financial condition or results of operations.

#### General Matters

In the ordinary course of conducting business activities, the Company and its subsidiaries are involved in certain other judicial, administrative and regulatory proceedings involving both private parties and governmental authorities. These proceedings include insured and uninsured regulatory, employment, general and commercial liability, environmental and other matters. At this time, the Company does not expect any of these proceedings to have an adverse material effect on its reputation, business, financial condition, results of operations or cash flows. However, as the outcome of such proceedings are unpredictable, the Company can give no assurance that the results of any such proceedings will not materially affect its reputation, business, financial condition, results of operations or cash flows.

#### Note 13. Postretirement and Other Benefits

The Company sponsors pension benefits in the United States, France and Canada and OPEB benefits related to postretirement healthcare and life insurance in the United States and Canada. The Company's Canadian pension and OPEB benefits are not material and therefore are not included in the following disclosures.





## Pension and OPEB Benefits

The components of net pension and OPEB benefit costs for U.S. employees and net pension benefit costs for French employees during the three or six months ended June 30, 2015 and 2014 were as follows (\$ in millions):

	Three Months Ended June 30,					
	U.S. Pension Benefits		French Pension Benefits		U.S. OPEB Benefits	
	2015	2014	2015	2014	2015	2014
Service cost	\$—	\$—	\$0.3	\$0.4	\$—	\$—
Interest cost	1.3	1.1	0.1	0.2	—	0.1
Expected return on plan assets	(1.7 )	(2.2 )	—	(0.1 )	—	—
Amortizations and other	1.4	1.2	0.3	0.2	(0.1 )	(0.2 )
Net periodic benefit cost	\$1.0	\$0.1	\$0.7	\$0.7	\$(0.1 )	\$(0.1 )
	Six Months Ended June 30,					
	U.S. Pension Benefits		French Pension Benefits		U.S. OPEB Benefits	
	2015	2014	2015	2014	2015	2014
Service cost	\$—	\$—	\$0.6	\$0.7	\$—	\$—
Interest cost	2.6	2.8	0.2	0.4	—	0.1
Expected return on plan assets	(3.5 )	(3.7 )	(0.1 )	(0.2 )	—	—
Amortizations and other	2.8	2.2	0.6	0.5	(0.2 )	(0.3 )
Net periodic benefit cost	\$1.9	\$1.3	\$1.3	\$1.4	\$(0.2 )	\$(0.2 )

During the fiscal year ending December 31, 2015, the Company expects to recognize approximately \$5.2 million for amortization of accumulated other comprehensive loss related to its U.S. pension and OPEB plans and approximately \$1.1 million for its French pension plans.

## Note 14. Income Taxes

For interim financial reporting, the Company estimates the annual tax rate based on projected taxable income for the full year and records a quarterly income tax provision in accordance with ASC No. 740-270 "Accounting for Income Taxes in Interim Periods." The rate so determined is used in providing for income taxes on a year-to-date basis. As the year progresses, the Company refines the estimates of the year's taxable income as new information becomes available. This continual estimation process can result in a change to the expected effective tax rate for the year. When this occurs, the Company adjusts the income tax provision during the quarter in which the change in estimate occurs so that the year-to-date provision reflects the expected annual tax rate. Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items. Jurisdictions with a projected loss for the year or an actual year-to-date loss where no tax benefit can be recognized are excluded from the estimated annual effective tax rate. The impact of including these jurisdictions on the quarterly effective rate calculations could result in a higher or lower effective tax rate during a particular quarter, based upon the mix and timing of actual earnings verses annual projections.

The Company's deferred tax asset valuation allowances are primarily the result of uncertainties regarding the future realization of recorded tax benefits on tax loss carryforwards for certain entities. The Company's assumptions, judgments and estimates relative to the valuation of these net deferred tax assets take into account available positive and negative evidence of realizability, including recent financial performance, the ability to realize benefits of restructuring and other recent actions, projections of the amount and category of future taxable income and tax planning strategies. Actual future operating results and the underlying amount and category of income in future

periods could differ from the Company's current assumptions, judgments and estimates.

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All unrecognized tax positions would impact the Company's effective tax rate if recognized. The Company's policy with respect to penalties and interest in connection with income tax assessments or related to unrecognized tax benefits is to classify penalties as provision for income taxes and interest as interest expense in its consolidated statement of income. There were no material income tax penalties or interest accrued during the three or six months ended June 30, 2015 or 2014.

Our effective tax rate from continuing operations was 23.0% and 20.8% for the three months ended June 30, 2015 and 2014, respectively, and increased primarily due to losses at our Philippines RTL entity for which we did not record a tax benefit. Our effective tax rate from continuing operations was 23.5% and 25.6% for the six months ended June 30, 2015 and 2014, respectively, and the decrease is attributed to a change in our geographic mix of earnings with a concentration of earnings from lower taxed jurisdictions as well as the global asset realignment actions taken during the early part of 2014 to improve the Company's use of critical assets.

#### Note 15. Segment Information

The Company's three operating product line segments are also the Company's three reportable segments: Paper, Reconstituted Tobacco and Filtration. The Paper segment primarily produces Cigarette Papers including LIP papers, plug wrap papers and base tipping papers used to wrap various parts of a cigarette for sale to cigarette manufacturers. The Paper segment also produces commercial and industrial products such as lightweight printing and writing papers, battery separator paper, drinking straw wrap, filter paper and other specialized papers. These non-tobacco industry products are generally sold directly to converters and other end-users or brokers. The Reconstituted Tobacco segment produces RTL and wrapper and binder products for sale to cigarette and cigar manufacturers. The Filtration segment primarily produces thermoplastic nets, nonwoven materials, and laminates which are critical components performing support, separation or filtration functions.

#### Information about Net Sales and Operating Profit

The accounting policies of these segments are the same as those described in Note 2. Summary of Significant Accounting Policies in the notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The Company primarily evaluates segment performance and allocates resources based on operating profit. Expense amounts not associated with segments are referred to as unallocated expenses.

(\$ in millions)	Net Sales											
	Three Months Ended						Six months ended					
	June 30, 2015		June 30, 2014		June 30, 2015		June 30, 2014					
Paper	\$107.4	59.1	%	\$125.1	61.4	%	\$216.0	58.4	%	\$253.9	62.2	%
Reconstituted Tobacco	33.9	18.6		46.4	22.8		72.8	19.7		90.6	22.2	
Filtration	40.6	22.3		32.1	15.8		81.1	21.9		63.8	15.6	
Total Consolidated	\$181.9	100.0	%	\$203.6	100.0	%	\$369.9	100.0	%	\$408.3	100.0	%

(\$ in millions)	Operating Profit											
	Three Months Ended						Six Months Ended					
	June 30, 2015		June 30, 2014		June 30, 2015		June 30, 2014					
Paper	\$20.3	84.6	%	\$21.6	70.8	%	\$36.4	78.3	%	\$44.1	69.3	%
Reconstituted Tobacco	5.9	24.6		11.7	38.4		16.8	36.1		27.9	43.9	
Filtration	5.3	22.1		3.9	12.8		7.9	17.0		4.3	6.8	
Unallocated	(7.5	) (31.3	)	(6.7	) (22.0	)	(14.6	) (31.4	)	(12.7	) (20.0	)
Total Consolidated	\$24.0	100.0	%	\$30.5	100.0	%	\$46.5	100.0	%	\$63.6	100.0	%



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

The following is a discussion of our financial condition and results of operations. This discussion should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included elsewhere in this report and the audited consolidated financial statements and related notes and the selected financial data included in our Annual Report on Form 10-K for the year ended December 31, 2014. The discussion of our financial condition and results of operations includes various forward-looking statements about our markets, the demand for our products, our future prospects and other matters. These statements are based on certain assumptions and estimates that we consider reasonable. For information about risks and exposures relating to us and our business, you should read the section entitled "Risk Factors" in Part 1, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 and the section entitled "Forward-Looking Statements" at the end of this Item 2. Unless the context indicates otherwise, references to "SWM", "we", "us", "our", the "Company" or similar terms include Schweitzer-Mauduit International, Inc. and our consolidated subsidiaries.

## Summary

(\$ in millions, except per share amounts)

	Three Months Ended				Six Months Ended			
	June 30, 2015		June 30, 2014		June 30, 2015		June 30, 2014	
Net sales	\$181.9	100.0 %	\$203.6	100.0 %	\$369.9	100.0 %	\$408.3	100.0 %
Gross profit	54.8	30.1	59.2	29.1	106.2	28.7	116.8	28.6
Restructuring & impairment expense	5.2	2.9	3.2	1.6	9.2	2.5	3.3	0.8
Operating profit	24.0	13.2	30.5	15.0	46.5	12.6	63.6	15.6
Interest expense	1.9	1.0	2.1	1.0	3.6	1.0	3.6	0.9
Income from continuing operations	24.5	13.5	25.0	12.3	43.3	11.7	48.2	11.8
Loss from discontinued operations	(1.1 )	(0.6 )	—	—	(1.1 )	(0.3 )	—	—
Net income	23.4	12.9 %	25.0	12.3 %	42.2	11.4 %	48.2	11.8 %
Diluted earnings per share from continuing operations	\$0.80		\$0.81		\$1.41		\$1.56	
Diluted earnings per share	\$0.76		\$0.81		\$1.37		\$1.56	
Cash provided by operations	\$44.5		\$39.1		\$55.7		\$57.4	
Capital spending	\$3.9		\$7.0		\$9.1		\$15.1	

## Second Quarter Highlights

In the three months ended June 30, 2015, SWM reported net income of \$23.4 million on total net sales of \$181.9 million. Compared to the prior-year period, net sales decreased \$21.7 million due primarily to \$21.8 million of unfavorable currency translation impacts mainly driven by a weaker euro. While the Paper and Reconstituted Tobacco segments were impacted by lower average selling prices in LIP paper, lower sales volumes and an overall unfavorable mix of products sold, the Filtration segment benefited from \$8.1 million in net sales from the business acquisitions made in December 2014.

Gross profit declined \$4.4 million to \$54.8 million in the three months ended June 30, 2015 compared with \$59.2 million in the prior-year period primarily due to \$4.4 million in unfavorable net foreign currency impacts mainly driven by a weaker euro. In the Paper and Reconstituted Tobacco segments, lower average selling prices along with lower sales volumes were partially offset by lower manufacturing expenses. The Filtration segment benefited primarily from higher volumes resulting from business acquisitions made in December 2014 along with modest

growth in the organic business which was impacted by volatility in the oil and mining industries.

Cash provided by operations was \$44.5 million in the second quarter of 2015 compared to \$39.1 million in the prior-year period. The \$5.4 million increase was due primarily to \$13.2 million favorable quarter over quarter net change in operating working capital partially offset by certain non-cash adjustments including \$2.5 million of income recognized from equity affiliates generated by China Tobacco Schweitzer (Yunnan) Reconstituted Tobacco Co. Ltd., or CTS, our Chinese RTL joint venture, which began operations in late 2014 and \$4.3 million net gain from the recognition of the sale of water rights at our Spotswood, New Jersey facility for which cash was received in a prior period. Uses of cash during the second quarter of 2015 included \$3.9 million of capital spending, \$11.5 million cash dividends paid to SWM stockholders and \$46.8 million net repayments of debt.

#### Year-to-Date Highlights

In the six months ended June 30, 2015, SWM reported net income of \$42.2 million on total net sales of \$369.9 million. Compared to the prior-year period, net sales decreased \$38.4 million due primarily to \$39.6 million of unfavorable currency translation impacts mainly driven by a weaker euro. While the Paper and Reconstituted Tobacco segments were impacted by lower average selling prices in LIP paper, lower sales volumes and an overall unfavorable mix of products sold, the Filtration segment benefited from \$15.2 million in net sales from the business acquisitions made in December 2014 along with some growth in the organic business.

Gross profit declined \$10.6 million to \$106.2 million in the six months ended June 30, 2015 compared with \$116.8 million in the prior-year period primarily due to \$9.5 million in unfavorable net foreign currency impacts mainly driven by a weaker euro. In the Paper segment, lower average selling prices along with increased costs resulting largely from inefficiencies from the restart of a newly rebuilt production line at one of our French facilities during the first quarter of 2015 were partially offset by improved overhead absorption. The Reconstituted Tobacco segment was impacted by lower average selling prices, lower volumes and an unfavorable mix of products sold partially offset by lower manufacturing, inflationary and overhead costs. The Filtration segment benefited from higher volumes associated with the business acquisitions made in December 2014 along with growth in the organic business and lower purchase accounting fair market value adjustments in inventory in 2015.

Cash provided by operations was \$55.7 million in the first half of 2015 compared to \$57.4 million in the prior-year period. The \$1.7 million decrease was due primarily to lower net income, combined with the impact of certain non-cash adjustments to net income, including \$2.9 million lower amortization associated with the inventory step up value from Filtration segment acquisitions in December 2014 and 2013, higher income from equity affiliates generated by the startup of our CTS joint venture in late 2014, and \$4.3 million net gain from the recognition of the sale of water rights at our Spotswood, New Jersey facility for which the cash was received in a prior period. This was partially offset by \$13.0 million favorable year-over-year net change in operating working capital and the non-cash impact of \$3.5 million of restructuring impairment at our Philippines RTL site. Uses of cash during the six months ended June 30, 2015 included \$9.1 million of capital spending, \$23.1 million cash dividends paid to SWM stockholders, and \$34.3 million net repayments of debt.



Three Months Ended June 30, 2015 Compared with the Three Months Ended June 30, 2014

Net Sales

(dollars in millions)

	Three Months Ended		Change	Percent Change	Consolidated Sales Volume Change	
	June 30, 2015	June 30, 2014				
Paper	\$107.4	\$125.1	\$(17.7)	(14.1)%	(5.0)	)%
Reconstituted Tobacco	33.9	46.4	(12.5)	(26.9)	(4.8)	)
Filtration	40.6	32.1	8.5	26.5	N.M.	
Total	\$181.9	\$203.6	\$(21.7)	(10.7)%	(4.9)	)%

N.M. - Not Meaningful

Net sales were \$181.9 million in the three months ended June 30, 2015 compared with \$203.6 million in the prior-year period. The decrease in net sales consisted of the following (dollars in millions):

	Amount	Percent
Changes due to net currency impacts	(21.8)	(10.7)%
Changes due to royalty income	(0.5)	(0.2)
Changes in volume, product mix and selling prices	0.5	0.2
Changes due to discounts, returns and allowances	0.1	—
Total	\$(21.7)	(10.7)%

The Paper segment's net sales during the three months ended June 30, 2015 of \$107.4 million decreased by \$17.7 million, or 14.1%, versus \$125.1 million in the prior-year period. This decrease in net sales was primarily the result of \$14.7 million of unfavorable foreign currency translation impacts, mainly from a weaker euro and a combined \$2.7 million impact of lower average selling prices and lower sales volumes partially offset by a favorable overall mix of products sold.

The Reconstituted Tobacco segment's net sales during the three months ended June 30, 2015 of \$33.9 million decreased by \$12.5 million, or 26.9%, compared with \$46.4 million in the prior-year period. This decrease in net sales of the Reconstituted Tobacco segment resulted primarily from \$6.8 million in unfavorable foreign currency translation impacts and a combined \$5.6 million impact of lower sales volumes and an unfavorable mix of products sold.

The increase of \$8.5 million, or 26.5%, in net sales generated by our Filtration segment of \$40.6 million compared to \$32.1 million in the prior-year period was primarily due to \$8.1 million in net sales from acquisitions made in December 2014.

Gross Profit

(dollars in millions)

	Three Months Ended		Change	Percent Change	Percent of Net Sales	
	June 30, 2015	June 30, 2014			2015	2014
Net Sales	\$181.9	\$203.6	\$(21.7)	(10.7)%	100.0%	100.0%
Cost of products sold	127.1	144.4	(17.3)	(12.0)	69.9	70.9
Gross Profit	\$54.8	\$59.2	\$(4.4)	(7.4)%	30.1%	29.1%

The \$4.4 million decrease in gross profit during the three months ended June 30, 2015 versus the prior-year period was primarily due to approximately \$4.4 million of unfavorable net foreign currency impacts mainly driven by a weaker euro. In the Paper and Reconstituted Tobacco segments, lower average selling prices and lower sales volumes

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partially offset by lower manufacturing expenses. The Filtration segment benefited from higher sales volumes resulting primarily from business acquisitions made in December 2014.

Nonmanufacturing Expenses  
(dollars in millions)

	Three Months Ended			Percent Change	Percent of Net Sales		
	June 30, 2015	June 30, 2014	Change		2015	2014	
Selling expense	5.1	5.5	\$(0.4 )	(7.3 )%	2.8	% 2.7	%
Research expense	3.7	4.2	(0.5 )	(11.9 )	2.0	2.1	
General expense	16.8	15.8	1.0	6.3	9.3	7.8	
Nonmanufacturing expenses	\$25.6	\$25.5	\$0.1	0.4	% 14.1	% 12.5	%

Nonmanufacturing expenses in the three months ended June 30, 2015 increased by \$0.1 million to \$25.6 million from \$25.5 million in the prior-year period due primarily to \$1.9 million in higher incremental costs from acquisitions and \$0.6 million in incremental costs from the operations of our Luxembourg office which was established in late 2014, partially offset by approximately \$1.9 million in favorable currency translation impacts mainly from a weaker euro and \$0.7 million in lower expenditures resulting from reorganization measures taken in our research and development and sales and marketing units.

Restructuring and Impairment Expense

The Company incurred total restructuring and impairment expense of \$5.2 million in the three months ended June 30, 2015 compared with \$3.2 million in the three months ended June 30, 2014. In the 2015 period, the restructuring expense primarily related to the implementation of a previously announced voluntary retirement program available to certain employees at our Spay, France facility. This restructuring expense will be accrued over the remaining service lives of the affected employees, of which \$2.5 million was recognized during the three months ended June 30, 2015. During 2015, we also recognized a loss of \$2.8 million to write down equipment at our mothballed Philippines site to its expected recoverable sales value. In the 2014 period, the Company's restructuring expense was primarily due to the implementation, late in the first quarter 2014, of a voluntary retirement program available to certain employees at our Spay, France facility, for which the restructuring expense was accrued over the remaining service lives of the affected employees.

Operating Profit  
(dollars in millions)

	Three Months Ended			Percent Change	Return on Net Sales		
	June 30, 2015	June 30, 2014	Change		2015	2014	
Paper	\$20.3	\$21.6	\$(1.3 )	(6.0 )%	18.9	% 17.3	%
Reconstituted Tobacco	5.9	11.7	(5.8 )	(49.6 )	17.4	25.2	
Filtration	5.3	3.9	1.4	35.9	13.1	12.1	
Unallocated expenses	(7.5 )	(6.7 )	(0.8 )	11.9			
Total	\$24.0	\$30.5	\$(6.5 )	(21.3 )%	13.2	% 15.0	%

Operating profit was \$24.0 million in the three months ended June 30, 2015 compared with \$30.5 million during the prior-year period.

The Paper segment's operating profit in the three months ended June 30, 2015 was \$20.3 million, a decrease of \$1.3 million, or 6.0%, from the prior-year period. The decrease was primarily due to the combined impact of lower average selling prices from LIP pricing concessions, lower sales volumes, and higher inflationary costs which decreased



operating profit in the three months ended June 30, 2015 compared to the prior-year period, partially offset by a favorable overall mix of products sold and lower manufacturing expenses.

The Reconstituted Tobacco segment's operating profit in the three months ended June 30, 2015 was \$5.9 million compared to \$11.7 million in the prior-year period. The decrease of \$5.8 million was primarily due to approximately \$2.3 million in unfavorable currency translation impacts, primarily due to a weaker euro. Additionally, the year-over-year decrease was impacted by a \$4.0 million combination of lower volumes and an unfavorable mix of products sold, partially offset by the combined \$1.6 million impact of lower manufacturing and inflationary costs and improved overhead absorption.

The Filtration segment's operating profit in the three months ended June 30, 2015 was \$5.3 million compared to \$3.9 million in the prior year period. The increase of \$1.4 million Filtration segment's operating profit during the three months ended June 30, 2015 compared to the prior-year period was positively impacted by incremental operating profit resulting from acquisitions made in December 2014.

#### Non-Operating Expenses

Interest expense was \$1.9 million in the three months ended June 30, 2015, a decrease of \$0.2 million from \$2.1 million in the prior-year period. The weighted average effective interest rate on our debt facilities was approximately 1.43% and 1.50% for the three months ended June 30, 2015 and 2014, respectively.

Other income, net was \$6.1 million during the three months ended June 30, 2015. The \$3.3 million increase in other income, net compared to \$2.8 million in the three months ended June 30, 2014 was due primarily to the recognition of a gain of \$4.3 million related to the sale of water rights at our Spotswood, New Jersey facility as well as a \$0.5 million reversal of accrued contingent consideration related to an acquisition made in the Filtration segment in December 2014, partially offset by \$1.2 million in transactional foreign currency losses and \$0.6 million in lower interest income.

#### Income Taxes

A \$6.5 million provision for income taxes in the three months ended June 30, 2015 resulted in an effective tax rate of 23.0% compared with 20.8% in the prior year period. The increase in the effective tax rate was primarily attributed to losses at our Philippines RTL entity for which we did not record a tax benefit.

#### Income from Equity Affiliates

Income from equity affiliates was \$2.8 million in the three months ended June 30, 2015 compared with \$0.3 million during the prior-year period and reflected the results of operations of China Tobacco Mauduit (Jiangmen) Paper Industry Ltd., or CTM, our cigarette paper joint venture in China, and CTS. The increase in earnings was driven by the commencement of operations at CTS in late 2014.

#### Discontinued Operations

Because we closed our Philippines mill, as previously reported, the results of this mill were reported as discontinued operations for all periods presented. Consequently, this mill's results have been removed from each line of the statements of income and the operating activities section of the statements of cash flow. In each case, a separate line has been added for the net results of the discontinued operation. The loss from discontinued operations of \$1.1 million incurred in the three months ended June 30, 2015 related to the write down to estimated recoverable value of certain assets at our closed Philippines mill as well as recognition of estimated taxes due to the local taxing authority.



## Net Income and Income per Share

Net income in the three months ended June 30, 2015 was \$23.4 million, or \$0.76 per diluted share, compared with \$25.0 million, or \$0.81 per diluted share, during the prior-year period. The decrease in net income was primarily due to lower average selling prices and lower sales volume as well as unfavorable currency translation impacts of approximately \$3.3 million, or \$0.11 per diluted share. These factors were partially offset by higher sales volumes in the Filtration segment.

## Six Months Ended June 30, 2015 Compared with the Six Months Ended June 30, 2014

## Net Sales

(dollars in millions)

	Six Months Ended		Change	Percent Change	Consolidated Sales Volume Change
	June 30, 2015	June 30, 2014			
Paper	\$216.0	\$253.9	\$(37.9)	(14.9)%	(2.6)%
Reconstituted Tobacco	72.8	90.6	(17.8)	(19.6)	0.7
Filtration	81.1	63.8	17.3	27.1	N.M.
Total	\$369.9	\$408.3	\$(38.4)	(9.4)%	(1.4)%

N.M. - Not Meaningful

Net sales were \$369.9 million in the six months ended June 30, 2015 compared with \$408.3 million in the prior-year period. The decrease in net sales consisted of the following (dollars in millions):

	Amount	Percent
Changes due to net currency impacts	(39.6)	(9.7)%
Changes due to royalty income	(0.9)	(0.2)
Changes in volume, product mix and selling prices	1.8	0.4
Changes due to discounts, returns and allowances	0.3	0.1
Total	\$(38.4)	(9.4)%

The Paper segment's net sales during the six months ended June 30, 2015 of \$216.0 million decreased by \$37.9 million, or 14.9%, versus \$253.9 million in the prior-year period. This decrease in net sales was primarily the result of \$26.3 million of unfavorable currency translation impacts, mainly resulting from a weaker euro, and a combined \$13.0 million impact of lower average selling prices and lower sales volumes, partially offset by a favorable overall mix of products sold.

The Reconstituted Tobacco segment's net sales during the six months ended June 30, 2015 of \$72.8 million decreased by \$17.8 million, or 19.6%, compared with \$90.6 million in the prior-year period. This decrease in net sales of the Reconstituted Tobacco segment resulted primarily from approximately \$13.0 million in unfavorable currency translation impacts along with a combined \$4.8 million impact of lower sales volumes and an unfavorable mix of products sold.

The increase of \$17.3 million, or 27.1% in net sales generated by our Filtration segment of \$81.1 million compared to \$63.8 million in the in the prior-year period was due primarily to \$15.2 million in net sales from acquisitions made in December 2014 as well as \$2.1 million in growth by the organic business.

Gross Profit  
(dollars in millions)

	Six Months Ended			Percent Change	Percent Change	Percent of Net Sales		
	June 30, 2015	June 30, 2014	Change			2015	2014	
Net Sales	\$369.9	\$408.3	\$(38.4 )	(9.4 )%	100.0	% 100.0	%	
Cost of products sold	263.7	291.5	(27.8 )	(9.5 )	71.3	71.4		
Gross Profit	\$106.2	\$116.8	\$(10.6 )	(9.1 )%	28.7	% 28.6	%	

The \$10.6 million decrease in gross profit during the six months ended June 30, 2015 versus the prior-year period was primarily due to \$9.5 million of unfavorable net foreign currency impacts mainly driven by a weaker euro. In the Paper and Reconstituted Tobacco segments, unfavorable mix of products sold, lower sales volumes and lower average selling prices along with increased costs resulting largely from inefficiencies from the restart of a newly rebuilt production line at one of our French Paper facilities during the first quarter of 2015 were partially offset by improved overhead absorption. The Filtration segment benefited from higher sales volumes associated with the business acquisitions made in December 2014 along with organic business growth and \$2.9 million in lower purchase accounting fair market value adjustments in inventory in 2015.

Nonmanufacturing Expenses  
(dollars in millions)

	Six Months Ended			Percent Change	Percent Change	Percent of Net Sales		
	June 30, 2015	June 30, 2014	Change			2015	2014	
Selling expense	\$10.5	\$11.0	\$(0.5 )	(4.5 )%	2.8	% 2.7	%	
Research expense	7.0	8.3	(1.3 )	(15.7 )	1.9	2.0		
General expense	33.0	30.6	2.4	7.8	8.9	7.5		
Nonmanufacturing expenses	\$50.5	\$49.9	\$0.6	1.2	% 13.6	% 12.2	%	

Nonmanufacturing expenses in the six months ended June 30, 2015 increased by \$0.6 million to \$50.5 million from \$49.9 million in the prior-year period due primarily to \$3.8 million in higher incremental costs from acquisitions, and \$1.2 million of incremental costs from the operations of our Luxembourg office which was established in late 2014, partially offset by approximately \$3.3 million in favorable currency translation impacts mainly from a weaker euro and \$1.1 million in lower expenditures resulting from reorganization measures taken in our research and development and sales and marketing units.

Restructuring and Impairment Expense

The Company incurred total restructuring and impairment expense of \$9.2 million in the six months ended June 30, 2015 compared with \$3.3 million in the six months ended June 30, 2014. In the 2015 period, the restructuring expense primarily related to the implementation of a previously announced voluntary retirement program available to certain employees at our Spay, France facility. This restructuring expense will be accrued over the remaining service lives of the affected employees, of which \$5.6 million was recognized during the 2015 period. During 2015, the Company also recognized a loss of \$0.7 million on the sale of certain equipment from our mothballed Philippines site and \$2.8 million of loss recognized to write down equipment at that same Philippines site to its expected recoverable sales value. In the 2014 period, the Company's restructuring expense was primarily due to the implementation, late in the first quarter 2014, of a voluntary retirement program available to certain employees at our Spay, France facility, for which the restructuring expense was accrued over the remaining service lives of the affected employees.



Operating Profit  
(dollars in millions)

	Six Months Ended			Percent Change	Return on Net Sales		
	June 30, 2015	June 30, 2014	Change		2015	2014	
Paper	\$36.4	\$44.1	\$(7.7)	(17.5)%	16.9%	17.4%	
Reconstituted Tobacco	16.8	27.9	(11.1)	(39.8)%	23.1%	30.8%	
Filtration	7.9	4.3	3.6	83.7%	9.7%	6.7%	
Unallocated expenses	(14.6)	(12.7)	(1.9)	15.0%			
Total	\$46.5	\$63.6	\$(17.1)	(26.9)%	12.6%	15.6%	

Operating profit was \$46.5 million in the six months ended June 30, 2015 compared with \$63.6 million during the prior-year period.

The Paper segment's operating profit in the six months ended June 30, 2015 was \$36.4 million, a decrease of \$7.7 million from the prior-year period. The decrease was primarily due to the combined impact of lower average selling prices, lower sales volumes and an overall unfavorable mix of products sold, which decreased operating profit by \$10.5 million in the six months ended June 30, 2015 compared to the prior-year period, along with \$3.2 million of increased manufacturing and overhead costs and inefficiencies resulting largely from the restart of a newly rebuilt production line at one of our French facilities during the first quarter of 2015. This decrease was partially offset by \$4.6 million in improved overhead absorption as a result of efforts to align our capacity with market demand.

The Reconstituted Tobacco segment's operating profit in the six months ended June 30, 2015 was \$16.8 million compared to \$27.9 million in the prior-year period. The decrease of \$11.1 million was primarily due to \$5.1 million in unfavorable currency translation impacts, primarily due to a weaker euro. Additionally, the year-over-year decrease was impacted by a \$5.8 million increase in restructuring expenses incurred by our French operations during 2015 as well as a combined \$3.8 million impact of lower sales volumes and unfavorable mix of products sold. The Reconstituted Tobacco segment benefited from the combined \$4.8 million impact of lower manufacturing, inflationary and overhead costs as a result of restructuring actions and other production efficiencies.

The Filtration segment's operating profit in the six months ended June 30, 2015 was \$7.9 million compared to \$4.3 million in the prior year period. The increase of \$3.6 million Filtration segment's operating profit during the six months ended June 30, 2015 compared to the prior-year period was positively impacted by \$2.9 million lower amortization associated with the inventory step up value from Filtration segment acquisitions in December 2014 and 2013. Operating profit in this segment was also impacted by incremental operating profit resulting from acquisitions made in December 2014 as well as growth of the organic business.

Non-Operating Expenses

Interest expense was \$3.6 million in the six months ended June 30, 2015, unchanged from \$3.6 million in the prior-year period. The weighted average effective interest rate on our debt facilities was approximately 1.42% and 1.50% for the six months ended June 30, 2015 and 2014, respectively.

Other income, net was \$8.2 million during the six months ended June 30, 2015. The \$4.6 million increase in other income, net compared to \$3.6 million during the six months ended June 30, 2014 was due primarily to the recognition of a gain of \$4.3 million related to the sale of water rights at our Spotswood, New Jersey facility as well as a \$1.0 million reversal of accrued contingent consideration related to an acquisition made in the Filtration segment in December 2014.

Income Taxes

A \$12.0 million provision for income taxes in the six months ended June 30, 2015 resulted in an effective tax rate of 23.5% compared with 25.6% in the prior year period. The reduction in the effective tax rate was primarily attributed

to a change in our geographic mix of earnings with a concentration of earnings from lower taxed jurisdictions as well as the global asset realignment actions taken during the early part of 2014 to improve the Company's use of critical assets.

#### Income from Equity Affiliates

Income from equity affiliates was \$4.2 million in the six months ended June 30, 2015 compared with \$0.9 million during the prior-year period and reflected the results of operations of CTM and CTS. The increase in earnings was driven by the commencement of operations at CTS in late 2014.

#### Discontinued Operations

Because we closed our Philippines mill as previously reported, the results of this mill were reported as discontinued operations for all periods presented. Consequently, this mill's results have been removed from each line of the statements of income and the operating activities section of the statements of cash flow. In each case, a separate line has been added for the net results of the discontinued operation. The loss from discontinued operations of \$1.1 million incurred in the six months ended June 30, 2015 related to the write down to estimated recoverable value of certain assets at our closed Philippines mill as well as recognition of estimated taxes due to the local taxing authority.

#### Net Income and Income per Share

Net income in the six months ended June 30, 2015 was \$42.2 million, or \$1.37 per diluted share, compared with \$48.2 million, or \$1.56 per diluted share, during the prior-year period. The decrease in net income was primarily due to lower average selling prices, lower sales volume and unfavorable mix of products sold as well as higher restructuring costs and unfavorable currency translation impacts of approximately \$5.5 million, or \$0.18 per diluted share. These factors were partially offset by higher sales volumes in the Filtration segment.

## Liquidity and Capital Resources

The Company has created a long-term capital allocation strategy which is focused on the following:

Reinvesting capital in businesses through a disciplined approach to meet global demand for value-adding solutions,

Returning at least one-third of annual free cash flow to stockholders via dividends and/or share repurchase programs, and

Retaining flexibility to execute growth opportunities in current and adjacent industries.

A major factor in our liquidity and capital resource planning is our generation of cash flow from operations, which is sensitive to changes in the mix of products sold, sales volume and selling prices of our products, as well as changes in our production volumes, costs, foreign currency exchange rates and working capital. Our liquidity is supplemented by funds available under our Credit Agreement (as defined below) with a syndicate of banks that is used as either operating conditions or strategic opportunities warrant.

As of June 30, 2015, \$252.9 million of the Company's \$257.7 million of cash and cash equivalents was held by foreign subsidiaries. Movement of cash balances may have significant tax consequences. The Company considers the undistributed earnings of certain of its foreign subsidiaries to be indefinitely reinvested overseas and currently plans to repatriate such earnings only when it is tax efficient to do so. We believe that we are able to maintain a sufficient level of liquidity for our domestic operations and commitments without repatriation of the cash held by these other foreign subsidiaries. Certain global business realignments and other activities have been implemented that could permit the eventual repatriation of certain of these funds. The Company established a holding company in Luxembourg in 2014. As a result of the new holding company structure, some of the foreign earnings flow directly to the U.S., and these earnings are no longer considered to be permanently reinvested overseas.

We expect capital spending for 2015 to be between approximately \$25 million and \$30 million. We generally fund our capital projects using cash on-hand, cash generated from operations and our existing credit facilities, including the Credit Agreement.

## Cash Requirements

As of June 30, 2015, we had net operating working capital of \$112.0 million and cash and cash equivalents of \$257.7 million, compared with net operating working capital of \$99.3 million and cash and cash equivalents of \$290.3 million as of December 31, 2014. These changes primarily reflect the impacts of changes in currency exchange rates and changes in operating working capital presented on the condensed consolidated statements of cash flow.

Cash Flows from Operating Activities (\$ in millions)	Six Months Ended	
	June 30, 2015	June 30, 2014
Net Income	\$42.2	\$48.2
Less: Loss from discontinued operations	(1.1	) —
Income from continuing operations	43.3	48.2
Non-cash items included in net income:		
Depreciation and amortization	19.5	23.6
Restructuring-related impairment	3.5	—
Deferred income tax provision	0.9	2.9
Pension and other postretirement benefits	2.3	2.1
Stock-based compensation	1.6	3.0
Income from equity affiliates	(4.2	) (0.9
Gain on sale of intangible assets	(4.3	) —
Excess tax benefits of stock-based awards	(0.5	) (0.6
Cash dividends received from equity affiliates	3.9	4.4
Other items	0.5	(2.1
Net changes in operating working capital	(11.1	) (24.1
Net cash provided by operating activities of:		
Continuing operations	55.4	56.5
Discontinued operations	0.3	0.9
Net cash provided by operations	\$55.7	\$57.4

Net cash provided by operations was \$55.7 million in the six months ended June 30, 2015 compared with \$57.4 million in the prior-year period. Our net cash provided by operations decreased primarily due to lower net income combined with certain adjustments to net income for non-cash items including \$2.9 million lower amortization associated with the inventory step up value from Filtration segment acquisitions in December 2014 and 2013, recognition of \$4.3 million of gain on the sale of water rights at our Spotswood, New Jersey facility for which the cash was received in a prior period, and the non-cash impact of higher income from equity affiliates generated by CTS which began operations in late 2014. The change in net cash provided by operations was also impacted by \$13.0 million favorable year-over-year net change in operating working capital and \$3.5 million of restructuring-related impairment at our Philippines RTL site.

Operating Working Capital (\$ in millions)	Six Months Ended	
	June 30, 2015	June 30, 2014
Changes in operating working capital		
Accounts receivable	\$(17.9	) \$(16.5
Inventories	(4.4	) (0.9
Prepaid expenses	(0.7	) (0.9
Accounts payable	(1.6	) 3.8
Accrued expenses	(0.7	) (5.6
Accrued income taxes	14.2	(4.0
Net changes in operating working capital	\$(11.1	) \$(24.1

In the six months ended June 30, 2015, net changes in operating working capital used cash of \$11.1 million compared to the prior-year period, in which net changes in operating working capital used cash of \$24.1 million. This favorable change in working capital was primarily driven by a decrease in income taxes receivable partially offset by increases

in accounts receivable from higher sales at the end of the second quarter of 2015 compared to the fourth quarter of 2014, primarily in the United States, along with increases in accounts receivable from Filtration segment business acquisitions made during December 2014.

In the six months ended June 30, 2014, net changes in operating working capital used cash flow of \$24.1 million. This unfavorable change in working capital was driven primarily by an increase in accounts receivable due to higher net sales at the end of the second quarter 2014 compared to the fourth quarter 2013, increased receivables related to our French LTR unit providing construction work to CTS and utilization of open customer credits, as well as timing of income tax installment payments.

Cash Flows from Investing Activities (\$ in millions)	Six Months Ended	
	June 30, 2015	June 30, 2014
Capital spending	\$ (9.1)	) \$ (15.1)
Capitalized software costs	(0.5)	) (0.2)
Acquisitions, net of cash acquired	(0.4)	) (2.4)
Investment in equity affiliates	—	) (8.8)
Other	2.4	) (1.5)
Cash used for investing	\$ (7.6)	) \$ (28.0)

Cash used for investing activities during the six months ended June 30, 2015 was \$7.6 million and consisted primarily of capital spending, compared to \$28.0 million in the prior year quarter which, along with capital spending, included equity contributions to CTS and a working capital adjustment related to our acquisition of DelStar.

Cash Flows from Financing Activities (\$ in millions)	Six Months Ended	
	June 30, 2015	June 30, 2014
Cash dividends paid to SWM stockholders	\$ (23.1)	) \$ (22.0)
Net (payments of) proceeds from borrowings	(34.3)	) 64.0
Purchases of common stock	(2.9)	) (52.6)
Excess tax benefits of stock-based awards	0.5	) 0.6
Cash provided by (used in) financing	\$ (59.8)	) \$ (10.0)

During the six months ended June 30, 2015, financing activities consisted primarily of share repurchases of \$2.9 million in connection with the surrender of shares by employees to satisfy their personal statutory income tax withholding obligations related to equity awards which vested during the period, cash dividends of \$23.1 million paid to SWM stockholders, and net repayments of borrowings of \$34.3 million.

During the six months ended June 30, 2014, financing activities consisted primarily of share repurchases of \$52.6 million and cash dividends of \$22.0 million paid to SWM stockholders, which were partially offset by net proceeds from borrowings of \$64.0 million.

#### Dividend Payments

We have declared and paid cash dividends on our common stock every fiscal quarter since the second quarter of 1996. On August 5, 2015, we announced a cash dividend of \$0.38 per share payable on September 25, 2015 to stockholders of record as of August 28, 2015. The covenants contained in our Credit Agreement require that we maintain certain financial ratios, as disclosed in Note 10. Debt, of the notes to condensed consolidated financial statements, none of which under normal business conditions materially limit our ability to pay such dividends. We plan to continue to assess our dividend policy in light of our capital allocation strategy, cash generation, debt levels and ongoing requirements for cash to fund operations and to pursue possible strategic opportunities.



## Share Repurchases

In the six months ended June 30, 2015, we repurchased 63,365 shares of our common stock at a cost of \$2.9 million for the value of employees' stock-based compensation share awards surrendered to satisfy their personal statutory income tax withholding obligations, as discussed above. See Part II, Item 2, Unregistered Sales of Equity Securities and Use of Proceeds.

In the six months ended June 30, 2014, we repurchased 1,161,812 shares of our common stock for \$52.6 million through open market purchases in connection with our first quarter 2014 share repurchase program and for the value of employees' stock-based compensation share awards surrendered to satisfy their personal statutory income tax withholding obligations.

## Debt Instruments and Related Covenants

Debt Instruments and Related Covenants (\$ in millions)	Six Months Ended	
	June 30, 2015	June 30, 2014
Changes in short-term debt	\$0.3	\$0.2
Proceeds from issuances of long-term debt	27.4	210.0
Payments on long-term debt	(62.0	) (146.2
Net (payments on) proceeds from borrowings	\$(34.3	) \$64.0

Net payments of long-term debt were \$34.6 million during the six months ended June 30, 2015. With the current level of borrowing and forecasted results, we expect to remain in compliance with the financial covenants contained in our Credit Agreement.

The Company's five-year unsecured revolving credit facility, or Credit Agreement, provides for borrowing capacity of \$500 million and includes a \$300 million equivalent sub-limit available in euro with an option to increase borrowing capacity by \$200 million, subject to the discretion of the lenders. Availability under the Credit Agreement was \$113.9 million as of June 30, 2015. We also had availability under our bank overdraft facilities and lines of credit of \$28.6 million as of June 30, 2015.

The Credit Agreement contains certain covenants and provisions that, among other things, require the Company to maintain (a) a maximum net debt to EBITDA ratio of 3.00 and (b) a minimum interest coverage ratio of 3.50. The Company was in compliance with all of its covenants under the Credit Agreement at June 30, 2015.

Our total debt to capital ratios at June 30, 2015 and December 31, 2014 were 46.2% and 47.4%, respectively.

## Off-Balance Sheet Arrangements

As of June 30, 2015, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

## Other Factors Affecting Liquidity and Capital Resources

Our pension obligations are funded by our separate pension trusts, which held \$139.1 million in assets at December 31, 2014. The combined projected benefit obligation of our U.S. and French pension plans was underfunded by \$30.6 million as of December 31, 2014. We make contributions to our pension trusts based on many factors including regulatory guidelines, investment returns of the trusts and availability of cash for pension contributions compared to other priorities. We are not required to make contributions to our U.S. and French pension plans during 2015.



The Paper segment has minimum purchase agreements for flax fiber during 2015 of approximately \$3 million. The Paper segment's PDM Industries S.A.S., or PDMI, mill has a minimum annual commitment for calcium carbonate purchases, a raw material used in the manufacturing of some paper products, which totals approximately \$2 million

per year through 2024. Future purchases are expected to be at levels that exceed such minimum levels under these contracts.

The Company has agreements with an energy cogeneration supplier in France whereby the supplier constructed and operates a cogeneration facility at certain of our mills and supplies steam that is used in the operation of these mills. The Company is committed to purchasing minimum annual amounts of steam generated by these facilities under the agreements through 2024. These minimum annual commitments total approximately \$4 million. The Company's current and expected requirements for steam at these facilities are at levels that exceed the minimum levels under the contracts.

Schweitzer-Mauduit do Brasil Industria e Comércio de Papel Ltda., or SWM-B, our Paper segment's Brazilian mill, has an agreement for the transmission and distribution of energy that covers 100% of the mill's consumption of electrical energy valued at approximately \$4 million annually through 2015. The French mills have contracts for natural gas to be distributed to and consumed at PDMI, LTRI and St. Girons. The value of the natural gas and distribution to be provided under these contracts is estimated at approximately \$16 million in 2015.

## Outlook

SWM's solid operating foundation and technology position allow us to seize opportunities in our tobacco business by providing value-adding solutions to our customers. Smoking attrition rates in mature areas drive the overall demand decline for cigarette papers. To the extent additional countries adopt LIP legislation, we plan to build upon our technology and strong reputation in this premium application to serve our customers' additional needs for those products, which we would expect to lead to an improved margin profile in our Paper segment. The timing of potential regulations and implementations is unknown. Based on the current trend of reduced cigarette consumption, especially in the U.S. and Western Europe, we expect our tobacco paper sales volumes to be impacted by the overall industry attrition rates. Based on early customer indications, we expect an approximate 10% decline in Reconstituted Tobacco segment volumes in 2016 from planned 2015 volumes, with weakness in sales volumes potentially continuing through 2017, due to blend reformulations and significant availability of substitute low-price tobacco leaf. We are working closely with several of our customers in developing RTL for heat-non-burn reduced harm tobacco products, which may provide a longer-term partial offset to this anticipated sales volume decline.

The Company also plans to continue seeking to capitalize on growth opportunities and regulatory trends requiring more sophisticated cigarettes in design and performance. SWM expects increased demand for RTL from CTS, our RTL joint venture in China, as proposed tar delivery limits are implemented in China.

The acquisition of DelStar as well as acquisitions completed during late 2014 provided opportunities to diversify beyond the tobacco industry. These businesses comprise our Filtration segment, and we expect that growth will be driven organically by continued strong demand for filtration products and potentially additional acquisitions. We also believe that adjacencies between filtration products and certain of SWM's legacy non-tobacco offerings will allow us to realize commercial synergy growth. We expect our global platform and operational excellence programs to help our Filtration segment as well.

During 2014, we established the Advanced Fibers & Materials business unit to focus on accelerating diversification efforts outside of our tobacco and Filtration businesses. The primary focus for this business unit is product development and commercialization, leveraging our existing asset base for higher value-add applications in consumer products and industrial goods, and exploring potential acquisitions of value-added and synergistic product lines.

Worldwide economic uncertainty and its effects on foreign exchange volatility can be challenging for our global results. We serve tobacco industry customers and face competitive pressure on pricing and sales volumes worldwide due to the continued decline of cigarette consumption in Western countries. We expect pricing pressure to continue

with respect to our LIP products and have commenced intellectual property litigation in Germany to protect our LIP technology. We cannot give any assurances as to the outcome of this or any other litigation. We also expect to continue to reduce costs through our operational excellence program as well as through restructuring and cost reduction activities. We expect that such cost reductions will deliver value to our customers and help mitigate anticipated inflationary and competitive pressures. In addition, we are evaluating other opportunities to address ongoing imbalances of demand and supply, particularly as tobacco industry growth is occurring primarily in regions such as Asia, in an effort to continue

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providing competitive and high quality, value-adding solutions in growing areas. We also intend to continue reviewing various internal and external growth opportunities, including potential acquisitions in, or adjacent to, our Filtration and Advanced Fibers and Materials business units, to diversify the Company over the long term.

#### Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to the safe harbor created by that Act. Forward-looking statements include, without limitation, those regarding 2015 outlook and future performance, our capital allocation strategy, including future dividend amounts, mergers and acquisitions, future market trends, future RTL operating profit, sales and volume and sales trends, smoking attrition rates, acquisition synergies, including those relating to our Filtration segment, growth prospects, capital spending, the impact of our operational excellence program and other cost savings programs, the sales and profitability of CTS, the adoption of LIP regulations in new countries (including South Korea), the margin profile in our Paper segment, European patent oppositions, currency rates and trends, demand for reconstituted tobacco, future cash flows, benefits associated with our global asset realignment, outcome of litigation (including the LIP litigation) or other disputes, purchase accounting impacts, LIP pricing, diversification efforts of our Advanced Fiber & Materials group and other statements generally identified by words such as "believe," "expect," "intend," "plan," "potential," "anticipate," "project," "appear," "should," "could," "may," "typically," "will," and similar words. These statements are not guarantees of future performance and involve certain risks and uncertainties that may cause actual results to differ materially from our expectations as of the date of this report. These risks include, among other things, those set forth in Part I, Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2014, as well as the following factors:

Changes in sales or production volumes, pricing and/or manufacturing costs of reconstituted tobacco products, cigarette paper (including for lower ignition propensity cigarettes), filtration-related products due to changing customer demands (including any change by our customers in their tobacco and tobacco-related blends for their cigarettes, their target inventory levels and/or the overall demand for their products), new technologies such as e-cigarettes, inventory adjustments and rebalancings, competition or otherwise;

Risks associated with the implementation of our strategic growth initiatives, including diversification, and the Company's understanding of, and entry into, new industries and technologies;

Changes in the source and intensity of competition in our market segments;

Our ability to attract and retain key personnel, due to our prior restructuring actions, the tobacco industry in which we operate or otherwise;

Weather conditions, including potential impacts, if any, from climate change, known and unknown, seasonality factors that affect the demand for virgin tobacco leaf and natural disasters or unusual weather events;

Increases in commodity prices and lack of availability of such commodities, including energy, wood pulp and resins, could impact the profitability of our products;

Adverse changes in the oil, gas and mining sectors impacting key Filtration segment customers;

Adverse changes in the oil, gas, and mining sectors impacting key Filtration segment customers;

Increases in operating costs due to inflation or otherwise, such as labor expense, compensation and benefits costs, including costs related to the comprehensive health care reform law enacted in 2010;

Employee retention and labor shortages;

Changes in employment, wage and hour laws and regulations in the U.S. and France, including loi de Sécurisation de l'emploi, equal pay initiatives, additional anti-discrimination rules or tests and different interpretations of exemptions from overtime laws;

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Regulatory or enforcement initiatives by regulatory agencies, including the U.S. Food and Drug Administration or other regulatory agencies, relating to regulation of cigars and cigar components or otherwise;

New reports as to the effect of smoking on human health or the environment;

Changes in general economic, financial and credit conditions in the U.S., Europe and elsewhere, including the impact thereof on currency exchange rates (including any weakening of the euro) and on interest rates;

Existing and future governmental regulation and the enforcement thereof, including regulation relating to the tobacco industry, taxation and the environment;

The success of, and costs associated with, current or future restructuring initiatives, including the granting of any needed governmental approvals and the occurrence of work stoppages or other labor disruptions;

Changes in the discount rates, revenue growth, cash flow growth rates or other assumptions used by the Company in its assessment for impairment of assets and adverse economic conditions or other factors that would result in significant impairment charges;

The failure of one or more material suppliers, including energy, resin and pulp suppliers, to supply materials as needed to maintain our product plans and cost structure;

International conflicts and disputes (for example, relating to Russia and to the Ukraine), including their impact on our sales and the adoption of new LIP regulations;

The pace and extent of further international adoption of LIP cigarette standards and the nature of standards so adopted;

Risks associated with our 50%-owned, non-U.S. joint ventures relating to control and decision-making, compliance, transparency and customer relations, among others;

A failure in our risk management and/or currency or interest rate swaps and hedging programs, including the failures of any insurance company or counterparty;

Increase in interest rates or the manner in which we finance our debt and future capital needs, including potential acquisitions;

The number, type, outcomes (by judgment or settlement) and costs of legal, tax, regulatory or administrative proceedings and or amnesty programs, including those in Brazil;

The outcome and cost of LIP intellectual property litigation in Germany and the European Patent Office opposition proceedings;

Labor activities, including strikes or other disruptions, at our facilities and the impact of new regulations or changes in existing regulations and procedures by the National Labor Relations Board or other U.S. and non-U.S. authorities;

Risks associated with acquisitions or other strategic transactions, including acquired liabilities and restrictions, retaining customers from businesses acquired, achieving any expected results or synergies from acquired businesses, complying with new regulatory frameworks, difficulties in integrating acquired businesses or implementing strategic transactions generally and risks associated with international acquisition transactions, including in countries where we

do not currently have a material presence;

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Risks associated with dispositions, including post-closing claims being made against us, disruption to our other businesses during a sale process or thereafter, credit risks associated with any buyer of such disposed assets and our ability to collect funds due from any such buyer;

Risks associated with our global asset realignment initiatives, including: changes in law, treaties, interpretations, or regulatory determinations; audits made by applicable regulatory authorities and our auditor; and our ability to operate our business in a manner consistent with the regulatory requirements for such realignment;

- Increased taxation on tobacco-related products;

• Costs and timing of implementation of any upgrades to our information technology systems;

• Failure by us to comply with any privacy or data security laws or to protect against theft of customer, employee and corporate sensitive information; and

• Other factors described elsewhere in this document and from time to time in documents that we file with the SEC.

All forward-looking statements made in this document are qualified by these cautionary statements. These forward-looking statements are made only as of the date of this document, and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, or changes in future operating results over time or otherwise.

Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance unless expressed as such, and should only be viewed as historical data.



### Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our market risk exposure at June 30, 2015 is consistent with, and not materially different than, the market risk and discussion of exposure presented under the caption “Quantitative and Qualitative Disclosures about Market Risk” in Part II, Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2014.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

We currently have in place systems relating to disclosure controls and procedures designed to ensure the timely recording, processing, summarizing and reporting of information required to be disclosed in periodic reports under the Securities Exchange Act of 1934, as amended. These disclosure controls and procedures include those designed to ensure that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions about required disclosure. Upon completing our review and evaluation of the effectiveness of our disclosure controls and procedures as of June 30, 2015, our Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures were effective as of June 30, 2015.

#### Changes in Internal Control Over Financial Reporting

No changes in our internal control over financial reporting were identified as having occurred in the fiscal quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The Company is involved in various legal proceedings and disputes. See Note 18. Commitments and Contingencies, of the notes to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2014 and Note 12. Commitments and Contingencies, of the notes to the condensed consolidated financial statements included herein. There have been no material developments with regards to these matters.

### Item 1A. Risk Factors

There were no material changes in the risk factors previously disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014.

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

## Purchases of Equity Securities By the Issuer and Affiliated Purchasers

The following table indicates the cost of and number of shares of the Company's common stock it has repurchased during 2015:

## Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs (# shares)	(\$ in millions)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Programs (\$ in millions)
First Quarter 2015	63,220	46.30			
April 2015	145	46.00	—	—	—
May 2015	—	—	—	—	—
June 2015	—	—	—	—	—
Total Year-to-Date 2015	63,365	\$46.30	—	\$—	\$—

From time to time, the Company uses corporate 10b5-1 plans to allow for share repurchases to be made at predetermined stock price levels, without restricting such repurchases to specific windows of time. Any future common stock repurchases will be dependent upon various factors, including the Company's stock price, strategic opportunities and cash availability.

## Item 3. Defaults Upon Senior Securities

Not applicable.

## Item 4. Mine Safety Disclosures

Not applicable.

## Item 5. Other Information

Not applicable.

Item 6. Exhibits

Exhibit Number	Exhibit
10.1	Schweitzer-Mauduit International, Inc. 2015 Long-term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities Exchange Commission on April 29, 2015).
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended.
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. ‡
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Statements of Comprehensive Income (Loss), (iii) the Condensed Consolidated Balance Sheets, (iv) the Condensed Consolidated Statements of Changes in Stockholders' Equity, (v) the Condensed Consolidated Statements of Cash Flow, and (vi) Notes to Consolidated Financial Statements.

‡ This Section 906 certification is not being incorporated by reference into this Quarterly Report on Form 10-Q filing or otherwise deemed to be filed with the Securities and Exchange Commission.

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.

Schweitzer-Mauduit International, Inc.  
(Registrant)

By: /s/ Robert J. Cardin  
Robert J. Cardin  
Corporate Controller and  
Interim Chief Financial Officer  
(duly authorized officer and principal accounting officer)

August 5, 2015

## GLOSSARY OF TERMS

The following are definitions of certain terms used in this Form 10-Q filing:

"Banded cigarette paper" is a type of paper, used to produce lower ignition propensity cigarettes, by applying bands to the paper during the papermaking process.

"Binder" is used to hold the tobacco leaves in a cylindrical shape during the production process of cigars.

"Cigarette paper" wraps the column of tobacco within a cigarette and has varying properties such as basis weight, porosity, opacity, tensile strength, texture and burn rate.

"Flax" is a cellulose fiber from a flax plant used as a raw material in the production of certain cigarette papers.

"Lower ignition propensity cigarette paper" includes banded and print banded cigarette paper, both of which contain bands, which increase the likelihood that an unattended cigarette will self-extinguish.

"Net debt to EBITDA ratio" is a financial measurement used in bank covenants where "Net Debt" is defined as consolidated total debt minus unrestricted cash and cash equivalents in excess of \$15 million, and "EBITDA" is defined as net income plus the sum of interest expense, income tax expense, depreciation and amortization, non-cash restructuring and impairment charges less amortization of deferred revenue and interest in the earnings of equity affiliates to the extent such earnings are not distributed to the Company.

"Total debt to capital ratio" is total debt divided by the sum of total debt and total stockholders' equity.

"Net debt to equity ratio" is total debt less cash and cash equivalents, divided by stockholders' equity.

"Net operating working capital" is accounts receivable, inventory, income taxes receivable and prepaid expense, less accounts payable, accrued expenses and income taxes payable.

"Opacity" is a measure of the extent to which light is allowed to pass through a given material.

"Operating profit return on assets" is operating profit divided by average total assets.

"Plug wrap paper" wraps the outer layer of a cigarette filter and is used to hold the filter materials in a cylindrical form.

"Print banded cigarette paper" is a type of paper, used to produce lower ignition propensity cigarettes, with bands added to the paper during a printing process, subsequent to the papermaking process.

"Reconstituted tobacco" is produced in two forms: leaf, or reconstituted tobacco leaf, and wrapper and binder products. Reconstituted tobacco leaf is blended with virgin tobacco as a design aid to achieve certain attributes of finished cigarettes. Wrapper and binder are reconstituted tobacco products used by manufacturers of cigars.

"Restructuring expense" represents expenses incurred in connection with activities intended to significantly change the size or nature of the business operations, including significantly reduced utilization of operating equipment, exit of a product or market or a significant workforce reduction and charges to reduce property, plant and equipment to its fair value.

"Start-up costs" are costs incurred prior to generation of income producing activities in the case of a new plant, or costs incurred in excess of expected ongoing normal costs in the case of a new or rebuilt machine. Start-up costs can include excess variable costs such as raw materials, utilities and labor and unabsorbed fixed costs.

"Tipping paper" joins the filter element to the tobacco-filled column of the cigarette and is both printable and glueable at high speeds.

"Wrapper" covers the outside of cigars providing a uniform, finished appearance.