KEMET CORP
Form 10-Q
November 09, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2012

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

Commission File Number: 001-15491

KEMET CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	**57-0923789**

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2835 KEMET WAY, SIMPSONVILLE, SOUTH CAROLINA 29681

(Address of principal executive offices, zip code)

(864) 963-6300

(Registrant s telephone number, including area code)

Former name, former address and former fiscal year, if changed since last report: **N/A**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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 x NO o

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

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

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

The number of shares outstanding of the registrant s common stock, par value $0.01 per share, as of November 6, 2012 was 44,917,587.

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KEMET CORPORATION AND SUBSIDIARIES

Form 10-Q for the Quarter Ended September 30, 2012

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PART I - FINANCIAL INFORMATION

Item 1 - Financial Statements

KEMET CORPORATION AND SUBSIDIARIES

Condensed Consolidated Balance Sheets

(Amounts in thousands, except per share data)

	September 30, 2012 (Unaudited)	March 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 160,495	$ 210,521
Accounts receivable, net	99,160	104,950
Inventories, net	224,773	212,234
Prepaid expenses and other	41,041	32,259
Deferred income taxes	5,658	6,370
Total current assets	531,127	566,334
Property and equipment, net of accumulated depreciation of $773,184 and $761,522 as of September 30, 2012 and March 31, 2012, respectively	316,182	315,848
Goodwill	35,584	36,676
Intangible assets, net	40,102	41,527
Other assets	17,802	15,167
Total assets	$ 940,797	$ 975,552
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 1,576	$ 1,951
Accounts payable	82,156	74,404
Accrued expenses	88,623	89,079
Income taxes payable	622	2,256
Total current liabilities	172,977	167,690
Long-term debt, less current portion	359,621	345,380
Other non-current obligations	90,098	101,229
Deferred income taxes	4,788	2,257
Stockholders equity:		
Preferred stock, par value $0.01, authorized 10,000 shares, none issued		
Common stock, par value $0.01, authorized 175,000 shares, issued 46,508 shares at September 30, 2012 and March 31, 2012	465	465
Additional paid-in capital	466,906	470,059
Retained deficit	(123,727)	(81,053)
Accumulated other comprehensive income	6,658	12,020
Treasury stock, at cost (1,600 and 1,839 shares at September 30, 2012 and March 31, 2012, respectively)	(36,989)	(42,495)
Total stockholders equity	313,313	358,996
Total liabilities and stockholders equity	$ 940,797	$ 975,552

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

(Amounts in thousands, except per share data)

(Unaudited)

	Quarters Ended September 30, 2012	Quarters Ended September 30, 2011	Six Months Ended September 30, 2012	Six Months Ended September 30, 2011
Net sales	$ 215,991	$ 265,514	$ 439,623	$ 555,370
Operating costs and expenses:				
Cost of sales	183,053	203,319	374,374	413,823
Selling, general and administrative expenses	27,983	28,355	55,238	58,631
Research and development	6,833	7,362	14,566	14,448
Restructuring charges	8,522	1,605	9,786	2,630
Goodwill impairment	1,092		1,092	
Write down of long-lived assets	4,234		4,234	
Settlement gain on benefit plan	(1,675)		(1,675)	
Net (gain) loss on sales and disposals of assets	(31)	(40)	73	83
Total operating costs and expenses	230,011	240,601	457,688	489,615
Operating income (loss)	(14,020)	24,913	(18,065)	65,755
Other (income) expense:				
Interest income	(26)	(31)	(57)	(74)
Interest expense	10,136	7,282	20,593	14,682
Other (income) expense, net	(996)	1,297	515	1,202
Income (loss) before income taxes	(23,134)	16,365	(39,116)	49,945
Income tax expense	1,787	2,047	3,558	3,778
Net income (loss)	$ (24,921)	$ 14,318	$ (42,674)	$ 46,167
Net income (loss) per share:				
Basic	$ (0.55)	$ 0.32	$ (0.95)	$ 1.10
Diluted	$ (0.55)	$ 0.27	$ (0.95)	$ 0.88
Weighted-average shares outstanding:				
Basic	44,911	44,370	44,860	41,924
Diluted	44,911	52,230	44,860	52,307

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Amounts in thousands)

(Unaudited)

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Net income (loss)	$ (24,921)	$ 14,318	$ (42,674)	$ 46,167
Other comprehensive income (loss):				
Foreign currency translation gains (losses)	3,907	(11,592)	(4,059)	(8,487)
Defined benefit pension plans, net of tax impact	(1,244)	100	(1,142)	216
Defined benefit post-retirement plan adjustments	(232)	(91)	(161)	(161)
Other comprehensive income (loss)	2,431	(11,583)	(5,362)	(8,432)
Total comprehensive income (loss)	$ (22,490)	$ 2,735	$ (48,036)	$ 37,735

See accompanying notes to the unaudited condensed consolidated financial statements.

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KEMET CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

(Amounts in thousands)

(Unaudited)

	Six Months Ended September 30, 2012	Six Months Ended September 30, 2011
Net income (loss)	$ (42,674)	$ 46,167
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	23,177	23,011
Amortization of debt discount and debt issuance costs	1,924	2,056
Net loss on sales and disposals of assets	73	83
Stock-based compensation expense	2,506	2,175
Goodwill impairment	1,092	
Write down of long-lived assets	4,234	
Settlement gain on benefit plan	(1,675)	
Change in deferred income taxes	838	379
Change in operating assets	(18,656)	18,438
Change in operating liabilities	2,520	(42,517)
Other	17	1,197
Net cash provided by (used in) operating activities	(26,624)	50,989
Investing activities:		
Capital expenditures	(30,343)	(20,105)
Acquisition, net of cash received		(11,584)
Net cash used in investing activities	(30,343)	(31,689)
Financing activities:		
Proceeds from issuance of debt	15,825	
Deferred acquisition payments	(6,617)	
Payments of long-term debt	(1,576)	(4,084)
Net borrowings (payments) under other credit facilities		(3,153)
Proceeds from exercise of stock options	42	159
Debt issuance costs	(275)	(29)
Change in restricted cash		(36,497)
Net cash provided by (used in) financing activities	7,399	(43,604)
Net decrease in cash and cash equivalents	(49,568)	(24,304)
Effect of foreign currency fluctuations on cash	(458)	(584)
Cash and cash equivalents at beginning of fiscal period	210,521	152,051
Cash and cash equivalents at end of fiscal period	$ 160,495	$ 127,163

See accompanying notes to the unaudited condensed consolidated financial statements.

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Notes to Condensed Consolidated Financial Statements

Note 1. Basis of Financial Statement Presentation

The condensed consolidated financial statements contained herein are unaudited and have been prepared from the books and records of KEMET Corporation and its subsidiaries (KEMET or the Company). In the opinion of management, the condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. The condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q, and therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with U.S. generally accepted accounting principles (U.S. GAAP). Although the Company believes that the disclosures are adequate to make the information presented not misleading, it is suggested that these condensed consolidated financial statements be read in conjunction with the audited financial statements and notes thereto included in the Company s Form 10-K for the fiscal year ended March 31, 2012 (the Company s 2012 Annual Report).

Net sales and operating results for the three and six months ended September 30, 2012 are not necessarily indicative of the results to be expected for the full year. The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. In consolidation, all significant intercompany amounts and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to current year presentation.

The significant accounting policies followed by the Company are presented in the Company s 2012 Annual Report.

Recently Issued Accounting Pronouncements

New accounting standards adopted

In September 2011, the FASB issued ASU 2011-08, Guidance on Testing Goodwill for Impairment. ASU 2011-08 gives entities testing goodwill for impairment the option of performing a qualitative assessment before calculating the fair value of a reporting unit in Step 1 of the goodwill impairment test. If entities determine, on the basis of qualitative factors, that it is more likely than not that the fair value of a reporting unit is less than the carrying amount, the two-step impairment test would be required. Otherwise, further testing would not be needed. ASU 2011-08 was effective for the Company on April 1, 2012 and did not have a material effect on the Company s financial position.

In December 2011, the FASB issued ASU 2011-12, Comprehensive Income. ASU 2011-12 defers the requirement in ASU 2011-05 that companies present reclassification adjustments for each component of AOCI in both OCI and net income on the face of the financial statements. ASU 2011-12 requires companies to continue to present amounts reclassified out of AOCI on the face of the financial statements or disclosed in the notes to the financial statements. ASU 2011-12 also defers the requirement to report reclassification adjustments in interim periods and requires companies to present only total comprehensive income in either a single continuous statement or two consecutive statements in interim periods. ASU 2011-05 and ASU 2011-12 was effective for the Company on April 1, 2012 and did not have a material effect on the Company s financial position.

There are currently no other accounting standards that have been issued that will have a significant impact on the Company s financial position, results of operations or cash flows upon adoption.

Restricted Cash

A guarantee was issued by a European bank on behalf of the Company in August 2006 in conjunction with the establishment of a Value-Added Tax (VAT) registration in The Netherlands. The bank guarantee is in the amount of EUR 1.5 million ($1.9 million). A deposit was placed with a European bank for EUR 1.7 million ($2.1 million). The deposit is in KEMET s name, and KEMET receives any interest earned by this deposit. However, the deposit is pledged to the European bank, and the bank can use the money if a valid claim against the bank guarantee is made. The bank guarantee will remain valid until it is discharged by the beneficiary.

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Fair Value Measurement

The Company utilizes three levels of inputs to measure the fair value of (a) nonfinancial assets and liabilities that are recognized or disclosed at fair value in the Company s consolidated financial statements on a recurring basis (at least annually) and (b) all financial assets and liabilities. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

The first two inputs are considered observable and the last is considered unobservable. The levels of inputs are as follows:

- Level 1 Quoted prices in active markets for identical assets or liabilities.

- Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis as of September 30, 2012 and March 31, 2012 are as follows (amounts in thousands):

	Carrying Value September 30, 2012	**Fair Value September 30, 2012**	**Fair Value Measurement Using Level 1**	**Level 2 (2)**	**Level 3**	**Carrying Value March 31, 2012**	**Fair Value March 31, 2012**	**Fair Value Measurement Using Level 1**	**Level 2 (2)**	**Level 3**
Assets:										
Money markets (1)	$ 26,239	$ 26,239	$ 26,239	$	$	$ 26,215	$ 26,215	$ 26,215	$	$
Long-term debt	361,197	362,301	360,325	1,976		347,331	362,086	358,700	3,386	

(1) Included in the line item Cash and cash equivalents on the Condensed Consolidated Balance Sheets.

(2) The valuation approach used to calculate fair value was a discounted cash flow for each respective debt facility.

Revenue Recognition

A portion of sales is related to products designed to meet customer specific requirements. These products typically have stricter tolerances making them useful to the specific customer requesting the product and to customers with similar or less stringent requirements. The Company recognizes revenue when title to the products transfers to the customer.

A portion of sales is made to distributors under agreements allowing certain rights of return and price protection on unsold merchandise held by distributors. The Company s distributor policy includes inventory price protection and ship-from-stock and debit (SFSD) programs common in the industry.

The SFSD program provides a mechanism for the distributor to meet a competitive price after obtaining authorization from the Company s local sales office. This program allows the distributor to ship its higher-priced inventory and debit the Company for the difference between KEMET s list price and the lower authorized price for that specific transaction. Management analyzes historical SFSD activity to determine the SFSD exposure on the global distributor inventory at the balance sheet date. The establishment of these reserves is recognized as a component of the line item Net sales on the Condensed Consolidated Statements of Operations, while the associated reserves are included in the line item Accounts receivable, net on the Condensed Consolidated Balance Sheets.

The Company provides a limited warranty to customers that the Company s products meet certain specifications. The warranty period is generally limited to one year, and the Company s liability under the warranty is generally limited to a replacement of the product or refund of the purchase price of the product. Warranty costs as a percentage of net sales were less than 1% for the quarters and six months ended September 30, 2012 and 2011. The Company recognizes warranty costs when they are both probable and reasonably estimable.

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Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions, and judgments. Estimates and assumptions are based on historical data and other assumptions that management believes are reasonable. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. In addition, they affect the reported amounts of revenues and expenses during the reporting period.

The Company s judgments are based on management s assessment as to the effect certain estimates, assumptions, or future trends or events may have on the financial condition and results of operations reported in the unaudited condensed consolidated financial statements. It is important that readers of these unaudited financial statements understand that actual results could differ from these estimates, assumptions, and judgments.

Inventories

Inventories are stated at the lower of cost or market. The components of inventories are as follows (amounts in thousands):

	September 30, 2012	March 31, 2012
Raw materials and supplies	$ 90,403	$ 86,845
Work in process	84,182	72,411
Finished goods	67,594	70,122
	242,179	229,378
Inventory reserves	(17,406)	(17,144)
	$ 224,773	$ 212,234

Note 2. Debt

A summary of debt is as follows (amounts in thousands):

	September 30, 2012	March 31, 2012
10.5% Senior Notes, net of premium of $4,066 and $3,539 as of September 30, 2012 and March 31, 2012, respectively	$ 359,066	$ 343,539
Other	2,131	3,792
Total debt	361,197	347,331
Current maturities	(1,576)	(1,951)
Total long-term debt	$ 359,621	$ 345,380

The line item Interest expense on the Condensed Consolidated Statements of Operations for the quarters and six months ended September 30, 2012 and 2011, is as follows (amounts in thousands):

	Quarters Ended September 30, 2012	Quarters Ended September 30, 2011	Six Months Ended September 30, 2012	Six Months Ended September 30, 2011
Contractual interest expense	$ 9,182	$ 6,270	$ 18,669	$ 12,626
Amortization of debt issuance costs	426	280	852	555
Amortization of debt (premium) discount	(144)	598	(298)	1,254
Imputed interest on acquisition related obligations	672	134	1,370	247
	$ 10,136	$ 7,282	$ 20,593	$ 14,682

10.5% Senior Notes

On May 5, 2010, the Company completed a private placement of $230.0 million in aggregate principal amount of the Company s 10.5% Senior Notes due 2018 (the 10.5% Senior Notes). On March 27, 2012 and April 3, 2012, the Company completed the sale of $110.0 million and $15.0 million aggregate principal amount of its 10.5% Senior Notes due 2018, respectively, at an issue price of 105.5% of the principal amount plus accrued interest from November 1, 2011. The Senior Notes were issued as additional notes under the indenture, dated May 5, 2010, among the Company, the guarantors party thereto and Wilmington Trust

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Company, as trustee. Debt issuance costs related to the 10.5% Senior Notes, net of amortization, were $7.4 million as of September 30, 2012; these costs are being amortized over the term of the 10.5% Senior Notes. Debt premium related to the 10.5% Senior Notes as of September 30, 2012 were $4.1 million which will be amortized over the term of the 10.5% Senior Notes.

The Company had interest payable related to the 10.5% Senior Notes included in the line item Accrued expenses on its Condensed Consolidated Balance Sheets of $15.6 million and $14.7 million at September 30, 2012 and March 31, 2012, respectively.

Revolving Line of Credit

On September 30, 2010, KEMET Electronics Corporation (KEC) and KEMET Electronics Marketing (S) Pte Ltd. (KEMET Singapore) (each a Borrower and, collectively, the Borrowers) entered into a Loan and Security Agreement (the Loan and Security Agreement), with Bank of America, N.A, as the administrative agent and the initial lender. The Loan and Security Agreement provides a $50 million revolving line of credit, which is bifurcated into a U.S. facility (for which KEC is the Borrower) and a Singapore facility (for which KEMET Singapore is the Borrower). The size of the U.S. facility and Singapore facility can fluctuate as long as the Singapore facility does not exceed $30 million and the total facility does not exceed $50 million. A portion of the U.S. facility and of the Singapore facility can be used to issue letters of credit. The facilities expire on September 30, 2014.

Debt issuance costs related to the Loan and Security Agreement, net of amortization, were $0.8 million and $0.9 million as of September 30, 2012 and March 31, 2012, respectively. These costs are being amortized over the term of the Loan and Security Agreement. As discussed in Note 17, Subsequent Event , a standby letter of credit for $16.0 million was delivered to the beneficiary on October 8, 2012. There were no borrowings against the Loan and Security Agreement as of September 30, 2012 and March 31, 2012.

Note 3. Goodwill Impairment

The Company s annual goodwill impairment test is assessed as of May 31st of each fiscal year. Testing was not completed prior to the deadline for filing the Form 10-Q for the first quarter ended June 30, 2012. Due to reduced earnings and cash flows caused by macro-economic factors and excess capacity issues in our industry, the Company revised its earnings forecast; and as a result, recorded a $1.1 million goodwill impairment charge in the second quarter of fiscal year 2013, which represents all of the goodwill related to the KEMET Foil Manufacturing, LLC (KEMET Foil) reporting unit. The Company has evaluated the effect of not recording the impairment in the first quarter of fiscal year 2013 and determined that the goodwill impairment charge is not material to the first or second quarter Condensed Consolidated Financial Statements.

Note 4. Write Down of Long-Lived Assets

During the second quarter of fiscal year 2013, the Company incurred impairment charges totaling $4.2 million related to the Film and Electrolytic Business Group (Film and Electrolytic). In connection with the consolidation of two manufacturing facilities within Italy, the Company obtained appraisals for each of these facilities. These appraisals indicated that there was a decrease in the market price of the manufacturing facilities, and therefore, the carrying amounts for these manufacturing facilities were reviewed for recoverability. It was determined that the carrying amounts of the manufacturing facilities were not recoverable since they exceeded the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset (asset group). The impairment was measured as the amount by which the carrying amount of a long-lived asset (asset group) exceeds its fair value. The Company utilized the market approach to estimate fair value of the long-lived asset group. The impairment charge is recorded on the Condensed Consolidated Statements of Operations line item Write down of long-lived assets in the second quarter of fiscal year 2013.

Note 5. Restructuring Charges

A summary of the expenses aggregated on the Condensed Consolidated Statements of Operations line item Restructuring charges in the quarters and six months ended September 30, 2012 and 2011, is as follows (amounts in thousands):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Cost of relocating manufacturing equipment	$ 1,015	$ 638	$ 1,161	$ 1,385
Personnel reduction costs	7,507	967	8,625	1,245
	$ 8,522	$ 1,605	$ 9,786	$ 2,630

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Six month period Ended September 30, 2012

In fiscal year 2010, the Company initiated the first phase of a plan to restructure Film and Electrolytic and to reduce overhead within the Company as a whole. The restructuring plan includes implementing programs to make the Company more competitive, removing excess capacity, moving production to lower cost locations and eliminating unnecessary costs throughout the Company. Restructuring charges in the six months ended September 30, 2012 related to this plan are primarily comprised of the following: $2.8 million in termination benefits associated with converting the Landsberg, Germany manufacturing facility into a technology center and $1.7 million in termination benefits associated with converting the Weymouth, United Kingdom manufacturing facility into a technology center. The total termination benefits expected for the conversion of the Weymouth manufacturing facility are $2.6 million; the expected completion is the third quarter of fiscal year 2014. The Company also incurred $3.9 million for reductions in production workforce across the entire Company and reducing administrative overhead within the Company as a whole. In addition to these personnel reduction costs, the Company incurred manufacturing relocation costs of $1.2 million for relocation of equipment to Bulgaria, China, Macedonia and Mexico and for the consolidation of manufacturing operations within Italy.

Six month period ended September 30, 2011

Restructuring charges in the six month period ended September 30, 2011 were primarily comprised of manufacturing relocation costs of $1.4 million for relocation of equipment to China and Mexico. In addition, the Company incurred $1.2 million in personnel reduction costs primarily due to headcount reductions in the Mexican operations of the Tantalum Business Group (Tantalum   ).

Reconciliation of restructuring liability

A reconciliation of the beginning and ending liability balances for restructuring charges included in the line items   Accrued expenses   and   Other non-current obligations   on the Condensed Consolidated Balance Sheets are as follows (amounts in thousands):

	Quarters Ended September 30, 2012				**Quarters Ended September 30, 2011**			
	Personnel Reductions		**Manufacturing Relocations**		**Personnel Reductions**		**Manufacturing Relocations**	
Beginning of period	$	11,184	$		$	1,751	$	
Costs charged to expense		7,507		1,015		967		638
Costs paid or settled		(4,048)		(1,015)		(1,529)		(638)
Change in foreign exchange		376				(68)		
End of period	$	15,019	$		$	1,121	$	

	Six Months Ended September 30, 2012				**Six Months Ended September 30, 2011**			
	Personnel Reductions		**Manufacturing Relocations**		**Personnel Reductions**		**Manufacturing Relocations**	
Beginning of period	$	11,474	$		$	1,827	$	
Costs charged to expense		8,625		1,161		1,245		1,385
Costs paid or settled		(4,851)		(1,161)		(1,906)		(1,385)
Change in foreign exchange		(229)				(45)		

End of period	$	15,019	$		$	1,121	$

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Note 6. Comprehensive Income (Loss) and Accumulated Other Comprehensive Income

Comprehensive income (loss) for the quarters and six months ended September 30, 2012 and 2011 includes the following components (amounts in thousands):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Net income (loss)	$ (24,921)	$ 14,318	$ (42,674)	$ 46,167
Currency translation gain (loss)(1)	3,907	(11,592)	(4,059)	(8,487)
Amortization of defined benefit pension plans	(1,244)	100	(1,142)	216
Amortization of postretirement benefit plan	(232)	(91)	(161)	(161)
	$ (22,490)	$ 2,735	$ (48,036)	$ 37,735

(1) Due primarily to the Company s permanent re-investment assertion relating to foreign earnings, there was no significant deferred tax effect associated with the cumulative currency translation gains and losses during the quarters and six months ended September 30, 2012 and 2011.

The components of Accumulated other comprehensive income on the Condensed Consolidated Balance Sheets are as follows (amounts in thousands):

	September 30, 2012	March 31, 2012
Foreign currency translation gain	$ 14,048	$ 18,107
Defined benefit pension plans	(9,224)	(8,082)
Defined benefit postretirement plan adjustments	1,834	1,995
	$ 6,658	$ 12,020

Note 7. Acquisitions

Cornell Dubilier Foil, LLC

On June 13, 2011, the Company completed its acquisition of Cornell Dubilier Foil, LLC (whose name was subsequently changed to KEMET Foil Manufacturing, LLC), a Tennessee based manufacturer of etched foils utilized as a core component in the manufacture of aluminum electrolytic capacitors. The purchase price was $15 million plus a $0.5 million working capital adjustment, of which $11.6 million (net of cash received) was paid at closing and $1.0 million was paid on the first anniversary of the closing date and $1.0 million is to be paid on each of the next two anniversaries of the closing date. The Company recorded goodwill of $1.1 million and amortizable intangibles of $1.6 million. The allocation of the purchase price to specific assets and liabilities was based on the relative fair value of all assets and liabilities. Factors contributing to the purchase price which resulted in the goodwill (which is tax deductible) included the trained workforce. Pro forma results are not presented because the acquisition was not material to the consolidated financial statements. KEMET Foil is included within Film and

Electrolytic.

As discussed in Note 3, Impairment Charges, the goodwill recorded for KEMET Foil was fully impaired in the second quarter of fiscal year 2013.

Niotan Incorporated

On February 21, 2012, KEMET acquired all of the outstanding shares of Niotan Incorporated, whose name was subsequently changed to KEMET Blue Powder Corporation (Blue Powder), a leading manufacturer of tantalum powders, from an affiliate of Denham Capital Management LP. Blue Powder has its headquarters and principal operating location in Carson City, Nevada. KEMET paid an initial purchase price of $30.5 million (net of cash received) at the closing of the transaction. Additional deferred payments of $45 million are payable over a thirty-month period after the closing and a working capital adjustment of $0.4 million was paid in April 2012. KEMET made the first installment payment of $5.0 million in August of 2012. KEMET will also be required to make quarterly royalty payments for tantalum powder produced by Blue Powder, in an aggregate amount equal to $10 million by December 31, 2014. The Company determined that the royalty payments should be treated as part of the consideration for Blue Powder instead of a separate transaction because (i) it is paid to the selling shareholder who is not continuing with Blue Powder, (ii) it was based solely on the negotiation process and (iii) KEMET now owns the technology. The Company recorded goodwill of $35.6 million and amortizable intangibles of $22.4 million. The allocation of the purchase price to specific assets and liabilities was

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based on the relative fair value of all assets and liabilities. Factors contributing to the purchase price which resulted in the goodwill (which is not tax deductible) include market recognition of the world class quality of Blue Powder s tantalum powder, the Company s cost savings due to vertical integration and Blue Powder s ability to provide a constant and reliable supply of tantalum powder. Pro forma results are not presented because the acquisition was not material to the consolidated financial statements. Blue Powder is included within Tantalum.

The total discounted purchase price for Blue Powder was $82.0 million which includes (amounts in thousands):

Cash at closing	$	30,656
Deferred payments (discounted)		41,938
Royalty payments (discounted)		8,975
Working capital adjustment		421
	$	81,990

The purchase price was determined through arms-length negotiations between representatives of the Company and Denham Capital Management LP.

The following table presents the preliminary allocations of the aggregate purchase price based on the assets and liabilities estimated fair values (amounts in thousands):

		Fair Value
Cash	$	153
Accounts receivable		479
Inventories		7,305
Prepaid expenses		186
Property, plant and equipment		15,122
Goodwill		35,584
Intangible assets		22,420
Deferred income taxes		311
Other noncurrent assets		1,303
Current liabilities		(873)
Total net assets acquired	$	81,990

The allocation of the purchase price is preliminary as the Company is still evaluating the inventory valuation and tax attributes of the transaction.

The following table presents the amounts assigned to intangible assets (amounts in thousands except useful life data):

		Fair Value	Useful Life (years)
Developed technology	$	22,300	18

Software		120	4
	$	22,420	

The useful life for developed technology is 18 years which is primarily based on the history of the underlying chemical and production processes and an estimate of the future economic benefit.

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Note 8. Goodwill and Intangible Assets

The following table highlights the Company s intangible assets (amounts in thousands):

	September 30, 2012		March 31, 2012	
	Carrying Amount	Accumulated Amortization	Carrying Amount	Accumulated Amortization
Indefinite Lived Intangible Assets:				
Trademarks	$ 7,644	$	$ 7,644	$
Amortized Intangibles:				
Customer relationships, patents and other (3-18 years)	43,172	10,714	43,813	9,930
	$ 50,816	$ 10,714	$ 51,457	$ 9,930

The changes in the carrying amount of goodwill for the six month periods ended September 30, 2012 and 2011 are as follows (amounts in thousands):

	Six Months Ended September 30, 2012	2011
Gross balance at the beginning of fiscal year	$ 36,676	$
Acquisitions		36,676
Impairment charges	(1,092)	
	$ 35,584	$ 36,676

Note 9. Segment and Geographic Information

The Company is organized into three business groups: Tantalum, the Ceramic Business Group (Ceramic), and Film and Electrolytic. Each business group is responsible for the operations of certain manufacturing sites as well as all related research and development efforts. The sales, general and administrative functions are shared by the business groups and substantially all expenses are allocated to each business group based on the business group s respective budgeted net sales. Substantially all research and development expenses are direct costs to the respective business group.

Tantalum

Tantalum operates in seven manufacturing sites in the United States, Mexico, China and Portugal. This business group produces tantalum and aluminum polymer capacitors and produces tantalum powder used in the production of tantalum capacitors. Tantalum shares with Ceramic the Company s product innovation center in the United States. Tantalum products are sold in all regions of the world.

Ceramic

Ceramic operates in two manufacturing sites in Mexico. This business group produces ceramic capacitors. The business group shares with Tantalum the Company s product innovation center in the United States. In addition, Ceramic maintains a design and manufacturing plant for electrical transformers, inductors, chokes, coils and filters in the United States. Ceramic products are sold in all regions of the world.

Film and Electrolytic

Film and Electrolytic operates in fourteen manufacturing sites in Europe, Asia and North America. This business group produces film, paper, and electrolytic capacitors. Film and Electrolytic also operates a machinery division located in Italy that provides automation solutions for the manufacture, processing and assembly of metalized films, film/foil and electrolytic capacitors; and designs, assembles and installs automation solutions for the production of energy storage devices. In addition, this business group has a product innovation center in Sweden. Film and Electrolytic products are sold in all regions of the world.

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The following table reflects each business group s net sales, operating income (loss), depreciation and amortization expenses and sales by region for the quarters and six months ended September 30, 2012 and 2011 (amounts in thousands):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Net sales:				
Tantalum	$ 109,308	$ 112,290	$ 218,507	$ 234,733
Ceramic	53,116	56,112	104,661	115,491
Film and Electrolytic	53,567	97,112	116,455	205,146
	$ 215,991	$ 265,514	$ 439,623	$ 555,370
Operating income (loss) (1):				
Tantalum	$ (579)	$ 10,601	$ 1,904	$ 28,013
Ceramic	6,882	10,553	13,479	21,409
Film and Electrolytic (2)	(20,323)	3,759	(33,448)	16,333
	$ (14,020)	$ 24,913	$ (18,065)	$ 65,755
Depreciation and amortization expenses:				
Tantalum	$ 6,206	$ 6,705	$ 12,018	$ 12,913
Ceramic	1,864	2,002	3,929	3,805
Film and Electrolytic	3,450	3,145	7,230	6,293
	$ 11,520	$ 11,852	$ 23,177	$ 23,011

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Sales by region:				
North and South America (Americas)	$ 62,243	$ 81,663	$ 122,728	$ 154,422
Europe, Middle East, Africa (EMEA)	70,673	106,897	150,058	209,609
Asia and Pacific Rim (APAC)	83,075	76,954	166,837	191,339
	$ 215,991	$ 265,514	$ 439,623	$ 555,370

(1) Restructuring charges included in Operating income (loss) are as follows (amounts in thousands):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Total restructuring:				
Tantalum	$ 1,987	$ 864	$ 2,031	$ 899
Ceramic	1,081	49	1,179	88
Film and Electrolytic	5,454	692	6,576	1,643
	$ 8,522	$ 1,605	$ 9,786	$ 2,630

(2) Film and Electrolytic incurred the following operating expenses (benefits): Goodwill impairment of $1.1 million, Write down of long-lived assets of $4.2 million and a Settlement gain on benefit plan of $(1.7) million.

The following table reflects each business group s total assets as of September 30, 2012 and March 31, 2012 (amounts in thousands):

	September 30, 2012	March 31, 2012
Total assets:		
Tantalum	$ 517,782	$ 511,193
Ceramic	183,863	201,971
Film and Electrolytic	239,152	262,388
	$ 940,797	$ 975,552

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Note 10. Defined Benefit Pension and Other Postretirement Benefit Plans

The Company sponsors defined benefit pension plans which include seven plans in Europe, one plan in Singapore and two plans in Mexico and a postretirement plan in the United States. Costs recognized for these benefit plans are recorded using estimated amounts, which may change as actual costs for the fiscal year are determined.

In July 2012, Film and Electrolytic paid out retirement benefits which represented more than 20% of a plan s pension obligation. As a result, the Company recognized a settlement gain of $1.7 million.

The components of net periodic benefit (income) costs relating to the Company s pension and other postretirement benefit plans are as follows for the quarters ended September 30, 2012 and 2011 (amounts in thousands):

	Pension Quarters Ended September 30, 2012	Pension 2011	Postretirement Benefit Plans Quarters Ended September 30, 2012	Postretirement Benefit Plans 2011
Net service cost	$ 415	$ 331	$	$
Interest cost	494	533	7	8
Expected return on net assets	(172)	(175)		
Amortization:				
Actuarial (gain) loss	130	96	(81)	(91)
Prior service cost	6	6		
Settlement gain on benefit plan	(1,675)			
Total net periodic benefit (income) costs	$ (802)	$ 791	$ (74)	$ (83)

The components of net periodic benefit costs relating to the Company s pension and other postretirement benefit plans are as follows for the six months ended September 30, 2012 and 2011 (amounts in thousands):

	Pension Six Months Ended September 30, 2012	Pension 2011	Postretirement Benefit Plans Six Months Ended September 30, 2012	Postretirement Benefit Plans 2011
Net service cost	$ 829	$ 663	$	$
Interest cost	988	1,067	14	22
Expected return on net assets	(344)	(350)		
Amortization:				
Actuarial (gain) loss	260	191	(161)	(162)
Prior service cost	12	12		
Settlement gain on benefit plan	(1,675)			
Total net periodic benefit (income) costs	$ 70	$ 1,583	$ (147)	$ (140)

In fiscal year 2013, the Company expects to contribute up to $2.4 million to the pension plans of which the Company has contributed $1.5 million as of September 30, 2012. The Company s policy is to pay benefits as costs are incurred for the postretirement benefit plans.

Note 11. Stock-based Compensation

Stock Options

At September 30, 2012, the Company had four stock option plans that reserved shares of common stock for issuance to executives and key employees: the 1992 Key Employee Stock Option Plan, the 1995 Executive Stock Option Plan, the 2004 Long-Term Equity Incentive Plan (collectively, the Prior Plans) and the 2011 Omnibus Equity Incentive Plan (the 2011 Incentive Plan). All of these plans were approved by the Company s stockholders. The 2011 Incentive Plan has authorized the grant of up to 4.8 million shares of the Company s common stock, which is comprised of 4.0 million shares under the new plan and 0.8 million shares which remained under the Prior Plans. The 2011 Incentive Plan authorizes the Company to provide equity-based compensation in the form of (1) stock options, including incentive stock options, entitling the optionee to favorable tax treatment under Section 422 of the Code; (2) stock appreciation rights; (3) restricted stock and restricted stock units; (4) other share-based awards; and (5) performance awards. Options issued under these plans vest within one to three years and expire ten years from the grant date. Stock options

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granted to the Company s Chief Executive Officer on January 27, 2010 vest 50% on June 30, 2014 and 50% on June 30, 2015. If available, the Company issues shares of Common Stock from treasury stock upon exercise of stock options and vesting of restricted stock units.

Restricted Stock

The Company grants shares of its common stock as restricted stock to members of the Board of Directors, the Chief Executive Officer and a limited group of executives. Restricted stock and restricted stock units granted to the Board of Directors vest within one year. Restricted stock granted to the Chief Executive Officer on January 27, 2010 vests 50% on June 30, 2014 and 50% on June 30, 2015 while restricted stock granted to the Chief Executive Officer on March 28, 2012 vests on June 30, 2017. Once vested, restricted shares cannot be sold until 90 days after the Chief Executive Officer, the executive or the member of the Board of Directors, as applicable, resigns from his or her position, or until the individual achieves the targeted ownership under the Company s stock ownership guidelines, and only to the extent that such ownership exceeds the target. Restricted stock granted to the limited group of executives vests 25% per year over four years. In the third quarter of fiscal year 2013, 50 thousand shares of restricted stock units were granted to the non-management members of the Board of Directors. As of September 30, 2012, there was $2.6 million in unrecognized compensation costs related to the unvested restricted stock based compensation arrangements granted.

Long Term Incentive Plans

The Company has various long term incentive plans (LTIP), the 2013/2014 LTIP is 60% based upon the achievement of an Adjusted EBITDA target over a two year period. For the performance portion of the 2013/2014 LTIP, participants will receive 50% in cash, which, if earned, will be distributed after the end of the two-year measurement period, and 50% in restricted stock units which, if earned, will be distributed 50% after the end of the two-year measurement period and 50% one year after the end of the two-year measurement period. The remaining 40% of the award is in the form of time-based restricted stock units which will vest one-third on the first, second and third anniversary of the establishment of the plan (May 14, 2013, 2014 and 2015). The Company assesses the likelihood of meeting the Adjusted EBITDA financial metric on a quarterly basis. In the six month periods ended September 30, 2012 and September 30, 2011, the Company recorded an expense of $0.5 million and $1.4 million, respectively. The expense recorded for the 2013/2014 LTIP relates to the time-based restricted stock units. No expense has been recorded related to the performance piece of the 2013/2014 LTIP, the Company will continue to monitor the likelihood of whether the Adjusted EBITDA financial metric will be realized and will adjust compensation expense to match expectations.

The compensation expense associated with stock-based compensation for the quarters ended September 30, 2012 and 2011 are recorded on the Condensed Consolidated Statements of Operations as follows (amounts in thousands):

	Quarter Ended September 30, 2012			Quarter Ended September 30, 2011		
	Stock Options	**Restricted Stock**	**LTIPs**	**Stock Options**	**Restricted Stock**	**LTIPs**
Cost of sales	$ 214	$ 121	$ 88	$ 81	$	$ 125
Selling, general and administrative expenses	242	356	161	144	135	499
Research and development	32		28			
	$ 488	$ 477	$ 277	$ 225	$ 135	$ 624

The compensation expense associated with stock-based compensation for the six months ended September 30, 2012 and 2011 are recorded on the Condensed Consolidated Statements of Operations as follows (amounts in thousands):

	Six Months Ended September 30, 2012			Six Months Ended September 30, 2011		
	Stock Options	Restricted Stock	LTIPs	Stock Options	Restricted Stock	LTIPs
Cost of sales	$ 426	$ 242	$ 156	$ 165	$	$ 290
Selling, general and administrative expenses	496	754	334	291	270	1,159
Research and development	50		48			
	$ 972	$ 996	$ 538	$ 456	$ 270	$ 1,449

In the Operating activities section of the Condensed Consolidated Statements of Cash Flows, stock-based compensation expense was treated as an adjustment to Net income (loss) for the six month periods ended September 30, 2012 and 2011. Approximately 21 thousand and 52 thousand stock options were exercised in the six months ended September 30, 2012 and 2011, respectively.

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Note 12. Income Taxes

During the second quarter of fiscal year 2013, the Company incurred $1.8 million of income tax expense which is entirely related to income taxes for foreign operations. There is no U.S. federal income tax benefit from the second quarter fiscal year 2013 loss due to a valuation allowance on deferred tax assets.

During the second quarter of fiscal year 2012, the Company incurred $2.0 million of income tax expense which was comprised of $2.2 million of income tax expense from foreign operations and $0.2 million of state income tax benefit related to a prior year refund. There was no U.S. federal income tax expense related to the second quarter fiscal year 2012 earnings due to the utilization of net operating loss carryforward deductions and a valuation allowance on net deferred tax assets.

Income tax expense for the six month period ended September 30, 2012 was $3.6 million, comprised of $3.5 million related to foreign operations and $0.1 million of state income tax expense.

Income tax expense for the six month period ended September 30, 2011 was $3.8 million, comprised of $4.8 million related to foreign operations, a $0.9 million U.S. federal income tax benefit related to a prior year settlement, and $0.1 million of state income tax benefit.

Note 13. Reconciliation of Basic and Diluted Net Income (Loss) Per Common Share

The following table presents a reconciliation of basic EPS to diluted EPS (amounts in thousands, except per share data):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	**2011**	**2012**	**2011**
Numerator:				
Net income (loss)	$ (24,921)	$ 14,318	$ (42,674)	$ 46,167
Denominator:				
Weighted-average shares outstanding:				
Basic	44,911	44,370	44,860	41,924
Assumed conversion of employee stock options		299		335
Assumed conversion of warrants		7,561		10,048
Diluted	44,911	52,230	44,860	52,307
Net income (loss) per share:				
Basic	$ (0.55)	$ 0.32	$ (0.95)	$ 1.10
Diluted	$ (0.55)	$ 0.27	$ (0.95)	$ 0.88

Common stock equivalents that could potentially dilute net income (loss) per basic share in the future, but were not included in the computation of diluted earnings per share because the impact would have been antidilutive, are as follows (amounts in thousands):

	Quarters Ended September 30,		Six Months Ended September 30,	
	2012	2011	2012	2011
Assumed conversion of employee stock options	1,454	903	1,444	710
Assumed conversion of warrants	6,591		6,929	

Note 14. Stockholders Equity

Concurrent with the consummation of a tender offer in May 2009, the Company issued K Financing, LLC (K Financing) a warrant (the Platinum Warrant) to purchase up to 26,848,484 shares of the Company s common stock, subject to certain adjustments, representing approximately 49.9% of the Company s outstanding common stock at the time of issuance on a post-exercise basis. The Platinum Warrant was subsequently transferred to K Equity, LLC (K Equity). The Platinum Warrant may be exercised in exchange for cash, by cashless exercise to the extent of appreciation in the value of the Company s common stock above the exercise price of the Platinum Warrant, or by combination of the preceding alternatives.

On December 20, 2010, K Equity sold a portion of the Platinum Warrant equal to 10,893,608 shares which was exercised on a net exercise basis and the resulting 10,000,000 shares of which were sold by underwriters. On May 31, 2011, K Equity sold a portion of the Platinum Warrant equal to 7,538,061 shares which was exercised on a net exercise basis and the resulting 7,000,000 shares of which were sold by underwriters, leaving a remainder of 8,416,815 shares subject to the Platinum Warrant.

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Note 15. Concentrations of Risks

Sales and Credit Risks

The Company sells to customers globally. Credit evaluations of the Company s customers financial condition are performed periodically, and the Company generally does not require collateral from its customers. One customer, TTI, Inc., accounted for over 10% of the Company s net sales in the quarters and six months ended September 30, 2012 and 2011. There were no customers accounts receivable balances exceeding 10% of gross accounts receivable at September 30, 2012 or March 31, 2012.

Electronics distributors are an important distribution channel in the electronics industry and accounted for 44% of the Company s net sales in the six months ended September 30, 2012 and 2011. As a result of the Company s concentration of sales to electronics distributors, the Company may experience fluctuations in the Company s operating results as electronics distributors experience fluctuations in end-market demand or adjust their inventory stocking levels.

Employee Risks

As of September 30, 2012, KEMET had approximately 10,000 employees in the following locations:

Mexico	5,000
Asia	2,500
Europe	1,900
United States	600

The number of employees represented by labor organizations at KEMET locations in each of the following countries is:

Mexico	3,400
Italy	700
Bulgaria	250
Indonesia	200
China	200
Finland	200
Portugal	100
Sweden	100

For fiscal year 2012 and the current fiscal year to date, the Company has not experienced any major work stoppages. The Company s labor costs in Mexico, Asia and various locations in Europe are denominated in local currencies, and a significant depreciation or appreciation of the United States dollar against the local currencies would increase or decrease labor costs.

Note 16. Condensed Consolidating Financial Statements

The 10.5% Senior Notes are fully and unconditionally guaranteed, jointly and severally, on a senior basis by certain of the Company s 100% owned domestic subsidiaries (Guarantor Subsidiaries) and secured by a first priority lien on 51% of the capital stock of certain of our foreign restricted subsidiaries (Non-Guarantor Subsidiaries). The Company s Guarantor Subsidiaries and Non-Guarantor Subsidiaries are not consistent with the Company s business groups or geographic operations; accordingly this basis of presentation is not intended to present the Company s financial condition, results of operations or cash flows for any purpose other than to comply with the specific requirements for subsidiary guarantor reporting. The Company is required to present condensed consolidating financial information in order for the subsidiary guarantors of the Company s public debt to be exempt from reporting under the Securities Exchange Act of 1934, as amended.

In fiscal year 2012, the Company incorrectly reflected transactions between the Parent and the Guarantor Subsidiaries in the Condensed Consolidating Financial Statements which did not impact the consolidated results. As of March 31, 2012, this resulted in an understatement of the Guarantor Subsidiaries retained earnings, intercompany receivables and net income by $27.8 million. Management concluded that the correction of prior periods is immaterial; and accordingly, previous filings have not been revised. However, during the current period, the Company has corrected its disclosure of the Condensed Consolidating Balance Sheet as of March 31, 2012. Future filings will be corrected as applicable.

In the second quarter of fiscal year 2013, the Company recorded a year-to-date adjustment to properly reflect transactions between the Parent and Guarantor Subsidiaries in the Condensed Consolidating Financial Statements which did not impact the consolidated results. Management concluded that the correction of the first quarter of fiscal year 2013 is immaterial; and accordingly, the previous filing has not been revised.

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Condensed consolidating financial statements for the Company s Guarantor Subsidiaries and Non-Guarantor Subsidiaries are presented in the following tables (amounts in thousands):

Condensed Consolidating Balance Sheet

September 30, 2012

(Unaudited)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$ 8,398	$ 118,578	$ 33,519	$	$ 160,495
Accounts receivable, net		41,154	58,006		99,160
Intercompany receivable	268,826	214,603	215,640	(699,069)	
Inventories, net		129,429	95,344		224,773
Prepaid expenses and other	276	14,258	26,507		41,041
Deferred income taxes		872	4,786		5,658
Total current assets	277,500	518,894	433,802	(699,069)	531,127
Property and equipment, net	14	114,612	201,556		316,182
Investments in subsidiaries	431,379	467,565	10,678	(909,622)	
Goodwill		35,584			35,584
Intangible assets, net		30,899	9,203		40,102
Other assets	7,404	6,347	4,051		17,802
Long-term intercompany receivable	76,659	60,250	2,881	(139,790)	
Total assets	$ 792,956	$ 1,234,151	$ 662,171	$ (1,748,481)	$ 940,797
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities:					
Current portion of long-term debt	$	$ 25	$ 1,551	$	$ 1,576
Accounts payable, trade	57	38,862	43,237		82,156
Intercompany payable	60,976	451,005	159,226	(671,207)	
Accrued expenses	35,523	17,008	36,092		88,623
Income taxes payable	(2,947)	3,055	514		622
Total current liabilities	93,609	509,955	240,620	(671,207)	172,977
Long-term debt, less current portion	359,066		555		359,621
Other non-current obligations	26,968	4,504	58,626		90,098
Deferred income taxes		1,007	3,781		4,788
Long-term intercompany payable		76,659	63,131	(139,790)	
Stockholders equity	313,313	642,026	295,458	(937,484)	313,313
Total liabilities and stockholders equity	$ 792,956	$ 1,234,151	$ 662,171	$ (1,748,481)	$ 940,797

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Condensed Consolidating Balance Sheet

March 31, 2012

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	$ 7,933	$ 178,205	$ 24,383	$	$ 210,521
Accounts receivable, net		42,706	62,244		104,950
Intercompany receivable	251,970	55,863	171,921	(479,754)	
Inventories, net		121,611	90,623		212,234
Prepaid expenses and other	306	13,537	18,416		32,259
Deferred income taxes		192	6,178		6,370
Total current assets	260,209	412,114	373,765	(479,754)	566,334
Property and equipment, net	20	114,615	201,213		315,848
Investments in subsidiaries	454,517	435,970	(4,622)	(885,865)	
Goodwill		36,676			36,676
Intangible assets, net		31,630	9,897		41,527
Other assets	7,796	6,160	1,211		15,167
Long-term intercompany receivable	79,185	62,235	1,065	(142,485)	
Total assets	$ 801,727	$ 1,099,400	$ 582,529	$ (1,508,104)	$ 975,552
LIABILITIES AND STOCKHOLDERS EQUITY					
Current liabilities:					
Current portion of long-term debt	$	$ 25	$ 1,926	$	$ 1,951
Accounts payable, trade	460	35,206	39,490	(752)	74,404
Intercompany payable	34,830	315,906	122,799	(473,535)	
Accrued expenses	30,747	23,007	35,325		89,079
Income taxes payable	(2,778)	3,031	2,003		2,256
Total current liabilities	63,259	377,175	201,543	(474,287)	167,690
Long-term debt, less current portion	343,539		1,841		345,380
Other non-current obligations	35,933	5,400	59,896		101,229
Deferred income taxes		272	1,985		2,257
Long-term intercompany payable		79,185	63,300	(142,485)	
Stockholders equity	358,996	637,368	253,964	(891,332)	358,996
Total liabilities and stockholders equity	$ 801,727	$ 1,099,400	$ 582,529	$ (1,508,104)	$ 975,552

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Condensed Consolidating Statement of Operations

For the Quarter Ended September 30, 2012

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$	$ 233,867	$ 226,355	$ (244,231)	$ 215,991
Operating costs and expenses:					
Cost of sales	675	214,546	201,726	(233,894)	183,053
Selling, general and administrative expenses	13,436	10,977	13,907	(10,337)	27,983
Research and development	59	4,741	2,033		6,833
Restructuring charges		1,797	6,725		8,522
Goodwill impairment		1,092			1,092
Write down of long-lived assets			4,234		4,234
Settlement gain on benefit plan			(1,675)		(1,675)
Net gain on sales and disposals of assets			(31)		(31)
Total operating costs and expenses	14,170	233,153	226,919	(244,231)	230,011
Operating income (loss)	(14,170)	714	(564)		(14,020)
Other (income) expense, net	(3,224)	11,493	845		9,114
Equity in earnings of subsidiaries	13,975			(13,975)	
Income (loss) before income taxes	(24,921)	(10,779)	(1,409)	13,975	(23,134)
Income tax expense		47	1,740		1,787
Net income (loss)	$ (24,921)	$ (10,826)	$ (3,149)	$ 13,975	$ (24,921)

Condensed Consolidating Statement of Comprehensive Income (Loss)

Quarter Ended September 30, 2012

Comprehensive income (loss)	$ 2,015	$ (663)	$ 1,079	$	$ 2,431

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Condensed Consolidating Statement of Operations

For the Quarter Ended September 30, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$	$ 249,751	$ 245,315	$ (229,552)	$ 265,514
Operating costs and expenses:					
Cost of sales	124	200,097	225,122	(222,024)	203,319
Selling, general and administrative expenses	5,617	17,496	13,621	(8,379)	28,355
Research and development		5,276	2,086		7,362
Restructuring charges		1,357	248		1,605
Net (gain) loss on sales and disposals of assets		10	(50)		(40)
Total operating costs and expenses	5,741	224,236	241,027	(230,403)	240,601
Operating income (loss)	(5,741)	25,515	4,288	851	24,913
Other (income) expense, net	(3,221)	15,907	(4,138)		8,548
Equity in earnings of subsidiaries	(16,584)			16,584	
Income before income taxes	14,064	9,608	8,426	(15,733)	16,365
Income tax expense (benefit)	(254)	(506)	2,807		2,047
Net income	$ 14,318	$ 10,114	$ 5,619	$ (15,733)	$ 14,318

Condensed Consolidating Statement of Comprehensive Loss

Quarter Ended September 30, 2011

Comprehensive loss	$ (5,633)	$ (1,300)	$ (4,650)	$	$ (11,583)

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Condensed Consolidating Statement of Operations

For the Six Months Ended September 30, 2012

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$	$ 474,811	$ 455,070	$ (490,258)	$ 439,623
Operating costs and expenses:					
Cost of sales	1,093	432,864	409,303	(468,886)	374,374
Selling, general and administrative expenses	15,041	31,720	29,849	(21,372)	55,238
Research and development	100	10,029	4,437		14,566
Restructuring charges		1,960	7,826		9,786
Goodwill impairment		1,092			1,092
Write down of long-lived assets			4,234		4,234
Settlement gain on benefit plan			(1,675)		(1,675)
Net loss on sales and disposals of assets		33	40		73
Total operating costs and expenses	16,234	477,698	454,014	(490,258)	457,688
Operating income (loss)	(16,234)	(2,887)	1,056		(18,065)
Other (income) expense, net	6,963	14,652	(564)		21,051
Equity in earnings of subsidiaries	19,477			(19,477)	
Income (loss) before income taxes	(42,674)	(17,539)	1,620	19,477	(39,116)
Income tax expense		107	3,451		3,558
Net loss	$ (42,674)	$ (17,646)	$ (1,831)	$ 19,477	$ (42,674)

Condensed Consolidating Statement of Comprehensive Income (Loss)

Six Months Ended September 30, 2012

Comprehensive income (loss)	$ (2,526)	$ 379	$ (3,215)	$	$ (5,362)

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Condensed Consolidating Statement of Operations

For the Six Months Ended September 30, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Net sales	$	$ 519,438	$ 525,337	$ (489,405)	$ 555,370
Operating costs and expenses:					
Cost of sales	286	426,505	459,690	(472,658)	413,823
Selling, general and administrative expenses	17,066	33,211	25,715	(17,361)	58,631
Research and development		10,303	4,145		14,448
Restructuring charges		1,838	792		2,630
Net loss on sales and disposals of assets	3	29	51		83
Total operating costs and expenses	17,355	471,886	490,393	(490,019)	489,615
Operating income (loss)	(17,355)	47,552	34,944	614	65,755
Other (income) expense, net	(7,666)	23,951	(544)	69	15,810
Equity in earnings of subsidiaries	(54,664)			54,664	
Income before income taxes	44,975	23,601	35,488	(54,119)	49,945
Income tax expense (benefit)	(1,192)	97	4,873		3,778
Net income	$ 46,167	$ 23,504	$ 30,615	$ (54,119)	$ 46,167

Condensed Consolidating Statement of Comprehensive Loss

Six Months Ended September 30, 2011

Comprehensive loss	$ (4,174)	$ (1,059)	$ (3,199)	$	$ (8,432)

Condensed Consolidating Statement of Cash Flows

For the Six Months Ended September 30, 2012

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Sources (uses) of cash and cash equivalents					
Net cash provided by (used in) operating activities	$ (9,510)	$ (48,750)	$ 31,636	$	$ (26,624)
Investing activities:					

Capital expenditures		(9,877)	(20,466)		(30,343)
Net cash used in investing activities		(9,877)	(20,466)		(30,343)
Financing activities:					
Proceeds from issuance of debt	15,825				15,825
Deferred acquisition payments	(5,617)	(1,000)			(6,617)
Payments of long-term debt			(1,576)		(1,576)
Proceeds from exercise of stock options	42				42
Debt issuance costs	(275)				(275)
Net cash provided by (used in) financing activities	9,975	(1,000)	(1,576)		7,399
Net increase (decrease) in cash and cash equivalents	465	(59,627)	9,594		(49,568)
Effect of foreign currency fluctuations on cash			(458)		(458)
Cash and cash equivalents at beginning of fiscal period	7,933	178,205	24,383		210,521
Cash and cash equivalents at end of fiscal period	$ 8,398	$ 118,578	$ 33,519	$	$ 160,495

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Condensed Consolidating Statement of Cash Flows

For the Six Months Ended September 30, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Reclassifications and Eliminations	Consolidated
Sources (uses) of cash and cash equivalents					
Net cash provided by operating activities	$ 4,214	$ 32,545	$ 14,230	$	$ 50,989
Investing activities:					
Capital expenditures	(1)	(11,505)	(8,599)		(20,105)
Acquisition, net of cash received		(11,584)			(11,584)
Net cash used in investing activities	(1)	(23,089)	(8,599)		(31,689)
Financing activities:					
Payments of long-term debt	(4,084)				(4,084)
Net payments under other credit facilities			(3,153)		(3,153)
Proceeds from exercise of stock options	159				159
Debt issuance costs		(29)			(29)
Change in restricted cash		(36,497)			(36,497)
Net cash used in financing activities	(3,925)	(36,526)	(3,153)		(43,604)
Net increase (decrease) in cash and cash equivalents	288	(27,070)	2,478		(24,304)
Effect of foreign currency fluctuations on cash			(584)		(584)
Cash and cash equivalents at beginning of fiscal period	6,417	119,326	26,308		152,051
Cash and cash equivalents at end of fiscal period	$ 6,705	$ 92,256	$ 28,202	$	$ 127,163

Note 17. Subsequent Event

On August 28, 2012, the Company entered into an agreement, as amended on the same date (the Agreement), with an original equipment manufacturer (the OEM) pursuant to which the OEM agreed to advance KEMET $24.0 million (the Advance Payment). The Agreement provides that on a monthly-basis starting eight months following the receipt of the Advance Payment, the Company will pay the OEM an amount equal to a percentage of the aggregate purchase price of the capacitors sold to the OEM the preceding month, not to exceed $1.0 million per month. Pursuant to the terms of the Agreement, the percentage of the aggregate purchase price of capacitors sold to the OEM that will be used to repay the Advance Payment will double, and the total amount to be repaid will not exceed $2.0 million per month, in the event that (1) the OEM provides evidence that the price charged by us for a particular capacitor during any prior quarter was equal to or greater than 110% of the price paid by the OEM or its affiliates for a third-party part qualified for the same product, and shipping in volume during such period, and (2) agreement cannot be reached between the OEM and the Company for a price adjustment during the current quarter which would bring KEMET s price within 110% of the third-party price. Thirty-two months after the date of the Advance Payment, the outstanding balance, if any, is due in full. Pursuant to the terms of the Agreement, the Company delivered to the OEM an irrevocable standby letter of credit in the amount of $16.0 million on October 8, 2012. On October 22, 2012 the Company received the Advance Payment from the OEM.

On October 26, 2012, the Company expanded the global restructuring plan to include additional headcount reductions which are expected to result in additional termination charges of approximately $4.0 to $5.0 million during the second half of fiscal year 2013. In addition, the Company is beginning a restructuring of its Evora, Portugal manufacturing facility, which is expected to be completed during the fourth quarter ending March 31, 2013. As a part of our ongoing commitment to expand our polymer capacity the Company will be moving certain Tantalum manufacturing equipment from the Evora, Portugal facility to a manufacturing facility in Mexico and the remainder of the equipment will be disposed. The Company estimates that it will write-off approximately $5.0 to $7.0 million in equipment and incur termination benefits in the range of $4.0 to $4.5 million. The Company will also have the manufacturing facility appraised to determine if there is an indicator of impairment. The expected future total cash expenditures are estimated to be $8.0 to $9.5 million for the termination benefits described above.

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

This report contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as expects, anticipates, believes, estimates and other similar expressions or future or conditional verbs such as will, should, would and c intended to identify such forward-looking statements. Readers of this report should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this report as well as those discussed under Part I, Item 1A of the Company s 2012 Annual Report. The statements are representative only as of the date they are made, and we undertook no obligation to update any forward-looking statement.

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual future results may differ materially from those set forth in our forward-looking statements. We face risks that are inherent in the businesses and the market places in which we operate. While management believes these forward-looking statements are accurate and reasonable, uncertainties, risks and factors, including those described below, could cause actual results to differ materially from those reflected in the forward-looking statements.

Factors that may cause actual outcome and results to differ materially from those expressed in, or implied by, these forward-looking statements include, but are not necessarily limited to, the following: (i) adverse economic conditions could impact our ability to realize operating plans if the demand for our products declines, and such conditions could adversely affect our liquidity and ability to continue to operate; (ii) adverse economic conditions could cause the write down of long-lived assets or goodwill; (iii) an increase in the cost or a decrease in the availability of our raw materials; (iv) changes in the competitive environment; (v) uncertainty of the timing of customer product qualifications in heavily regulated industries; (vi) economic, political, or regulatory changes in the countries in which we operate; (vii) difficulties, delays or unexpected costs in completing the restructuring plan; (viii) equity method investments expose us to a variety of risks; (ix) acquisitions and other strategic transactions expose us to a variety of risks; (x) the inability to attract, train and retain effective employees and management; (xi) the inability to develop innovative products to maintain customer relationships and offset potential price erosion in older products; (xii) exposure to claims alleging product defects; (xiii) the impact of laws and regulations that apply to our business, including those relating to environmental matters; (xiv) subject to international laws relating to trade, export controls and foreign corrupt practices; (xv) volatility of financial and credit markets affecting our access to capital; (xvi) the need to reduce the total costs of our products to remain competitive; (xvii) potential limitation on the use of net operating losses to offset possible future taxable income; (xviii) restrictions in our debt agreements that limit our flexibility in operating our business; and (xix) additional exercise of the warrant by K Equity, LLC which could potentially result in the existence of a significant stockholder who could seek to influence our corporate decisions.

Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and could cause actual results to differ materially from those included, contemplated or implied by the forward-looking statements made in this report, and the reader should not consider the above list of factors to be a complete set of all potential risks or uncertainties.

ACCOUNTING POLICIES AND ESTIMATES

The following discussion and analysis of financial condition and results of operations are based on the unaudited condensed consolidated financial statements included herein. Our significant accounting policies are described in Note 1 to the consolidated financial statements in our 2012 Annual Report. Our critical accounting policies are described under the caption Critical Accounting Policies in Item 7 of our 2012 Annual Report.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates, assumptions, and judgments. Estimates and assumptions are based on historical data and other assumptions that management believes are reasonable. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. In addition, they affect the reported amounts of revenues and expenses during the reporting period.

Our judgments are based on management s assessment as to the effect certain estimates, assumptions, or future trends or events may have on the financial condition and results of operations reported in the unaudited condensed consolidated financial statements. It is important that readers of these unaudited financial statements understand that actual results could differ from these estimates, assumptions, and judgments.

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Business Overview

We are a leading global manufacturer of a wide variety of capacitors. Our product offerings include tantalum, multilayer ceramic, solid and electrolytic aluminum and film and paper capacitors. Capacitors are fundamental components of most electronic circuits and are found in communication systems, data processing equipment, personal computers, cellular phones, automotive electronic systems, defense and aerospace systems, consumer electronics, power management systems and many other electronic devices and systems. Capacitors are typically used to filter out interference, smooth the output of power supplies, block the flow of direct current while allowing alternating current to pass and for many other purposes. We manufacture a broad line of capacitors in many different sizes and configurations using a variety of raw materials. Our product line consists of over 250,000 distinct part configurations distinguished by various attributes, such as dielectric (or insulating) material, configuration, encapsulation, capacitance level and tolerance, performance characteristics and packaging. Most of our customers have multiple capacitance requirements, often within each of their products. Our broad product offering allows us to meet the majority of those needs independent of application and end use. In fiscal year 2012, we shipped approximately 32 billion capacitors and in the six month period ended September 30, 2012, we shipped approximately 17 billion capacitors. We believe the long term demand for various types of capacitors we offer will grow on a regional and global basis due to a variety of factors, including increasing demand for and complexity of electronic products, growing demand for technology in emerging markets and the ongoing development of new solutions for energy generation and conservation.

We operate 22 production facilities and employ approximately 10,000 employees worldwide. We manufacture capacitors in Europe, North America, and Asia. Commodity manufacturing in the United States has been substantially relocated to our lower-cost manufacturing facilities in Mexico and China. Production that remains in the United States focuses primarily on early-stage manufacturing of new products and other specialty products for which customers are predominantly located in North America. For the six month period ended September 30, 2012 and for fiscal year 2012, our consolidated net sales were $439.6 million and $984.8 million, respectively.

We are organized into three business groups: Tantalum, Ceramic, and Film and Electrolytic. The Film and Electrolytic business group operates a machinery division located in Italy that provides automation solutions for the manufacture, processing and assembly of metalized films, film/foil and electrolytic capacitors; and designs, assembles; and installs automation solutions for the production of energy storage devices. Each business group is responsible for the operations of certain manufacturing sites as well as all related research and development efforts. The sales and marketing functions are shared by each of the business groups and the costs of these functions are allocated to the business groups. In addition, all corporate costs are allocated to the business groups.

Our Competitive Strengths

We believe that we benefit from the following competitive strengths:

Strong Customer Relationships. We have a large and diverse customer base. We believe that our persistent emphasis on quality control and history of performance establishes loyalty with original equipment manufacturers (OEMs), electronics manufacturing services providers (EMSs) and distributors. Our customer base includes most of the world s major electronics OEMs (including Alcatel-Lucent USA, Inc., Apple Inc., Bosch Group, Cisco Systems, Inc., Continental AG, Dell Inc., Hewlett-Packard Company, International Business Machines Corporation, Intel Corporation, Motorola, Inc., Nokia Corporation, and TRW Automotive), EMSs (including Celestica Inc., Elcoteq SE, Flextronics International LTD, Jabil Circuit, Inc. and Sanmina-SCI Corporation) and distributors (including TTI, Inc., Arrow Electronics, Inc. and Avnet, Inc.). Our strong, extensive and efficient worldwide distribution network is one of our differentiating factors. We believe our ability to provide innovative and flexible service offerings, superior customer support and focus on speed-to-market result in a more rewarding customer experience, earning us a high degree of customer loyalty.

Breadth of Our Diversified Product Offering and Markets. We believe that we have the most complete line of primary capacitor types, across a full spectrum of dielectric materials including tantalum, ceramic, solid and electrolytic aluminum, film and paper. As a result, we believe we can satisfy virtually all of our customers capacitance needs, thereby strengthening our position as their supplier of choice. We sell our products into a wide range of different end markets, including computing, industrial, telecommunications, transportation, consumer, defense and healthcare markets across all geographic regions. No single end market segment accounted for more than 30% and only one customer, TTI, Inc., accounted for more than 10% of our net sales in the six month period ended September 30, 2012. Our largest customer is a distributor, and no single end use customer accounted for more than 7% of our net sales in the six month period ended September 30, 2012. We believe that well-balanced product, geographic and customer diversification helps us mitigate some of the negative financial impact through economic cycles.

Leading Market Positions and Operating Scale. Based on net sales, we believe that we are the largest manufacturer of tantalum capacitors in the world and one of the largest manufacturers of direct current film capacitors in the world and have a

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significant market position in the specialty ceramic and custom wet aluminum electrolytic markets. We believe that our leading market positions and operating scale allow us to realize production efficiencies, leverage economies of scale and capitalize on growth opportunities in the global capacitor market.

Strong Presence in Specialty Products. We engage in design collaboration with our customers in order to meet their specific needs and provide them with customized products satisfying their engineering specifications. During the six month periods ended September 30, 2012 and 2011, respectively, specialty products accounted for 40.5% and 37.4% of our revenue. By allocating an increasing portion of our management resources and research and development investment to specialty products, we have established ourselves as one of the leading innovators in this fast growing emerging segment of the market, which includes healthcare, renewable energy, telecommunication infrastructure, and oil and gas. For example, in August 2009, we were selected as one of thirty companies to receive a grant from the Department of Energy. Our $15.1 million award has enabled us to produce film capacitors within the United States to support alternative energy products and green technologies such as hybrid electric drive vehicles. Producing these parts in the United States will allow us to compete effectively in the alternative energy market domestically. We began production in the fourth quarter of fiscal year 2012.

Low-Cost Production. We believe we have some of the lowest cost production facilities in the industry. Many of our key customers have relocated their production facilities to Asia, particularly China. We believe our manufacturing facilities in China have low production costs and are in close proximity to the large and growing Chinese market; in addition, we have the ability to increase capacity and change product mix to meet our customers needs. We believe our operations in Mexico are among the most cost-efficient in the world. In addition, we believe our manufacturing facility in Bulgaria has low production costs and in the second quarter of fiscal year 2013 we expanded our manufacturing to Macedonia which we believe will also have low production costs.

Our Brand. Founded by Union Carbide in 1919 as KEMET Laboratories, we believe that we have established a reputation as a high quality, efficient and affordable partner that sets our customers needs as the top priority. This has allowed us to successfully attract loyal clientele and enabled us to expand our operations and market share over the past few years. We believe our commitment to addressing the needs of the industry in which we operate has differentiated us from our competitors and established us as the Easy-To-Buy-From company.

Our People. We believe that we have successfully developed a unique corporate culture based on innovation, customer focus and commitment. We have a strong, highly experienced and committed team in each of our markets. Many of our professionals have developed unparalleled experience in building leadership positions in new markets, as well as successfully integrating acquisitions. Our 16 member executive management team has an average of over 15 years of experience with us and an average of 25 years of experience in the manufacturing industry.

Business Strategy

Our strategy is to use our position as a leading, high-quality manufacturer of capacitors to capitalize on the increasingly demanding requirements of our customers. Key elements of our strategy include:

One KEMET Campaign. We continue to focus on improving our business capabilities through various initiatives that all fall under our One KEMET campaign. The One KEMET campaign aims to ensure that we as a company are focused on the same goals and working with the same processes and systems to ensure consistent quality and service. This effort was launched to ensure that as we continue to grow we not only remain grounded in our core principles but that we use those principles, operating procedures and systems as the foundation from which to expand. These initiatives include our global Oracle software implementation which we expect to complete in the first half of fiscal year 2014, our Lean and Six Sigma culture evolution and our global customer accounts management system which is now in place and growing.

Develop Our Significant Customer Relationships and Industry Presence. We intend to continue to be responsive to our customers needs and requirements and to make order entry and fulfillment easier, faster, more flexible and more reliable for our customers, by focusing on building products around customers needs, by giving decision making authority to customer-facing personnel and by providing purpose-built systems and processes, such as our Easy-To-Buy-From order entry system.

Continue to Pursue Low-Cost Production Strategy. We continue to evaluate and are actively pursuing measures that will allow us to maintain our position as a low-cost producer of capacitors with facilities close to our customers. We have shifted and will continue to shift production to low cost locations in order to reduce material and labor costs. We plan to expand our manufacturing to Macedonia which we believe will have low production costs. Additionally, we are focused on developing more cost-efficient manufacturing equipment and processes, designing manufacturing plants for more efficient production and reducing work-in-process (WIP) inventory by building products from start to finish in one factory. Furthermore, we continue to implement the Lean and Six Sigma methodology to drive towards zero product defects so that quality remains a given in the minds of our customers.

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Leverage Our Technological Competence and Expand Our Leadership in Specialty Products. We continue to leverage our technological competence to introduce new products in a timely and cost-efficient manner and generate an increasing portion of our sales from new and customized solutions to meet our customers varied and evolving capacitor needs as well as to improve financial performance. We believe that by continuing to build on our strength in the higher growth and higher margin specialty segments of the capacitor market, we will be well-positioned to achieve our long-term growth objectives while also improving our profitability. During the second quarter of fiscal year 2013, we introduced 31,126 new products of which 19,166 were first to market, and specialty products accounted for 40.5% of our revenue over this period.

Further Expand Our Broad Capacitance Capabilities. We identify ourselves as The Capacitance Company and strive to be the supplier of choice for all our customers capacitance needs across the full spectrum of dielectric materials including tantalum, ceramic, solid and electrolytic aluminum, film and paper. While we believe we have the most complete line of capacitor technologies across these primary capacitor types, we intend to continue to research and pursue additional capacitance technologies and solutions in order to maximize the breadth of our product offerings.

Selectively Target Complementary Acquisitions and Equity Investments. As strategic opportunities are identified, we will evaluate and possibly pursue them if they would enable us to enhance our competitive position and expand our market presence. Our strategy is to acquire complementary capacitor and other related businesses that would allow us to leverage our business model, potentially including those involved in other passive components that are synergistic with our customers technologies and our current product offerings. For example, on February 21, 2012, the Company completed its acquisition of Niotan Incorporated (whose name was subsequently changed to KEMET Blue Powder Corporation (Blue Powder)), a leading manufacturer of tantalum powders, from an affiliate of Denham Capital Management LP.

Promote the KEMET Brand Globally. We are focused on promoting the KEMET brand globally by highlighting the high-quality and high reliability of our products and our superior customer service. We will continue to market our products to new and existing customers around the world in order to expand our business. We continue to be recognized by our customers as a leading global supplier. For example, in calendar year 2012 we received Rockwell Collins Top Supplier Award and in calendar year 2011, we received the Supplier of the Year Award from TTI, Inc. and from Arrow Electronics, Inc., both of which are electronics distributors.

Global Sales & Marketing Strategy. Our motto Think Global Act Local describes our approach to sales and marketing. Each of our three sales regions (North America and South America (Americas), Europe, Middle East and Africa (EMEA) and Asia and Pacific Rim (APAC)) has account managers, field application engineers and strategic marketing managers in the region. In addition, we also have local customer and quality-control support in each region. This organizational structure allows us to respond to the needs of our customers on a timely basis and in their native language. The regions are managed locally and report to a senior manager who is on the KEMET Leadership Team. Furthermore, this organizational structure ensures the efficient communication of our global goals and strategies and allows us to serve the language, cultural and other region-specific needs of our customers.

Recent Developments and Trends

Net sales for the quarter ended September 30, 2012 were $216.0 million, which is an 18.7% decrease over the same quarter last fiscal year. Net sales for the six month period ended September 30, 2012 were $439.6 million, which is a 20.8% decrease over the same period last fiscal year.

Shift to Lower Cost Production

In September 2012 we began production in Skopje, Macedonia; this facility will allow for a significant reduction in cost while increasing our total production capability. In addition, we initiated the relocation of some of our Film and Electrolytic manufacturing operations to our manufacturing facility in Evora, Portugal.

Impairment Charge

Our annual goodwill impairment test is assessed as of May 31st of each fiscal year. Testing was not completed prior to the deadline for filing our Form 10-Q for the first quarter ended June 30, 2012. Due to reduced earnings and cash flows caused by macro-economic factors and excess capacity issues in our industry, we revised our earnings forecast; and as a result, recorded a $1.1 million goodwill impairment charge in the second quarter of fiscal year 2013, which represents all of the goodwill related to the KEMET Foil Manufacturing, LLC (KEMET Foil) reporting unit.

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Write Down of Long-Lived Assets

During the second quarter of fiscal year 2013, the Company incurred impairment charges totaling $4.2 million related to Film and Electrolytic Business Group (Film and Electrolytic). In connection with the consolidation of two manufacturing facilities within Italy, the Company obtained appraisals for these facilities. These appraisals indicated that there was a decrease in the market price of the manufacturing facilities; and therefore, the carrying amounts for these manufacturing facilities were reviewed for recoverability. It was determined that the carrying amounts of the manufacturing facilities were not recoverable since they exceeded the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset (asset group). The impairment was measured as the amount by which the carrying amount of a long-lived asset (asset group) exceeds its fair value.

Issuance of 10.5% Senior Notes Add-On

On March 27, 2012 and April 3, 2012, the Company completed the sale of $110.0 million and $15.0 million aggregate principal amount of its 10.5% Senior Notes due 2018, respectively, at an issue price of 105.5% of the principal amount plus accrued interest from November 1, 2011. The Senior Notes were issued as additional notes under the indenture, dated May 5, 2010, among the Company, the guarantors party thereto and Wilmington Trust Company, as trustee.

Equity Investment

On July 11, 2012, we received antitrust clearance from the European Commission under the European Union Merger Regulation for the previously announced intent to acquire a 34% economic interest in NEC Tokin by KEMET Electronics Corporation, our wholly owned subsidiary. On October 29, 2012 we were informed by the Chinese Ministry of Commerce (MOFCOM) that its regulatory review of this proposed transaction would be extended by a period of no more than 60 days, expiring December 31, 2012. Such an extended review period is not uncommon, and MOFCOM can grant regulatory clearance at any time during such review period. MOFCOM has not informed us of any substantive concerns regarding the proposed transaction. While a definitive closing date cannot yet be determined, we now expect that the transaction will close either near the end of our third fiscal quarter ending December 31, 2012, or during our fourth fiscal quarter ending March 31, 2013.

Advance

On August 28, 2012, we entered into an agreement, as amended on the same date (the Agreement), with an original equipment manufacturer (the OEM) pursuant to which the OEM agreed to advance us $24.0 million (the Advance Payment). The Agreement provides that on a monthly-basis starting eight months following the receipt of the Advance Payment, we will pay the OEM an amount equal to a percentage of the aggregate purchase price of the capacitors sold to the OEM the preceding month, not to exceed $1.0 million per month. Pursuant to the terms of the Agreement, the percentage of the aggregate purchase price of capacitors sold to the OEM that will be used to repay the Advance Payment will double, and the total amount to be repaid will not exceed $2.0 million per month, in the event that (1) the OEM provides evidence that the price charged by us for a particular capacitor during any prior quarter was equal to or greater than 110% of the price paid by the OEM or its affiliates for a third-party part qualified for the same product, and shipping in volume during such period, and (2) agreement cannot be reached between the OEM and KEMET for a price adjustment during the current quarter which would bring our price within 110% of the third-party price. Thirty-two months after the date of the Advance Payment, the outstanding balance, if any, is due in full. Pursuant to the terms of the Agreement, we delivered to the OEM an irrevocable standby letter of credit in the amount of $16.0 million on October 8, 2012. On October 22, 2012 we received the Advance Payment from the OEM.

Restructuring

On July 25, 2012, we committed to a global restructuring plan to respond to the continued economic slowdown and in the quarter ended September 30, 2012 we incurred a $7.5 million charge to earnings related to termination benefits. On October 26, 2012, we expanded the global restructuring plan to include additional headcount reductions, which are expected to result in additional termination charges of approximately $4.0 to $4.5 million during the second half of fiscal year 2013. In addition, we are beginning the restructuring of our Evora, Portugal manufacturing facility which is expected to be completed during our fourth quarter ending March 31, 2013. As a part our ongoing commitment to expand our polymer capacity we will be moving certain Tantalum manufacturing equipment from the Evora, Portugal facility to our manufacturing facility in Mexico and the remainder of the equipment will be disposed. We will write-off approximately $5.0 to $7.0 million in equipment and incur termination benefits in the range of $4.0 to $4.5 million. We will also have the manufacturing facility appraised to determine if there is an indicator of impairment. In addition to facilitating our polymer expansion in Mexico this action will reduce Tantalum s operating costs as well as reduce our inventories and in turn, improve cash flow as we complete this fiscal year. The expected future total cash expenditures are estimated to be $8.0 to $9.5 million for the termination benefits described above.

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Outlook

For the third quarter of fiscal year 2013, we expect net sales to decrease 4 to 9% compared to the quarter ended September 30, 2012.

CONDENSED CONSOLIDATED RESULTS OF OPERATIONS

Comparison of the Second Quarter of Fiscal Year 2013 with the Second Quarter of Fiscal Year 2012

The following table sets forth the operating income (loss) for each of our business segments for the quarters ended September 30, 2012 and September 30, 2011. The table also sets forth each of the segments net sales as a percent to total net sales and the net income (loss) components as a percent to total net sales (dollars in thousands):

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	Quarters Ended			
	September 30, 2012		September 30, 2011	
	Amount	% to Total sales	Amount	% to Total sales
Net sales				
Tantalum	$ 109,308	50.6%	$ 112,290	42.3%
Ceramic	53,116	24.6%	56,112	21.1%
Film and Electrolytic	53,567	24.8%	97,112	36.6%
	$ 215,991	100.0%	$ 265,514	100.0%
Gross margin				
Tantalum	$ 17,168		$ 26,747	
Ceramic	15,984		18,387	
Film and Electrolytic	(214)		17,061	
	32,938	15.2%	62,195	23.4%
SG&A expenses				
Tantalum	12,278		11,659	
Ceramic	6,293		6,083	
Film and Electrolytic	9,412		10,613	
	27,983	13.0%	28,355	10.7%
R&D expenses				
Tantalum	3,488		3,623	
Ceramic	1,726		1,702	
Film and Electrolytic	1,619		2,037	
	6,833	3.2%	7,362	2.8%
Restructuring charges				
Tantalum	1,987		864	
Ceramic	1,081		49	
Film and Electrolytic	5,454		692	
	8,522	3.9%	1,605	0.6%
Other operating expenses				
Tantalum	(6)			
Ceramic	2			
Film and Electrolytic	3,624		(40)	
	3,620	1.7%	(40)	0.0%
Operating income (loss)				
Tantalum	(579)		10,601	
Ceramic	6,882		10,553	
Film and Electrolytic	(20,323)		3,759	
	(14,020)	-6.5%	24,913	9.4%
Other (income) expense, net	9,114	4.2%	8,548	3.2%
Income (loss) before income taxes	(23,134)	-10.7%	16,365	6.2%
Income tax expense	1,787	0.8%	2,047	0.8%
Net income (loss)	$ (24,921)	-11.5%	$ 14,318	5.4%

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Consolidated Comparison of the Second Quarter of Fiscal Year 2013 with the Second Quarter of Fiscal Year 2012

Net Sales

Net sales for the quarter ended September 30, 2012 were $216.0 million compared to $265.5 million in the second quarter of fiscal year 2012, an 18.6% decrease primarily due to a 6.1% decrease in unit sales volume. The decrease in Ceramic and Film and Electrolytic unit sales volumes are due to a general softening of the market. The decrease in unit sales volume for Ceramic and Film and Electrolytic was partially offset by an increase in average selling prices due to favorable product mix shifts. Tantalum incurred a unit sales volume increase due to a shift from EMEA to Asia, however, this was offset by a 14.8% decrease in average selling prices due to the regional shift to sales in Asia. The other driver for the decrease in net sales related to Film and Electrolytic s machinery division net sales which had a decrease of $11.5 million in the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012 due to a decrease in unit sales volume.

The following table reflects the percentage of net sales by region for the quarters ended September 30, 2012 and 2011:

	Quarters Ended September 30,	
	2012	**2011**
Americas	29%	31%
EMEA	33%	40%
APAC	38%	29%
	100%	100%

The following table reflects the percentage of net sales by channel for the quarters ended September 30, 2012 and 2011:

	Quarters Ended September 30,	
	2012	**2011**
Distributors	42%	43%
EMS	18%	12%
OEM	40%	45%
	100%	100%

Gross Margin

Gross margin as a percentage of net sales decreased from 23.4% in the second quarter of fiscal year 2012 to 15.2% in the second quarter of fiscal year 2013. The primary contributors to the decline in gross margin were lower unit sales volume and our inability to reduce our operating costs in proportion with the decline in production volumes. In addition, for Tantalum, efforts to reduce costs through vertical integration and lean/process engineering improvements are ongoing, but have not been able to offset the significant unfavorable shift in regional sales mix. In addition, we incurred $1.9 million of plant start-up costs in the second quarter of fiscal year 2013 compared to $0.7 million in the second quarter of fiscal year 2012.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses were $28.0 million, or 13.0% of net sales for the second quarter of fiscal year 2013 compared to $28.4 million or 10.7% of net sales for second quarter of fiscal year 2012. The $0.4 million decrease in SG&A expenses primarily consist of a $1.7 million decrease in selling and incentive expense consistent with the decrease in net sales and a $0.4 million decrease in professional fees. Partially offsetting these decreases was a $0.9 million increase in costs related to our anticipated equity investment in NEC Tokin, we incurred a $0.6 million expense related to contributions to charitable organizations involved in the establishment and improvement of health and educational facilities in the Democratic Republic of the Congo and a $0.2 million increase in ERP integration costs due to an increase in activities as we work toward completing Oracle ERP implementations during the first half of fiscal year 2014.

Research and Development

Research and development (R&D) expenses were $6.8 million or 3.2% of net sales for the second quarter of fiscal year 2013, compared to $7.4 million, or 2.8% of net sales for the second quarter of fiscal year 2012. The 7.2% decrease resulted from a headcount reduction taken in the second quarter of fiscal year 2013 to align the R&D expenses with an acceptable percentage of Net sales.

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Restructuring Charges

We incurred $8.5 million in restructuring charges in the second quarter of fiscal year 2013 compared to $1.6 million in restructuring charges in the second quarter of fiscal year 2012. Restructuring charges in the second quarter of fiscal year 2013 included $3.9 million for reductions in workforce across the Company as a whole in response to lower volumes and demand, and reducing overhead within the Company as a whole. In addition, we incurred $2.8 million in termination benefits associated with the initial phase of converting the Landsberg, Germany manufacturing facility into a technology center, and $0.8 million in termination benefits associated with converting the Weymouth, United Kingdom manufacturing facility into a technology center. The total termination benefits expected for the conversion of the Weymouth manufacturing facility are $2.6 million of which $1.7 million have been recognized, the expected completion is the third quarter of fiscal year 2014. In addition to these personnel reduction costs, the Company incurred manufacturing relocation costs of $1.0 million for relocation of equipment to China, Bulgaria, Macedonia and Mexico and for the consolidation of manufacturing operations within Italy. The restructuring charges in the second quarter of fiscal year 2012 included $1.0 million for headcount reductions in Tantalum s Mexico operations and $0.6 million for the relocation of equipment to Mexico and China.

Operating Income (Loss)

Operating loss for the quarter ended September 30, 2012 was $14.0 million compared to operating income of $24.9 million for the quarter ended September 30, 2011 primarily due to a $29.3 million decrease in gross margin for the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012. During the second quarter of fiscal year 2013, a $4.2 million loss was realized on the impairment of two manufacturing facilities in Italy. In addition, $1.1 million was recognized for goodwill impairment in the second quarter of fiscal year 2013. This was offset by a $1.7 million settlement gain on a defined benefit pension plan recognized in the second quarter of fiscal year 2013. Additionally, restructuring charges increased $6.9 million in the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012. These expense increases were offset by decreases in R&D and SG&A expenses of $0.5 million and $0.4 million, respectively in the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012.

Other (Income) Expense, net

Other (income) expense, net was an expense of $9.1 million in the second quarter of fiscal year 2013 compared to an expense of $8.5 million in the second quarter of fiscal year 2012. Interest expense for the second quarter of fiscal year 2013 increased $2.9 million compared to the second quarter of fiscal year 2012 due to an $125 million increase in our 10.5% Senior Notes. In addition, during the second quarter of fiscal year 2013, we recognized a $0.4 million foreign currency exchange gain as compared to a $1.4 million loss on foreign currency exchange in the second quarter of fiscal year 2012, primarily due to the change in the value of the Euro and Mexican Peso compared to the U.S. dollar.

Income Taxes

Income tax expense for the second quarter of fiscal year 2013 was $1.8 million compared to a $2.0 million of income tax expense for the second quarter fiscal year 2012. Income tax expense for the second quarter of fiscal year 2013 was comprised of $1.8 million related to income taxes for foreign operations. There is no U.S. federal income tax benefit from the second quarter of fiscal year 2013 loss due to a valuation allowance on deferred tax assets.

Income tax expense for the second quarter of fiscal year 2012 was comprised of $2.2 million of income tax expense from foreign operations and $0.2 million of state income tax benefit. There was no U.S. federal income tax expense related to the second quarter of fiscal year 2012 earnings due to the utilization of net operating loss carryforward deductions.

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Business Groups Comparison of the Quarter Ended September 30, 2012 with the Quarter Ended September 30, 2011

Tantalum

The following table sets forth Net sales, Gross margin, Gross margin as a percentage of Net sales, Operating income (loss) and Operating income (loss) as a percentage of Net sales for our Tantalum business group for the quarters ended September 30, 2012 and 2011 (amounts in thousands, except percentages):

	Quarters Ended			
	September 30, 2012		September 30, 2011	
	Amount	% to Net sales	Amount	% to Net sales
Net sales	$ 109,308		$ 112,290	
Gross margin	17,168	15.7%	26,747	23.8%
Operating income (loss)	(579)	-0.5%	10,601	9.4%

Net Sales

Net sales decreased 2.7% during the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012. Average selling prices decreased 14.8% for the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012. The decrease in average selling prices was primarily due to a regional shift from EMEA to Asia. The decrease in average selling prices was partially offset by a 14.3% increase in unit sales volume during the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012. The current difficult economic environment in EMEA decreased net sales to $23.5 million in the second quarter of fiscal year 2013 as compared to $39.8 million in the second quarter of fiscal year 2012. Net sales in Asia increased to $57.5 million in the second quarter of fiscal year 2013 as compared to $42.8 million in the second quarter of fiscal year 2012.

Gross Margin

Gross margin decreased by $9.6 million during the quarter ended September 30, 2012, as compared to the quarter ended September 30, 2011. The decrease in gross margin was significantly impacted by the shift in net sales from higher margin EMEA products to lower margin products sold into Asia. In addition, plant start-up cost related to the vertical integration efforts totaled $0.5 million in the quarter ended September 30, 2012. Efforts to reduce costs through vertical integration and lean/process engineering improvements are ongoing, but have not been able to offset the significant unfavorable shift in regional sales mix.

Operating Income (Loss)

Operating loss for the second quarter of fiscal year 2013 was $(0.6) million compared to operating income of $10.6 million in the second quarter of fiscal year 2012. The $11.2 million decrease was attributable to a decrease in gross margin of $9.6 million, a $1.1 million increase in restructuring charges and an increase in SG&A expenses of $0.6 million when comparing the second quarter of fiscal year 2013 to the second quarter of fiscal year 2012. This decrease was partially offset by a $0.1 million decrease in R&D expenses in the second quarter of fiscal year 2013 as compared to the same quarter of fiscal year 2012.

Ceramic

The following table sets forth Net sales, Gross margin, Gross margin as a percentage of Net sales, Operating income and Operating income as a percentage of Net sales for our Ceramic business group for the quarters ended September 30, 2012 and 2011 (amounts in thousands, except percentages):

	Quarters Ended			
	September 30, 2012		September 30, 2011	
	Amount	% to Net sales	Amount	% to Net sales
Net sales	$ 53,116		$ 56,112	
Gross margin	15,984	30.1%	18,387	32.8%
Operating income (loss)	6,882	13.0%	10,553	18.8%

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Net Sales

Net sales decreased by 5.3% during the second quarter of fiscal year 2013 as compared to the second quarter of fiscal year 2012 primarily due to a decrease in unit sales volume. Unit sales volume decreased 6.4% during the second quarter of fiscal year 2013, as compared to the second quarter of fiscal year 2012 due to excess capacity in the marketplace in the second quarter of fiscal year 2013. In the second quarter of fiscal year 2012, we increased our unit sales volume due to the market s response to the tsunami in Japan.

Gross Margin

Gross margin as a percentage of Ceramic net sales decreased to 30.1% as compared to 32.8% in the second quarter of fiscal year 2012. The driver of the gross margin percentage decrease was primarily attributable to a decrease in unit sales volume.

Operating Income

Operating income for the second quarter of fiscal year 2013 decreased $3.7 million due to a $2.4 million decrease in gross margin when comparing the second quarter of fiscal year 2013 to the second quarter of fiscal year 2012. In addition, restructuring charges increased $1.0 million and SG&A expenses increased $0.2 million when comparing the second quarter of fiscal year 2013 to the second quarter of fiscal year 2012.

Film and Electrolytic

The following table sets forth Net sales, Gross margin (loss), Gross margin (loss) as a percentage of Net sales, Operating income (loss) and Operating income (loss) as a percentage of Net sales for our Film and Electrolytic business group for the quarters ended September 30, 2012 and 2011 (amounts in thousands, except percentages):

	Quarters Ended			
	September 30, 2012		**September 30, 2011**	
	Amount	**% to Net sales**	**Amount**	**% to Net sales**
Net sales	$ 53,567		$ 97,112	
Gross margin (loss)	(214)	-0.4%	17,061	17.6%
Operating income (loss)	(20,323)	-37.9%	3,759	3.9%

Net Sales

Net sales decreased 44.8% in the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012. Average selling prices for capacitors increased 7.8% in the second quarter of fiscal year 2013 as compared to the same quarter last year. Average selling prices improved due to a favorable shift in product line mix. Capacitor unit sales volume for the second quarter of fiscal year 2013 decreased 36.9% compared to the second quarter of fiscal year 2012 due to an overall decrease in customer demand seen across all regions and channels. Capacitor net sales were unfavorably impacted by $4.3 million related to foreign exchange, primarily the Euro. The Film and Electrolytic machinery division s net sales decreased by $11.5 million in the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012. The decrease in the Film and Electrolytic machinery division s net sales is primarily due to a decrease in unit sales volume and a $0.8 million unfavorable impact related to foreign exchange.

Gross Margin (Loss)

Gross margin (loss) as a percentage of Film and Electrolytic net sales decreased to (0.4)% in the second quarter of fiscal year 2013 as compared to 17.6% in the second quarter of fiscal year 2012. The decrease is primarily due to a decrease in capacitor unit sales volumes and lower production levels. In addition, we incurred $1.4 million of plant start-up costs related to the Skopje, Macedonia and Evora, Portugal facilities in the second quarter of fiscal year 2013 compared to $0.7 million in the second quarter of fiscal year 2012. In addition, the machinery division s gross margin decreased to $(0.1) million in the second quarter of fiscal year 2013 as compared to $5.0 million in the second quarter of fiscal year 2012.

Operating Income (Loss)

Operating loss for the second quarter of fiscal year 2013 was $(20.3) million as compared to operating income of $3.8 million in the second quarter of fiscal year 2012. The $24.1 million decrease is primarily attributable to a $17.3 million decrease in gross margin

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and a $4.8 million increase in restructuring charges. During the second quarter of fiscal year 2013, a $4.2 million loss was realized on the impairment of two manufacturing facilities in Italy. In addition, $1.1 million was recognized for goodwill impairment in the second quarter of fiscal year 2013. These decreases were partially offset by a $1.7 million settlement gain on a defined benefit pension plan recognized in the second quarter of fiscal year 2013, a $1.2 million decrease in SG&A and a $0.4 million decrease in R&D expenses in the second quarter of fiscal year 2013 as compared to the same quarter of fiscal year 2012.

Comparison of the Six Month Period Ended September 30, 2012 with the Six Month Period Ended September 30, 2011

The following table sets forth the operating income (loss) for each of our business segments for the six months ended September 30, 2012 and September 30, 2011. The table also sets forth each of the segments net sales as a percent to total net sales and the net income components as a percent to total net sales (dollars in thousands):

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	Six Months Ended					
	September 30, 2012			September 30, 2011		
		Amount	% to Total sales		Amount	% to Total sales
Net sales						
Tantalum	$	218,507	49.7%	$	234,733	42.3%
Ceramic		104,661	23.8%		115,491	20.8%
Film and Electrolytic		116,455	26.5%		205,146	36.9%
	$	439,623	100.0%	$	555,370	100.0%
Gross margin						
Tantalum	$	35,453		$	59,547	
Ceramic		30,441			37,124	
Film and Electrolytic		(645)			44,876	
		65,249	14.8%		141,547	25.5%
SG&A expenses						