GRAFTECH INTERNATIONAL LTD
Form 10-Q
July 31, 2009
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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 June 30, 2009

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
for the transition period from ______ to ______

Commission file number: 1-13888

GRAFTECH INTERNATIONAL LTD.

(Exact name of registrant as specified in its charter)

Delaware	**06-1385548**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

12900 Snow Road	
Parma, OH	**44130**
(Address of principal executive offices)	**(Zip code)**

Registrant s telephone number, including area code: (216) 676-2000

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

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

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

Large Accelerated Filer x Accelerated Filer ¨ Non-Accelerated Filer ¨ Smaller Reporting Company ¨

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

As of July 14, 2009, 120,347,841 shares of common stock, par value $.01 per share, were outstanding.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)

(Unaudited)

	At December 31, 2008 *(as adjusted see Note 4)*	At June 30, 2009
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 11,664	$ 17,629
Accounts and notes receivable, net of allowance for doubtful accounts of $4,110 at December 31, 2008 and $5,042 at June 30, 2009	146,986	92,208
Inventories	290,397	275,773
Prepaid expenses and other current assets	14,376	6,199
Total current assets	463,423	391,809
Property, plant and equipment	873,932	927,115
Less: accumulated depreciation	536,562	572,061
Net property, plant and equipment	337,370	355,054
Deferred income taxes	1,907	8,366
Goodwill	7,166	8,573
Other assets	12,887	13,486
Investment in non-consolidated affiliate	118,925	65,413
Restricted cash	1,451	1,470
Total assets	$ 943,129	$ 844,171
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities**:**		
Accounts payable	$ 55,132	$ 38,980
Interest payable	953	967
Short-term debt	9,347	12,019
Accrued income and other taxes	34,861	22,964
Other accrued liabilities	140,330	55,052
Total current liabilities	240,623	129,982
Long-term debt:		
Principal value	50,328	53,514
Fair value adjustments for hedge instruments	191	165

Unamortized bond premium	38	33
Total long-term debt	50,557	53,712
Other long-term obligations	118,272	121,251
Deferred income taxes	29,087	28,727
(see Contingencies Note 14)		
Stockholders equity:		
Preferred stock, par value $.01, 10,000,000 shares authorized, none issued		
Common stock, par value $.01, 150,000,000 shares authorized at December 31, 2008 and 225,000,000 authorized at June 30, 2009, 122,634,854 shares issued at December 31, 2008 and 123,894,101 shares issued at June 30, 2009	1,226	1,239
Additional paid-in capital	1,290,381	1,296,494
Accumulated other comprehensive loss	(355,960)	(327,500)
Accumulated deficit	(317,752)	(346,373)
Less: cost of common stock held in treasury, 3,974,345 shares at December 31, 2008 and June 30, 2009	(112,511)	(112,511)
Less: common stock held in employee benefit and compensation trusts, 55,728 shares at December 31, 2008 and 68,809 shares at June 30, 2009.	(794)	(850)
Total stockholders equity	504,590	510,499
Total liabilities and stockholders equity	$ 943,129	$ 844,171

See accompanying Notes to Consolidated Financial Statements

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PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share data)

(Unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008 *(as adjusted see Note 4)*	2009	2008 *(as adjusted see Note 4)*	2009
Net sales	$ 319,538	$ 157,774	$ 609,540	$ 291,800
Cost of sales	205,188	112,086	387,089	214,018
Gross profit	114,350	45,688	222,451	77,782
Research and development	1,835	3,109	4,100	5,177
Selling and administrative	23,688	23,095	46,279	44,730
Restructuring charges (credits)	190		342	(32)
Operating income	88,637	19,484	171,730	27,907
Equity in losses of and write-down of investment in non-consolidated affiliate		54,602		53,390
Other expense (income), net	2,919	3,270	23,954	(2,264)
Interest expense	5,782	1,421	13,432	3,068
Interest income	(206)	(184)	(578)	(301)
Income (loss) before provision for income taxes	80,142	(39,625)	134,922	(25,986)
Provision for (benefit from) income taxes	34,285	(2,534)	52,383	2,636
Net income (loss)	$ 45,857	$ (37,091)	$ 82,539	$ (28,622)
Basic income (loss) per common share:				
Net income (loss) per share	$ 0.43	$ (0.31)	$ 0.79	$ (0.24)
Weighted average common shares outstanding	106,050	119,893	104,161	119,402
Diluted earnings (loss) per common share:				
Net income (loss) per share	$ 0.41	$ (0.31)	$ 0.75	$ (0.24)
Weighted average common shares outstanding	119,521	119,893	118,581	119,402

See accompanying Notes to Consolidated Financial Statements

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PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

	For the Six Months Ended June 30, 2008 *(as adjusted see Note 4)*	For the Six Months Ended June 30, 2009
Cash flow from operating activities:		
Net income (loss)	$ 82,539	$ (28,622)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	17,416	16,202
Deferred income taxes	11,092	848
Equity in losses of and write-down of investment in non-consolidated affiliate		53,390
Gain on redemption of Debentures	(4,060)	
Currency losses (gains)	14,313	(3,682)
Post retirement obligation, severance and pension plan changes	1,581	5,398
Stock based compensation, including incentive compensation paid in company stock	2,373	4,958
Interest expense	6,969	660
Other charges, net	2,617	12,599
Dividends from non-consolidated affiliate		122
(Increase) decrease in working capital *	(35,002)	3,403
Long-term assets and liabilities	2,523	(4,845)
Net cash provided by operating activities	102,361	60,431
Cash flow from investing activities:		
Capital expenditures	(27,554)	(29,964)
Proceeds from derivative instruments	224	263
Investment in non-consolidated affiliate, net of $388 cash received	(134,611)	
Proceeds from sale of assets	18	69
Increase in restricted cash	(166)	(19)
Net cash used in investing activities	(162,089)	(29,651)
Cash flow from financing activities:		
Short-term debt borrowings	14,993	2,529
Revolving Facility borrowings	155,625	114,715
Revolving Facility reductions	(70,810)	(112,000)
Long-term debt reductions	(124,508)	(129)
Excess tax benefit from stock-based compensation	12,136	10
Supply chain financing		(30,115)
Long-term financing obligations		(536)
Purchase of treasury shares	(5,323)	
Proceeds from exercise of stock options	36,315	57

Net cash provided by (used in) financing activities	18,428	(25,469)
Net (decrease) increase in cash and cash equivalents	(41,300)	5,311
Effect of exchange rate changes on cash and cash equivalents	122	654
Cash and cash equivalents at beginning of period	54,741	11,664
Cash and cash equivalents at end of period	$ 13,563	$ 17,629
* Net change in working capital due to the following components:		
(Increase) decrease in current assets:		
Accounts and notes receivable	$ (48,186)	$ 73,693
Effect of factoring on accounts receivable	23,773	(15,818)
Inventories	(5,559)	30,467
Prepaid expenses and other current assets	(976)	(841)
Restructuring payments	(816)	(11)
Increase (decrease) in accounts payable and accruals	3,276	(84,101)
(Decrease) increase in interest payable	(6,514)	14
(Increase) decrease in working capital	$ (35,002)	$ 3,403

See accompanying Notes to Consolidated Financial Statements

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PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Interim Financial Presentation

These interim Consolidated Financial Statements are unaudited; however, in the opinion of management, they have been prepared in accordance with Rule 10-01 of Regulation S-X and in accordance with accounting principles generally accepted in the United States of America (GAAP). Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted or condensed. These interim Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements, including the accompanying Notes, contained in our Annual Report on Form 10-K for the year ended December 31, 2008 (the **Annual Report**). The year-end Consolidated Balance Sheet was derived from audited Consolidated Financial Statements, and has been adjusted to reflect the change in accounting as described in Note 4.

The unaudited consolidated financial statements reflect all adjustments (all of which are of a normal, recurring nature) which management considers necessary for a fair statement of financial position, results of operations and cash flows for the interim periods presented. The results for interim periods are not necessarily indicative of results which may be expected for any other interim period or for the full year.

(2) New Accounting Standards

Recently Adopted Accounting Standards

Convertible Debentures

In January 2009, we adopted the Financial Accounting Standards Board (FASB) Staff Position (FSP) APB 14-1, *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement).* FSP APB 14-1 applied to our convertible debt instruments (Debentures) that, by their stated terms, may be settled in cash (or other assets) upon conversion, including partial cash settlement of the conversion option. Even though we extinguished our Debentures in June 2008, we were required to apply FSP APB 14-1 retrospectively to our previously issued financial statements for the periods in which the Debentures were outstanding. The effect and disclosures required by the adoption of FSP APB 14-1 are included in Note 4.

Earnings Per Share

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities . Under this FSP, if our instruments granted in share-based payment transactions are determined to be participating securities prior to vesting, we are required to use the two-class method of calculating earnings per share as described in SFAS No. 128, Earnings per Share, and to adjust our prior period earnings per share calculations. We adopted this FSP in 2009 and determined there was no material impact on our consolidated financial statements.

Derivative Instruments

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities.* The statement amends and expands the disclosure requirements of FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities.* SFAS No. 161 is effective for our fiscal and interim period financial statements beginning 2009. The adoption of SFAS No. 161 did not have a material impact our financial position or results of operation because it only provides for additional disclosure. The required disclosures are included in Note 17.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Subsequent Events

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events*, which establishes general standards of accounting for and disclosure of subsequent events, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS No. 165, which is effective beginning with this Quarterly Report on Form 10-Q, requires disclosure of the date through which we evaluated subsequent events which, for a public entity is the date the financial statements are issued.

We evaluated subsequent events through July 30, 2009, the date we issued these financial statements.

Long-lived Assets

In April 2008 the FASB approved FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets*. FSP FAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. It is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those fiscal years and should be applied prospectively to intangible assets acquired after the effective date. The FSP also requires expanded disclosure related to the determination of useful lives for intangible assets and should be applied to all intangible assets recognized as of, and subsequent to the effective date. The adoption of FSP FAS 142-3 did not have a material impact on our consolidated financial statements.

Business Combinations

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*. The statement, which replaces Statement 141, *Business Combinations*, substantially changes the accounting for and reporting of business combinations including (i) expanding the definition of a business and a business combination; (ii) requiring all assets and liabilities of the acquired business, including goodwill, contingent assets and liabilities, and contingent consideration to be recorded at fair value on the acquisition date; (iii) requiring acquisition-related transaction and restructuring costs to be expensed rather than accounted for as acquisition costs; and (iv) requiring reversal of valuation allowances related to deferred tax assets and changes to acquired income tax uncertainties to be recognized in earnings. We will apply this statement for all future business combinations.

On April 1, 2009, the FASB approved FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies,* which amends Statement 141(R) and eliminates the distinction between contractual and non-contractual contingencies. Under FSP FAS 141(R), an acquirer is required to recognize at fair value an asset acquired or liability assumed in a business combination that arises from a contingency if the acquisition-date fair value of that asset or liability can be determined during the measurement period. If the acquisition-date fair value cannot be determined, the acquirer applies the recognition criteria in SFAS No. 5, *Accounting for Contingencies* and Interpretation 14, Reasonable Estimation of the Amount of a Loss and interpretation of FASB Statement No. 5, to determine whether the contingency should be recognized as of the acquisition date or after it. We will apply this interpretation for all future business combinations.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Fair Value Measurements

As of January 1, 2008, we adopted SFAS No. 157, *Fair Value Measurements.* This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. In February 2008, the FASB approved FSP FAS 157-2, *Effective Date of FASB Statement No. 157,* that permitted companies to partially defer the effective date of SFAS No. 157, until fiscal years beginning after November 15, 2008, for nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. FSP FAS 157-2 did not permit companies to defer recognition and disclosure requirements for financial assets and financial liabilities or for nonfinancial assets and nonfinancial liabilities that are remeasured at least annually. We applied the provisions of Statement 157 to our nonfinancial assets and nonfinancial liabilities on January 1, 2009. The adoption did not have a material impact on our consolidated financial statements.

On April 9, 2009, the FASB approved (1) FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly, (2)* FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairment,* and (3) FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments.*

FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with Statement 157 when the volume and level of activity for the asset or liability have significantly decreased. FSP FAS 157-4 also includes guidance on identifying circumstances that indicate a transaction is not orderly. We were required to adopt this FSP for our interim and annual reporting periods ending after June 15, 2009. This FSP does not require disclosures for periods presented for comparative purposes at initial adoption; it requires comparative disclosures only for periods ending after initial adoption. The adoption of FSP FAS 157-4 did not have a material impact on our financial position or results of operation because it only provides for additional disclosure.

FSP FAS 115-2 and FAS 124-2 amend the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. It did not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. We were required to adopt this FSP for our interim and annual reporting periods ending after June 15, 2009. This FSP does not require disclosures for periods presented for comparative purposes at initial adoption; it requires comparative disclosures only for periods ending after initial adoption. The adoption of FSP FAS 115-2 and FAS 124-2 did not have a material impact on our financial position or results of operation because it only provides for additional disclosure.

FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* require disclosures about fair value of financial instruments in interim period financial statements of publicly traded companies and in summarized financial information required by APB Opinion No. 28, *Interim Financial Reporting*. We were required to adopt this FSP for our interim and annual reporting periods ending after June 15, 2009. This FSP does not require disclosures for periods presented for comparative purposes at initial adoption; it requires comparative disclosures only for periods ending after initial adoption. The adoption of FSP FAS 107-1 and APB 28-1 did not have a material impact on our financial position or results of operation because it only provides for additional disclosure.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Recently Issued Accounting Standards

Benefit Plans

In December 2008, the FASB approved FSP No. FAS 132(R)-1, Employers Disclosures about *Postretirement Benefit Plan Assets*, which provides guidance on an employer s disclosures about plan assets of a defined benefit pension or other postretirement plan. These disclosures include how investment allocation decisions are made; information about major categories of plan assets, significant concentrations of risks within plan assets, and fair value measurements of plan assets. Our effective date is December 31, 2009; we are not required to present the disclosures for prior periods. The adoption of FSP No. 132(R)-1 will not have a material impact on our financial position or results of operation because it only provides for additional disclosure.

Other

The FASB recently announced that on July 1, 2009, the *FASB Accounting Standards Codification* (Codification) will become the single official source of authoritative, nongovernmental U.S. generally accepted accounting principles (GAAP), excluding the guidance issued by the Securities Exchange Commission (SEC). The Codification does not change GAAP; instead, it introduces a new structure arranged within Topics, Subtopics, Sections, and Subsections. We are required to apply the Codification to our September 30, 2009 interim financial statements and do not anticipate that it will have a material effect on our financial position or results of operation.

On June 29, 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles A Replacement of FAS 162* (FAS 168) which establishes the Codification as the source of authoritative accounting principles recognized by the FASB to be applied by us in the preparation of our financial statements in conformity with GAAP. It recognizes that rules and interpretive releases of the SEC under federal securities laws are also sources of authoritative GAAP for us. We shall first apply FAS 168 to our September 30, 2009 interim financial statements; we do not anticipate that it will have a material effect on our financial position or results of operation.

On June 12, 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*, which requires consolidation of a variable interest entity in an entity has a controlling interest. We are required to adopt SFAS No. 167 beginning in 2010.

On April 13, 2009, the SEC issued Staff Accounting Bulletin (SAB) No. 111 that amends Topic 5.M. entitled Other Than Temporary Impairment of Certain Investments in Debt and Equity Securities. This SAB maintains the SEC staff s previous views related to equity securities and amends Topic 5.M. to exclude debt securities from its scope. On June 4, 2009, the SEC issued SAB No. 112 to bring existing interpretive guidance into conformity with recent pronouncements by the FASB, namely SFAS No. 141(R), *Business Combinations*, and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*. We do not expect the issuance of these SAB s to have a material impact on our financial statements.

(3) Stock-Based Compensation

In the three months ended June 30, 2008 and 2009, we recognized $1.5 million and $0.8 million, respectively, in stock-based compensation expense. A majority of the expense, $1.4 million and $0.7 million respectively, was recorded as selling and administrative expenses in the Consolidated Statement of Operations, with the remaining expenses incurred as cost of sales and research and development.

In the six months ended June 30, 2008 and 2009, we recognized $2.7 million and $1.3 million, respectively, in stock-based compensation expense. A majority of the expense, $2.5 million and $1.2 million, respectively, was recorded as selling and administrative expenses in the Consolidated Statement of Operations, with the remaining expenses incurred as cost of sales and research and development.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

As of June 30, 2009, the total compensation cost related to non-vested restricted stock and stock options not yet recognized was $3.2 million, which will be recognized over the weighted average life of 1.1 years.

During 2008, we approved a performance share award program under our long-term incentive plan. Under this program, a maximum of 597,000 shares of performance shares, which represent the right to receive shares contingent upon the achievement of one or more performance measures, will be issued to eligible employees. These new awards are both service and performance based. Eligible employees must remain employed with the company for a three year period, which began in the first quarter of 2009, and also meet specific performance targets established for each year for the awards to vest. If performance targets are not met at a minimum of a 50% level, the employees forfeit their awards for that specific annual grant. The maximum number of shares that can be earned, 597,000, is based on meeting the targets at a 150% of target level for all three years. The performance targets for 2009 were established in February 2009. We recognized expense of $0.1 million in the six months ended June 30, 2009 related to these awards, which assumes the 2009 targets will be met at a 100% target level.

Restricted stock activity under the plans for the six months ended June 30, 2009 was as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Outstanding unvested at January 1, 2009	640,152	$ 9.05
Granted	326,881	8.36
Vested	(386,437)	9.19
Forfeited	(21,701)	11.70
Outstanding at June 30, 2009	558,895	$ 8.45

Stock option activity under the plans for the six months ended June 30, 2009 was as follows:

	Number of Shares	Weighted-Average Exercise Price
Outstanding at January 1, 2009	1,359,238	$ 8.84
Granted	5,000	9.52
Vested		
Exercised	(10,500)	5.50
Forfeited	(14,000)	15.80
Outstanding at June 30, 2009	1,339,738	$ 8.79

During the three months ended June 30, 2009, we made payments under our employee incentive compensation plan to eligible employees. Our executive officers and certain members of senior management received 50% of their award in company stock. This resulted in the issue of 592,536 shares of common stock.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(4) Adoption of FSP APB 14-1

As mentioned in Note 2, we were required to retrospectively change our method of accounting for the Debentures during the period they were outstanding to comply with FSP APB 14-1 (the FSP).

Initial Measurement Accounting

On January 22, 2004, GTI issued $225.0 million aggregate principal amount of Debentures which were scheduled to mature on January 15, 2024, unless earlier converted, redeemed or repurchased. The FSP required us to separate the proceeds from the Debentures into two accounting components at issuance:

1. a debt component, representing the fair value of the Debentures as if they had no conversion rights, and

2. an equity component, representing the difference between the proceeds from the issuance of the Debentures and the fair value of the debt component.

The amount allocated to the equity component was accounted for as debt discount. We also allocated the transaction costs to the liability and equity components in proportion to the allocation of proceeds and accounted for them as debt issuance costs and equity issuance costs, respectively.

The debt discount and debt issuance costs not allocated to equity were amortized over the period to the first conversion date (7 years) using the interest method and recorded as interest expense. Because the amounts allocated to equity were not deductible for income tax purposes, we recorded the tax effects as adjustments to additional paid-in capital.

Redemption Accounting

On May 30, 2008, we called for the redemption of the $225.0 million outstanding principal amount of the Debentures. On June 13, 2008, the redemption date, the Debenture holders who exercised their conversion rights received 60.3136 shares of our common stock for each $1,000 principal amount of Debentures on conversion, together with a make-whole payment totaling $9.0 million, which represented the present value of all remaining scheduled payments of interest on the redeemed Debentures from the date of conversion through January 15, 2011.

We also made payment of $0.2 million to the Debenture holders who did not exercise their conversion rights and opted to receive a redemption price in cash equal to 100% of the principal plus accrued but unpaid interest until the redemption date. These Debenture holders received the make-whole value in shares.

Under the FSP, we allocated the fair value of the consideration transferred (13.6 million shares of common stock with an aggregate value of $366.4 million) to the fair values of the debt component ($194.7 million) and the equity component ($171.7 million) immediately prior to the redemption. A $4.1 million gain was recognized for the difference between the amount allocated to the debt component and the sum of the carrying amount of the debt, unamortized debt discount, and issuance costs at conversion. At redemption, we recorded additional valuation allowance of $9.9 million as a result of the reduction of the deferred tax liability for the difference in debt discount and debt issuance costs expense recognized for financial and tax reporting.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Effect of restatement

The effect of adopting the FSP on our balance sheet at December 31, 2008, and our statement of operations for the three and six months ended June 30, 2008 follows (dollars in thousands except per share data):

	Previously reported	Retrospectively Adjusted
Balance Sheet as of December 31, 2008		
Additional paid-in capital	$ 1,268,980	$ 1,290,381
Accumulated deficit	(296,351)	(317,752)
Statement of Operations for the three months ended June 30, 2008		
Gain on redemption		4,060
Interest expense	3,790	5,782
Income from continuing operations	78,074	80,141
Income taxes	24,382	34,285
Net income	53,692	45,857
Basic income per common share	0.51	0.43
Diluted income per common share	0.46	0.41
Statement of Operations for the six months ended June 30, 2008		
Gain on redemption		4,060
Interest expense	9,476	13,432
Income from continuing operations	134,818	134,921
Income taxes	42,480	52,383
Net income	92,338	82,539
Basic income per common share	0.89	0.79
Diluted income per common share	0.80	0.75

(5) Earnings Per Share

Basic and diluted EPS are calculated using the following data:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(In thousands, except share data)			
Net income (loss) as reported	$ 45,857	$ (37,091)	$ 82,539	$ (28,622)
Interest on Debentures, net of tax benefit	802		1,718	
Amortization of Debentures issuance costs, net of tax benefit	2,377		4,772	
Net income (loss) as adjusted	$ 49,036	$ (37,091)	$ 89,029	$ (28,622)

Weighted average common shares outstanding for basic calculation	106,050,313	119,892,961	104,160,899	119,401,815
Add: Effect of stock options and restricted stock	1,870,313		1,834,515	
Add: Effect of Debentures	11,600,335		12,585,447	
Weighted average common shares outstanding for diluted calculation	119,520,961	119,892,961	118,580,861	119,401,815

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The calculation of weighted average common shares outstanding for the diluted calculation excludes consideration of stock options covering 92,398 shares in the three months ended June 30, 2008 and 1,018,856 shares in the six months ended June 30, 2008 because the exercise of these options would not have been dilutive for those periods due to the fact that the exercise prices were greater than the weighted average market price of our common stock for each of those periods. There is no dilution for the three or six months ended June 30, 2009 as we are in a net loss position for both periods.

(6) Segment Reporting

Our businesses are reported in the following reportable segments:

Industrial Materials. Our industrial materials segment manufactures and delivers high quality graphite electrodes and refractory products. Electrodes are key components of the conductive power systems used to produce steel and other non-ferrous metals. Refractory products are used in blast furnaces and submerged arc furnaces due to their high thermal conductivity and the ease with which they can be machined to large or complex shapes.

Engineered Solutions. Engineered solutions include advanced graphite materials products for the transportation, solar, and oil and gas exploration industries, as well as natural graphite products.

We evaluate the performance of our segments based on segment operating income. Intersegment sales and transfers are not material and the accounting policies of the reportable segments are the same as those for our Consolidated Financial Statements as a whole. Corporate expenses are allocated to segments based on each segment s percentage of consolidated sales.

The following tables summarize financial information concerning our reportable segments:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Net sales to external customers:				
Industrial materials	$ 275,121	$ 129,834	$ 523,410	$ 234,355
Engineered solutions	44,417	27,940	86,130	57,445
Total net sales	$ 319,538	$ 157,774	$ 609,540	$ 291,800
Segment operating income:				
Industrial materials	$ 79,646	$ 16,369	$ 154,311	$ 23,158
Engineered solutions	8,991	3,115	17,419	4,749
Total segment operating income	$ 88,637	$ 19,484	$ 171,730	$ 27,907
Reconciliation of segment operating income to income (loss) before provision for income taxes:				

Equity in loss and write-down of investment in non-consolidated affiliate		54,602		53,390
Other expense (income), net	2,919	3,270	23,954	(2,264)
Interest expense	5,782	1,421	13,432	3,068
Interest income	(206)	(184)	(578)	(301)
Income (loss) before provision for income taxes	$ 80,142	$ (39,625)	$ 134,922	$ (25,986)

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(7) Investment in and Advances to Non-Consolidated Affiliate

Acquisition

On June 30, 2008, we acquired 100% of the common stock of Falcon-Seadrift Holding Corp., now named GrafTech Seadrift Holding Corp. (GTSD). The principal asset of GTSD is limited partnership units constituting approximately 18.9% of the equity interests of Seadrift Coke L.P. (Seadrift); a privately-held producer of needle coke, the primary raw material used in the manufacture of graphite electrodes. The substance of the transaction was the acquisition of an asset, the limited partnership units. The cost of our acquisition was $136.5 million of which $135.0 million was paid in cash.

Write-down of Investment to Its Fair Value

We perform an assessment of our investment in Seadrift for impairment whenever changes in the facts and circumstances indicate that a loss in value has occurred, which is other than temporary. Because Seadrift is privately-held, we determine the fair value using an income approach (based upon the present value of expected future cash flows using discount rates commensurate with the risks of the investment).

At December 31, 2008, we determined that the fair value of the investment was less than our carrying value and that the loss in value is not temporary. We recorded a $34.5 million noncash impairment to recognize this other than temporary loss in value. The fair value of Seadrift reflected reductions in the estimated future cash flows based on a lower expectation of tons shipped and reduced growth and profitability resulting primarily from the downturn in the economy.

At June 30, 2009, we determined that Seadrift s reported and projected operating losses were triggering events requiring us to assess if there was a loss in value that is other than temporary. The fair value of Seadrift reflected reductions in the estimated future cash flows based on a lower expectation of volume and reduced growth and profitability resulting primarily from the downturn in the economy. We determined that the fair value was less than our carrying value and that the loss in value was other than temporary. We recorded a $52.8 million noncash impairment to recognize this other than temporary loss in value. Because the impairment reduced the difference between the carrying amount of our investment and its tax basis, we recorded a net tax benefit of $7.4 million representing the net change of the deferred tax liability and the restoration of the valuation allowance recognized at the acquisition.

Given the current economic environment and the uncertainties regarding the impact on steel producers and their suppliers, including Seadrift, there can be no assurances that our estimates and assumptions regarding the fair value of Seadrift will prove to be accurate. If the assumptions regarding forecasted revenue, growth rates, and expected profitability are not achieved, we may be required to record additional impairment charges in future periods.

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Equity in Earnings (Losses) and Summarized Financial Information

Our equity earnings are based on Seadrift s results of operations with a one-month lag because its accounting close cycle and preparation of financial statements occurs subsequent to our reporting deadline. We include an estimate for the effect of Seadrift s LIFO inventory accounting on interim periods. Seadrift reported net sales and net loss for the three months ended May 31, 2009 of $9.7 million and $2.3 million, respectively; and net sales and net income, adjusted for the LIFO impact recognized by the company in 2008, for the six months ended May 31, 2009 of $52.7 million and $11.1 million, respectively.

Our statement of operations for the three months ended June 30, 2009 includes our equity in the losses of Seadrift for the second quarter, on a one-month lag, of $0.4 million and the amortization of the difference between our cost of the investment and the net assets of Seadrift assigned to the long-lived assets of $1.3 million. Our statement of operations for the six months ended June 30, 2009 includes our equity in the income of Seadrift for the first half of 2009, on a one-month lag, of $2.1 million and the amortization of the difference between our cost of the investment and the net assets of Seadrift assigned to the long-lived assets of $2.7 million.

Loan to Seadrift

In late June and early July 2009, Seadrift entered into agreements to borrow up to $17.0 million from certain of its shareholders, which includes GrafTech. We agreed to loan up to $8.5 million. On July 2, 2009, we loaned Seadrift $6.0 million. We will record the loan at an amount that reasonably approximates the market value of the note. Seadrift has borrowed $6.0 million from the other shareholders as of July 30, 2009.

Borrowings under these agreements are evidenced by Senior Subordinated Non-Negotiable Demand Notes that are subordinate to Seadrift s revolving credit agreement. The Demand Notes cannot be repaid until all indebtedness under Seadrift s revolving credit agreement have been paid in full and the obligation to make any further loans or advances has ceased and terminated. The Demand Notes bear interest at 10%, payable quarterly in arrears. Seadrift also pays a 1% servicing fee to the lender at the time of a borrowing.

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(8) Other Expense (Income), Net

The following table presents an analysis of other expense (income), net:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Currency (gains) losses	$ (2,772)	$ 2,973	$ 12,692	$ (3,378)
Loss on extinguishment of debt			4,725	
Gain on derecognition of Debentures	(4,060)		(4,060)	
Debenture make-whole payment	9,034		9,034	
Loss (gain) on sale of assets	40	(47)	(8)	(64)
Bank and other financing fees	538	431	983	936
Loss on the sale of accounts receivable	235	69	575	147
Other	(96)	(156)	13	95
Total other expense (income), net	$ 2,919	$ 3,270	$ 23,954	$ (2,264)

We have non-dollar-denominated intercompany loans between GrafTech Finance and certain of our foreign subsidiaries. At December 31, 2008 and June 30, 2009, the aggregate principal amount of these loans was $558.4 million and $565.7 million, respectively (based on currency exchange rates in effect at such dates). These loans are subject to remeasurement gains and losses due to changes in currency exchange rates. Certain of these loans had been deemed to be essentially permanent prior to settlement and, as a result, remeasurement gains and losses on these loans were recorded as a component of accumulated other comprehensive loss in the stockholders equity section of the Consolidated Balance Sheets. The loans remaining are deemed to be temporary and, as a result, remeasurement gains and losses on these loans are recorded as currency gains / losses in other income (expense), net, on the Consolidated Statements of Operations. For the three months ended June 30, 2008 and 2009, we had a net total of $2.8 million of currency gains and $3.0 million of currency losses, respectively, due to the remeasurement of intercompany loans and the effect of transaction gains and losses related to foreign subsidiaries whose functional currency is the US dollar. For the six months ended June 30, 2008 and 2009, we had a net total of $12.7 million of currency losses and $3.4 million of currency gains, respectively, due to the remeasurement of intercompany loans and the effect of transaction gains and losses related to foreign subsidiaries whose functional currency is the US dollar.

In connection with the redemption of $125 million of the outstanding principal of the Senior Notes during the six months ended June 30, 2008, we incurred a $4.7 million loss on the extinguishment of debt, which includes $4.3 million related to the call premium and $0.4 million of charges for the accelerated amortization of the debt issuance fees, terminated interest rate swaps and the premium related to the Senior Notes.

In connection with the conversion of our $225 million of Convertible Senior Debentures in the three months ended June 30, 2008, we incurred a $9.0 million charge related to the make-whole provision. This charge represented the present value of all remaining scheduled interest payments from the date of conversion through January 15, 2011. We also recorded a gain of $4.1 million upon derecognition, as discussed in Note 4.

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(9) Benefit Plans

The components of our consolidated net pension and postretirement cost (benefit) are set forth in the following tables:

	Pension Benefits			
	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Service cost	$ 246	$ 157	$ 492	$ 313
Interest cost	2,890	2,619	5,780	5,239
Expected return on plan assets	(3,254)	(2,909)	(6,509)	(5,819)
Amortization of transition obligation	(22)	2	(43)	3
Amortization of prior service cost	34	11	68	22
Amortization of unrecognized loss	497	319	995	639
Settlements	171		171	
Net cost	$ 562	$ 199	$ 954	$ 397

	Post Retirement Benefits			
	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Service cost	$ 120	$ 93	$ 240	$ 186
Interest cost	554	554	1,108	1,107
Amortization of prior service benefit	(332)	(319)	(664)	(639)
Amortization of unrecognized loss	1,051	967	2,102	1,936
Net cost	$ 1,393	$ 1,295	$ 2,786	$ 2,590

We provide postretirement benefits for eligible retired employees pooled participants, a closed group of retirees that existed under the former parent company; and non-pooled participants, GrafTech employees who began working prior to 2001 and remain working for us until retirement. Effective July 1, 2009, we amended our plan to eliminate the benefit for certain non-pooled participants. The effect of this amendment is to reduce our accumulated plan benefit by $0.8 million which will be recorded in the third quarter of 2009.

(10) Long-Term Debt and Liquidity

The following table presents our long-term debt:

	At December 31, 2008	At June 30, 2009
	(Dollars in thousands)	
Revolving Facility	$ 30,000	$ 33,312
Senior Notes:		
Senior Notes due 2012	19,906	19,906
Fair value adjustments for terminated hedge instruments*	191	165
Unamortized bond premium	38	33
Total Senior Notes	20,135	20,104
Other European debt	422	296
Total	$ 50,577	$ 53,712

* Fair value adjustments for terminated hedge instruments will be amortized as a credit to interest expense over the remaining term of the Senior Notes.

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Our Revolving Facility will mature in July 2010, and will be classified as current debt in our Consolidated Balance Sheet beginning July 2009, unless refinanced prior to issuance of such financial statements.

In the six months ended June 30, 2008, we redeemed a total of $125 million of the outstanding principal amount of the 10 $^{1}/4$% Senior Notes, due 2012, at 103.417% plus accrued interest, as discussed in Note 8.

The fair value of our long-term debt was $52.6 million at June 30, 2009.

(11) Inventories

Inventories are comprised of the following:

	At December 31, 2008	At June 30, 2009
	(Dollars in thousands)	
Inventories:		
Raw materials and supplies	$ 130,615	$ 119,004
Work in process	111,995	110,263
Finished goods	49,895	47,853
	292,505	277,120
Reserves	(2,108)	(1,347)
	$ 290,397	$ 275,773

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Costs in excess of normal absorption at June 30, 2009 were $9.3 million, which were accounted for under the provisions of SFAS No. 151, *Inventory Costs an amendment of APB No. 43, Chapter 4*. SFAS No. 151 requires us to recognize abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) as current period charges. SFAS No. 151 also requires that we allocate fixed production overheads to the costs of conversion based on normal capacity of the production facilities. The unabsorbed costs were attributable to adjustments of fixed production overheads to the costs of conversion based on normal capacity versus actual levels, due to production levels being below normal capacity in the first and second quarter.

(12) Interest Expense

The following table presents an analysis of interest expense:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Interest incurred on debt	$ 2,999	$ 1,038	$ 7,831	$ 2,302
Amortization of fair value adjustments for terminated hedge instruments	(45)	(13)	(116)	(26)
Amortization of premium on Senior Notes	(9)	(3)	(23)	(6)
Amortization of discount on Debentures	2,204		4,409	
Amortization of debt issuance costs	566	345	1,191	690
Interest incurred on other items	67	54	140	108
Total interest expense	$ 5,782	$ 1,421	$ 13,432	$ 3,068

(13) Other Comprehensive Income

Other comprehensive income consisted of the following:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2008	2009	2008	2009
	(Dollars in thousands)			
Net income (loss)	$ 45,857	$ (37,091)	$ 82,539	$ (28,622)
Other comprehensive income:				
Foreign currency translation adjustments	(6,008)	(42,107)	(29,613)	(25,087)
Amortization of prior service costs and unrecognized gains and losses, net of tax of $0, $0, $0, and $982, respectively	(1,210)	(1,841)	(2,442)	(1,800)
Natural gas derivatives and other, net of tax of $0, $30, $0, and $30, respectively	113	(1,438)	(131)	(1,573)
Total comprehensive income	$ 38,752	$ (82,477)	$ 50,353	$ (57,082)

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(14) Contingencies

We are involved in various investigations, lawsuits, claims, demands, environmental compliance programs and other legal proceedings arising out of or incidental to the conduct of our business. While it is not possible to determine the ultimate disposition of each of these matters, we do not believe that their ultimate disposition will have a material adverse effect on our financial position, results of operations or cash flows.

Product Warranties

We generally sell products with a limited warranty. We accrue for known warranty claims if a loss is probable and can be reasonably estimated. We also accrue for estimated warranty claims incurred based on a historical claims charge analysis. The following table presents the activity in this accrual for the six months ended June 30, 2009:

	(Dollars in Thousands)
Balance at January 1, 2009	$ 913
Product warranty charges	1,721
Payments and settlements	(707)
Balance at June 30, 2009	$ 1,927

(15) Financial Information About the Issuers and Guarantors of Our Debt Securities and Subsidiaries Whose Securities Secure the Senior Notes and Related Guarantees

On February 15, 2002, GrafTech Finance (**Finco**), a direct subsidiary of GTI (the **Parent**), issued $400 million aggregate principal amount of Senior Notes and, on May 6, 2002, $150 million aggregate principal amount of additional Senior Notes. All of the Senior Notes have been issued under a single Indenture and constitute a single class of debt securities. The Senior Notes mature on February 15, 2012. The Senior Notes have been guaranteed on a senior basis by the Parent and the following wholly-owned direct and indirect subsidiaries of the Parent: GrafTech Global, GrafTech International Holdings Inc., GrafTech International Trading Inc., and GrafTech Technology LLC. The Parent, Finco and these subsidiaries together hold a substantial majority of our U.S. assets.

The guarantors of the Senior Notes, solely in their respective capacities as such, are collectively called the **U.S. Guarantors**. Our other subsidiaries, which are not guarantors of the Senior Notes, are called the **Non-Guarantors**.

All of the guarantees are unsecured. All of the guarantees are full, unconditional and joint and several. Finco and each of the other U.S. Guarantors (other than the Parent) are 100% owned, directly or indirectly, by the Parent. All of the guarantees of the Senior Notes continue until the Senior Notes have been paid in full, and payment under such guarantees could be required immediately upon the occurrence of an event of default under the Senior Notes. If a guarantor makes a payment under its guarantee of the Senior Notes, it would have the right under certain circumstances to seek contribution from the other guarantors of the Senior Notes.

Provisions in the Revolving Facility restrict the payment of dividends by our subsidiaries to the Parent. At June 30, 2009, retained earnings of our subsidiaries subject to such restrictions were approximately $1,276 million. Investments in subsidiaries are recorded on the equity basis.

The following table sets forth condensed consolidating balance sheets at December 31, 2008 and June 30, 2009 and condensed consolidating statements of operations and cash flows for each of the three month and six months ended June 30, 2008 and 2009 of the Parent, Finco, all other

U.S. Guarantors and the Non-Guarantors.

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(Unaudited)

Condensed Consolidating Balance Sheet

at December 31, 2008

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
ASSETS						
Current assets:						
Cash and cash equivalents	$ 131	$ 713	$ 341	$ 10,479	$	$ 11,664
Intercompany loans		244,463		684,297	(928,760)	
Intercompany accounts receivable		9,846		9,880	(19,726)	
Accounts receivable - third party			26,783	120,203		146,986
Accounts and notes receivable, net		254,309	26,783	814,380	(948,486)	146,986
Inventories			56,091	234,306		290,397
Prepaid expenses and other current assets		13	9,040	5,323		14,376
Total current assets	131	255,035	92,255	1,064,488	(948,486)	463,423
Property, plant and equipment, net			84,178	253,192		337,370
Deferred income taxes				1,907		1,907
Intercompany loans		558,433			(558,433)	
Investments in affiliates	504,459		512,097		(1,016,556)	
Goodwill				7,166		7,166
Other assets		2,355	5,155	5,377		12,887
Investment in non-consolidated affiliate			118,925			118,925
Restricted cash				1,451		1,451
Total assets	$ 504,590	$ 815,823	$ 812,610	$ 1,333,581	$ (2,523,475)	$ 943,129
LIABILITIES AND STOCKHOLDERS EQUITY						
Current liabilities:						
Accounts payable	$	$	$ 9,032	$ 46,100	$	$ 55,132
Interest payable		943		10		953
Intercompany loans		694,177	237,645	16,664	(948,486)	
Third party loans		6,700		2,647		9,347
Short-term debt		700,877	237,645	19,311	(948,486)	9,347
Accrued income and other taxes			4,838	30,023		34,861
Other accrued liabilities		685	37,734	101,911		140,330

Total current liabilities		702,505	289,249	197,355	(948,486)	240,623
Long-term debt		50,135		422		50,557
Intercompany loans				558,433	(558,433)	
Other long-term obligations			75,945	42,327		118,272
Deferred income taxes			6,140	22,947		29,087
Stockholders equity	504,590	63,183	441,276	512,097	(1,016,556)	504,590
Total liabilities and stockholders equity	$ 504,590	$ 815,823	$ 812,610	$ 1,333,581	$ (2,523,475)	$ 943,129

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Condensed Consolidating Balance Sheet

at June 30, 2009

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
ASSETS						
Current assets:						
Cash and cash equivalents	$ 110	$ 6,733	$ (40)	$ 10,826	$	$ 17,629
Intercompany loans		234,588	6,698	691,091	(932,377)	
Intercompany accounts receivable		8,959		10,783	(19,742)	
Accounts receivable - third party			22,381	69,827		92,208
Accounts and notes receivable, net		243,547	29,079	771,701	(952,119)	92,208
Inventories			55,001	220,772		275,773
Prepaid expenses and other current assets		88	2,097	4,014		6,199
Total current assets	110	250,368	86,137	1,007,313	(952,119)	391,809
Property, plant and equipment, net			85,450	269,604		355,054
Deferred income taxes			1,490	6,876		8,366
Intercompany loans		565,748			(565,748)	
Investments in affiliates	510,389		551,477		(1,061,866)	
Goodwill				8,573		8,573
Other assets		1,664	5,417	6,405		13,486
Investment in non-consolidated affiliate			65,413			65,413
Restricted cash				1,470		1,470
Total assets	$ 510,499	$ 817,780	$ 795,384	$ 1,300,241	$ (2,579,733)	$ 844,171
LIABILITIES AND STOCKHOLDERS EQUITY						
Current liabilities:						
Accounts payable	$	$	$ 9,424	$ 29,556	$	$ 38,980
Interest payable		960		7		967
Intercompany loans		699,329	231,134	21,641	(952,104)	
Third party loans		8,200		3,819		12,019
Short-term debt		707,529	231,134	25,460	(952,104)	12,019
Accrued income and other taxes			4,067	18,897		22,964
Other accrued liabilities		144	21,445	33,463		55,052

Total current liabilities		708,633	266,070	107,383	(952,104)	129,982
Long-term debt		53,416		296		53,712
Intercompany loans				565,748	(565,748)	
Other long-term obligations			75,027	46,224		121,251
Deferred income taxes			(371)	29,098		28,727
Stockholders equity	510,499	55,731	454,658	551,492	(1,061,881)	510,499
Total liabilities and stockholders equity	$ 510,499	$ 817,780	$ 795,384	$ 1,300,241	$ (2,579,733)	$ 844,171

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Condensed Consolidating Statements of Operations

for the Three Months June 30, 2008

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Net sales	$	$	$ 74,057	$ 245,481	$	$ 319,538
Cost of sales			36,919	168,269		205,188
Gross profit			37,138	77,212		114,350
Research and development			1,807	28		1,835
Selling, administrative, and other expenses			14,647	9,041		23,688
Restructuring charges			1	189		190
Operating income			20,683	67,954		88,637
Other (income) expense, net	4,980	(15,767)	(940)	(6,907)	21,553	2,919
Interest expense	3,179	11,820	1,888	10,448	(21,553)	5,782
Interest income		(12)		(194)		(206)
Income (loss) before provision for (benefit from) income taxes	(8,159)	3,959	19,735	64,607		80,142
Provision for (benefit from) income taxes	9,899	280	9,942	14,164		34,285
Income (loss) from continuing operations	(18,058)	3,679	9,793	50,443		45,857
Equity (deficit) in earnings of subsidiaries	63,915		50,443		(114,358)	
Net income (loss)	$ 45,857	$ 3,679	$ 60,236	$ 50,443	$ (114,358)	$ 45,857

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Condensed Consolidating Statements of Operations

for the Three Months June 30, 2009

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Net sales	$	$	$ 42,298	$ 115,476	$	$ 157,774
Cost of sales			34,408	77,678		112,086
Gross profit			7,890	37,798		45,688
Research and development			3,103	6		3,109
Selling, administrative, and other expenses			16,936	6,159		23,095
Restructuring charges						
Operating income			(12,149)	31,633		19,484
Equity in losses and write-down of investment in non-consolidated affiliate			54,602			54,602
Other (income) expense, net		(6,049)	642	(10,828)	19,905	3,270
Interest expense		10,954	1,182	8,790	(19,905)	1,421
Interest income			(35)	(149)		(184)
Income (loss) before provision for (benefit from) income taxes		(4,905)	(68,540)	33,820		(39,625)
Provision for (benefit from) income taxes			(5,247)	2,713		(2,534)
Income (loss) from continuing operations		(4,905)	(63,293)	31,107		(37,091)
Equity (deficit) in earnings of subsidiaries	(37,091)		31,107		5,984	
Net income (loss)	$ (37,091)	$ (4,905)	$ (32,186)	$ 31,107	$ 5,984	$ (37,091)

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PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Condensed Consolidating Statements of Operations

for the Six Months June 30, 2008

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Net sales	$	$	$ 132,558	$ 476,982	$	$ 609,540
Cost of sales			103,781	283,308		387,089
Gross profit			28,777	193,674		222,451
Research and development			4,073	27		4,100
Selling, administrative, and other expenses			28,918	17,361		46,279
Restructuring charges			(1)	343		342
Operating income			(4,213)	175,943		171,730
Other (income) expense, net	4,980	(7,985)	2,234	(18,961)	43,686	23,954
Interest expense	6,495	24,205	5,770	20,648	(43,686)	13,432
Interest income		(211)		(367)		(578)
Income (loss) before provision for (benefit from) income taxes	(11,475)	(16,009)	(12,217)	174,623		134,922
Provision for (benefit from) income taxes	9,903	560	12,906	29,014		52,383
Income (loss) from continuing operations	(21,378)	(16,569)	(25,123)	145,609		82,539
Equity (deficit) in earnings of subsidiaries	103,917		145,609		(249,526)	
Net income (loss)	$ 82,539	$ (16,569)	$ 120,486	$ 145,609	$ (249,526)	$ 82,539

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Condensed Consolidating Statements of Operations

for the Six Months June 30, 2009

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Net sales	$	$	$ 91,348	$ 200,452	$	$ 291,800
Cost of sales			74,792	139,226		214,018
Gross profit			16,556	61,226		77,782
Research and development			5,157	20		5,177
Selling, administrative, and other expenses			29,338	15,392		44,730
Restructuring charges				(32)		(32)
Operating income			(17,939)	45,846		27,907
Equity in earnings of and write-down of investment in non-consolidated affiliate			53,390			53,390
Other (income) expense, net		(13,666)	(7,379)	(19,762)	38,543	(2,264)
Interest expense		21,659	2,510	17,442	(38,543)	3,068
Interest income			(35)	(266)		(301)
Income (loss) before provision for (benefit from) income taxes		(7,993)	(66,425)	48,432		(25,986)
Provision for (benefit from) income taxes			(2,851)	5,487		2,636
Income (loss) from continuing operations		(7,993)	(63,574)	42,945		(28,622)
Equity (deficit) in earnings of subsidiaries	(28,622)		42,945		(14,323)	
Net income (loss)	$ (28,622)	$ (7,993)	$ (20,629)	$ 42,945	$ (14,323)	$ (28,622)

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PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Condensed Consolidating Statements of Cash Flows

for the Six Months Ended June 30, 2008

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Cash flow from operating activities:						
Net income	$ 82,539	$ (16,569)	$ 120,486	$ 145,609	$ (249,526)	$ 82,539
Adjustments to reconcile net income to net cash used in:						
Depreciation and amortization			2,950	14,466		17,416
Deferred income taxes	9,903		606	583		11,092
Gain on redemption of Debentures	(4,060)					(4,060)
Restructuring charges				342		342
Currency losses		14,313				14,313
Stock based compensation	2,373					2,373
Interest expense	4,141	2,828				6,969
Other non-cash charges (credits), net	(137,692)	(278,699)	40,171	282,970	97,232	3,982
(Increase) decrease in working capital	(305)	(109,529)	(25,170)	(177,387)	277,389	(35,002)
(Gain) loss on sale of assets			(18)	26		8
Long-term assets and liabilities			1,069	1,320		2,389
Net cash used in operating activities	(43,101)	(387,656)	140,094	267,929	125,095	102,361
Cash flow from investing activities:						
Inter-company receivable/payable		390,945		(265,824)	(125,121)	
Capital expenditures			(5,484)	(22,070)		(27,554)
Proceeds from derivative instruments		224				224
Purchase of equity investment			(134,611)			(134,611)
Proceeds from sale of assets				18		18
Increase in restricted cash				(166)		(166)
Net cash used in investing activities		391,169	(140,095)	(288,042)	(125,121)	(162,089)
Cash flow from financing activities:						
Short-term debt borrowings, net		12,000		2,993		14,993
Revolving Facility borrowings		155,625				155,625
Revolving Facility reductions		(70,810)				(70,810)
Long term debt reduction		(124,508)				(124,508)
Excess tax benefit	12,136					12,136
Purchase of treasury shares	(5,323)					(5,323)
Proceeds from exercise of stock options	36,315					36,315

Net cash used in financing activities	43,128	(27,693)		2,993		18,428
Net decrease in cash and cash equivalents	27	(24,180)		(17,120)	(26)	(41,300)
Effect of exchange rate changes on cash and cash equivalents				122		122
Cash and cash equivalents at beginning of period	168	31,021		23,670	(118)	54,741
Cash and cash equivalents at end of period	$ 195	$ 6,841	$	$ 6,672	$ (143)	$ 13,563

PART I (CONT D)

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Condensed Consolidating Statements of Cash Flows

for the Six Months Ended June 30, 2009

	Parent (Guarantor of Senior Notes)	Finco (Issuer of Senior Notes)	All Other U.S. Guarantors	Non-Guarantors	Consolidation/ Eliminations	Consolidated
			(Dollars in thousands)			
Cash flow from operating activities:						
Net (loss) income	$ (28,622)	$ (7,993)	$ (20,629)	$ 42,945	$ (14,323)	$ (28,622)
Adjustments to reconcile net (loss) income to net cash provided by operating activities:						
Depreciation and amortization			3,165	13,037		16,202
Deferred income taxes			(598)	1,446		848
Equity in losses of and write-down of investment in non-consolidated affiliate			53,390			53,390
Currency gains				(3,682)		(3,682)
Post retirement obligation and pension plan changes	(54)		4,628	824		5,398
Stock based compensation, including incentive compensation paid in company stock	4,958					4,958
Interest expense		660				660
Other charges, net	23,630	(6,916)	(6,570)	(9,190)	11,645	12,599
Dividends from non-consolidated affiliate			122			122
Decrease (increase) in working capital		10,163	(19,752)	10,314	2,678	3,403
Long-term assets and liabilities			(3,226)	(1,619)		(4,845)
Net cash (used in) provided by operating activities	(88)	(4,086)	10,530	54,075		60,431
Cash flow from investing activities:						
Inter-company loans receivable/payable/debt		7,431	(5,670)	(1,761)		
Capital expenditures			(4,974)	(24,990)		(29,964)
Proceeds from derivative instruments		(1,540)		1,803		263
Proceeds from sale of assets			54	15		69
Change in restricted cash				(19)		(19)
Net cash provided by (used in) investing activities		5,891	(10,590)	(24,952)		(29,651)
Cash flow from financing activities:						
Short-term debt borrowings, net		1,500	(321)	1,350		2,529
Revolving Facility borrowings		114,715				114,715
Revolving Facility reductions		(112,000)				(112,000)
Long term debt reduction				(129)		(129)
Excess tax benefit from stock based compensation	10					10
Supply chain financing				(30,115)		(30,115)
Long-term financing obligations				(536)		(536)

Purchase of treasury shares						
Proceeds from exercise of stock options	57					57
Net cash provided by (used in) financing activities	67	4,215	(321)	(29,430)		(25,469)
Net (decrease) increase in cash and cash equivalents	(21)	6,020	(381)	(307)		5,311
Effect of exchange rate changes on cash and cash equivalents				654		654
Cash and cash equivalents at beginning of period	131	713	341	10,479		11,664
Cash and cash equivalents at end of period	$ 110	$ 6,733	$ (40)	$ 10,826	$	$ 17,629

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(16) Income Taxes

We compute an estimated annual effective tax rate on a quarterly basis, considering ordinary income and related income tax expense. Ordinary income refers to income (loss) before income tax expense excluding significant, unusual, or infrequently occurring items. The tax effect of an unusual or infrequently occurring item is recorded in the interim period in which it occurs. These items may include the cumulative effect of changes in tax laws or rates, foreign exchange gains and losses, impairment charges, adjustments to prior period uncertain tax positions, and adjustments to our valuation allowance due to changes in judgment of the realizability of deferred tax assets.

The provision for income taxes for the three months ended June 30, 2009 and 2008 was a tax benefit of $2.5 million on pretax loss of $39.6 million, and a tax expense of $34.3 million on pretax income of $80.1 million. The effective tax rates were 6.4% and 42.8% for the three months ended June 30, 2009 and 2008, respectively. The effective tax rate for the three months ended June 30, 2009 results from not fully realizing the benefit of the $52.8 million Seadrift impairment charge, as described in note 7 above, due to the reestablishment of valuation allowances against tax attributes in the U.S.

The provision for income taxes for the six months ended June 30, 2009 and 2008 was a tax expense of $2.6 million on pretax loss of $26.0 million and a tax expense of $52.4 million on pretax income of $134.9 million. The effective tax rates were 10.1% and 38.8% for the six months ended June 30, 2009 and 2008, respectively. The effective tax rate for the six months ended June 30, 2009 results from not fully realizing the benefit of the $52.8 million Seadrift impairment charge, as described in Note 7, due to the reestablishment of valuation allowances against tax attributes in the U.S.

Our cumulative year-to-date unrecognized tax benefits have decreased by $1.8 million, primarily as a result of the settlement of tax positions taken in a prior period, of which $0.9 million has a favorable impact on our effective tax rate. As of June 30, 2009, we had unrecognized tax benefits of $9.0 million, which would have a favorable impact on our effective tax rate. It is reasonably possible that a reduction in a range of $1.5 million to $2.5 million of unrecognized tax benefits may occur within 12 months as a result of the expiration of statutes of limitation.

We file income tax returns in the U.S. federal and state jurisdictions, and various non-U.S. jurisdictions. All U.S. tax years prior to 2005 are closed by statute or have been audited and settled with the U.S. tax authorities. We have also closed our 2005-2007 income tax audit with the French tax authorities, and for most other jurisdictions we are still open to examination beginning after 2003.

Our tax provisions for the three months ended June 30, 2009 and 2008 were primarily for taxes on our international income. We continue to adjust the tax provision rate through the establishment, or release, of non-cash valuation allowances attributable to the U.S. and certain non-U.S. taxing jurisdictions, including U.S. foreign tax credit utilization. We weigh both positive and negative evidence in determining whether a valuation allowance is required. Examples of positive evidence would include a strong earnings history, an event or events that would increase our taxable income through a continued reduction of expenses, and tax planning strategies that would indicate an ability to realize deferred tax assets. The positive evidence does not yet outweigh the negative evidence in regards to whether or not a valuation allowance is required.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(17) Derivative Instruments

We use derivative instruments as part of our overall foreign currency and commodity risk management strategies to manage the risk of exchange rate movements that would reduce the value of our foreign cash flows and to minimize commodity price volatility. Foreign currency exchange rate movements create a degree of risk by affecting the value of sales made and costs incurred in currencies other than the US Dollar. We do not enter into derivative financial instruments for speculative or trading purposes and did not during the three or six months ended June 30, 2009 or 2008.

None of our derivative contracts contain provisions that would require us to provide collateral. Derivative contracts that we may enter into in the future may contain such provisions. Since the counterparties to these financial instruments are large commercial banks and similar financial institutions, we do not believe that we are exposed to material counterparty credit risk, despite the current worldwide economic situation. We do not anticipate nonperformance by any of the counter-parties to our instruments.

The fair value of all derivatives is recorded as assets or liabilities on a gross basis in our Consolidated Balance Sheets. At June 30, 2009 and December 31, 2008, the fair values of our derivatives and their respective balance sheet locations are presented in the following table:

	Asset Derivatives		**Liability Derivatives**	
	Location	**Fair Value**	**Location**	**Fair Value**
		(Dollars in thousands)		
As of June 30, 2009				
Foreign currency contracts	Other current assets	$ 554		$
Commodity forward contracts			Other current liabilities	327
Total fair value		$ 554		$ 327
As of December 31, 2008				
Foreign currency contracts	Other current assets	$ 203		$
Commodity forward contracts			Other current liabilities	1,511
Total fair value		$ 203		$ 1,511

The location and amount of realized (gains) losses recognized in the Statement of Operations for derivatives are as follows for the three and six months June 30, 2009:

		Amount of (Gain) Loss Recognized *(Dollars in thousands)*	
Three months ended June 30,	**Location**	**2009**	**2008**
Foreign currency contracts	Cost of goods sold / Other (income) expense	$ (1,790)	$
Commodity forward contracts	Cost of goods sold	1,108	(143)

Six months ended June 30,	Location	2009	2008
Foreign currency contracts	Cost of goods sold / Other (income) expense	$ (2,330)	$
Commodity forward contracts	Cost of goods sold	2,066	(252)

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Foreign Currency Contracts

In 2008 and 2009, we entered into foreign exchange contracts as economic hedges of anticipated cash flows denominated in the Mexican peso and Brazilian real. These contracts were entered into to protect the risk that the eventual cash flows resulting from such transactions will be adversely affected by changes in exchange rates between the US Dollar and either the Mexican peso or Brazilian real. As of June 30, 2009, we had outstanding Mexican peso and Brazilian real forward exchange contracts, with aggregate notional amounts of $6.0 million. The forward exchange contracts outstanding as of June 30, 2009 have several maturity dates ranging from September to December 2009.

Commodity Forward Contracts

In 2008 and 2009, we entered into commodity forward contracts as economic hedges of exposure to variability of commodity prices for natural gas. We entered into these contracts to protect against the risk that the eventual cash flows related to purchases of natural gas will be adversely affected by future changes in prices. As of June 30, 2009 and December 31, 2008, we had outstanding natural gas commodity forward contracts with notional amounts of $0.8 million and $4.4 million, respectively. The commodity forward contracts outstanding as of June 30, 2009 have several maturity dates ranging from July to September 2009.

Both our foreign currency contract and our commodity contracts are treated as hedges under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* and are required to be measured at fair value on a recurring basis. With respect to the inputs used to determine the fair value, we use observable, quoted rates that are determined by active markets and therefore, classify the contracts as Level 2 in accordance with the definition in SFAS No. 157.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Introduction to Part I, Item 2, and Part II, Item 1

Important Terms. We define various terms to simplify the presentation of information in this Report. These terms, which definitions are incorporated herein by reference, are defined in Part I Preliminary Notes Important Terms the Annual Report.

Presentation of Financial, Market and Legal Data. We present our financial information on a consolidated basis.

Unless otherwise noted, when we refer to dollars, we mean U.S. dollars.

Unless otherwise specifically noted, market and market share data in this Report are our own estimates or derived from sources described in Part I Preliminary Notes Presentation of Financial, Market and Legal Data in the Annual Report, which description is incorporated herein by reference. Our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under Forward Looking Statements and Risks in this Report and Forward Looking Statements and Risk Factors in the Annual Report. We cannot guarantee the accuracy or completeness of this market and market share data and have not independently verified it. None of the sources has consented to the disclosure or use of data in this Report.

Reference is made to the Annual Report for background information on various risks and contingencies and other matters related to circumstances affecting us and our industry.

Neither any statement made in this Report nor any charge taken by us relating to any legal proceedings constitutes an admission as to any wrongdoing.

Forward Looking Statements and Risks. This Report contains forward looking statements. In addition, we or our representatives have made or may make forward looking statements on telephone or conference calls, by webcasts or emails, in person, in presentations or written materials, or otherwise. These include statements about such matters as: expected future or targeted operational and financial performance; growth rates and future production and sales of products that incorporate or that are produced using our products; changes in production capacity in our operations and our competitors or customers operations and the utilization rates of that capacity; growth rates for, future prices and sales of, and demand for our products and our customers products; costs of materials and production, including anticipated increases or decreases therein, our ability to pass on any such increases in our product prices or surcharges thereon, or customer or market demand to reduce our prices due to such decreases; changes in customer order patterns due to changes in economic conditions; productivity, business process and operational initiatives, and their impact on us; our position in markets we serve; investments and acquisitions that we have made or may make in the future and the performance of the businesses underlying such acquisitions and investments; employment and contributions of key personnel; employee relations and collective bargaining agreements covering many of our operations; tax rates; capital expenditures and their impact on us; nature and timing of restructuring charges and payments; strategic plans and business projects; regional and global economic and industry market conditions, changes in such conditions and the impact thereof; interest rate management activities; currency rate management activities; deleveraging activities; rationalization, restructuring, realignment, strategic alliance, raw material and supply chain, technology development and collaboration, investment, acquisition, venture, operational, tax, financial and capital projects; legal proceedings, contingencies, and environmental compliance; consulting projects; potential offerings, sales and other actions regarding debt or equity securities of us or our subsidiaries; and costs, working capital, revenues, business opportunities, debt levels, cash flows, cost savings and reductions, margins, earnings and growth. The words **will**, **may**, **plan**, **estimate**, **project**, **believe**, **anticipate**, **expect**, **intend**, **should**, **would**, **could**, and similar expressions, or the negatives thereof, identify some of these statements.

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(Unaudited)

Our expectations and targets are not predictors of actual performance and historically our performance has deviated, often significantly, from our expectations and targets. Actual future events and circumstances (including future results and trends) could differ materially, positively or negatively, from those set forth in these statements due to various factors. These factors include:

the possibility that the challenging global economic conditions which continue to prevail may continue to depress or further decrease the demand for electric arc furnace (EAF) steel which may, in turn, further decrease demand for our graphite electrodes;

the possibility that additions to capacity for producing EAF steel, increases in overall EAF steel production capacity, and increases or other changes in steel production may not occur or may not occur at the rates that we anticipate or may not be as geographically disbursed as we anticipate;

the possibility that increases or decreases in graphite electrode manufacturing capacity (including growth by producers in developing countries), competitive pressures (including changes in and the mix, distribution, and pricing of their products), reduction in specific consumption rates, increases or decreases in customer inventory levels, or other changes in the graphite electrode markets may occur, which may impact demand for, prices or unit and dollar volume sales of graphite electrodes and growth or profitability of our graphite electrodes business;

the possible failure of changes in EAF steel production or graphite electrode production to result in stable or increased, or offset decreases in, graphite electrode demand, prices, or sales volume;

the possibility that increases or decreases in manufacturing capacity (including growth by producers in developing countries) for our engineered solutions segment s products, competitive pressures (including changes in and the mix, distribution, and pricing of competitive products), technological development and changes in performance characteristics, increases or decreases in customer inventory levels, or other changes in the markets may occur, which may impact demand for, prices or unit and dollar volume sales of our engineered solutions products and growth or profitability of our engineered solutions business;

the possibility that, for all of our product lines, capital improvement and expansion in our customers operations and increases in demand for their products may not occur or may not occur at the rates that we anticipate or the demand for their products may decline;

the possibility that continued global consolidation of the world s largest steel producers could impact our business or industry;

the possibility that average graphite electrode revenue per metric ton in the future may be different than current spot or market prices due to changes in product mix, changes in currency exchange rates, changes in competitive market conditions or other factors;

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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(Unaudited)

the possibility that price increases, adjustments or surcharges may not be realized or that price decreases may occur;

the possibility that current challenging economic conditions and economic demand reduction may continue impact our revenues and costs;

the possibility that decreases on prices for energy and raw materials may lead to downward pressure on prices for our products and delays in customer orders for our products as customers anticipate possible future prices;

the possibility that increases in prices for our raw materials and the magnitude of such increases, global events that influence energy pricing and availability, increases in our energy needs, or other developments may adversely impact or offset our productivity and cost containment initiatives;

the possibility that current economic disruptions may result in idling or closing of blast furnace capacity or delay of blast furnace capacity additions which may affect demand and prices for our refractory products;

the possibility that reductions in customers production, increases in competitors capacity, competitive pressures, or other changes in other markets we serve may occur, which may impact demand for, prices of or unit and dollar volume sales of, our other products, or growth or profitability of our other product lines, or change our position in such markets;

the possibility that we will not be able to hire and retain key personnel or to renew or extend our collective bargaining or similar agreements on reasonable terms as they expire or to do so without a work stoppage or strike;

the possibility of delays in or failure to achieve successful development and commercialization of new or improved engineered solutions or that such solutions could be subsequently displaced by other products or technologies;

the possibility that we will fail to develop new customers or applications for our engineered solutions products;

the possibility that our manufacturing capabilities may not be sufficient or that we may experience delays in expanding or fail to expand our manufacturing capacity to meet demand for existing, new or improved products;

the possibility that the investments and acquisitions that we make or may make in the future may not be successfully integrated into our business or provide the performance or returns expected; the possibility that current global economic conditions and changes in the economy may materially impact the businesses underlying our acquisitions and investments, including their cash flow, liquidity, and sources of financing; that our investments and reported results may be materially impacted by the effect of such events on our acquisitions and investments; and that there may be further impairment of our investments;

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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the possibility that challenging conditions or changes in the capital markets will limit our ability to obtain financing, including the renewal of our Revolving Facility which matures in 2010, for growth and other initiatives, on acceptable terms or at all;

the possibility that conditions or changes in the global equity markets may have a material impact on our future pension funding obligations and liabilities on our balance sheet;

the possibility that the amount or timing of our anticipated capital expenditures may be limited by our financial resources or financing arrangements or that our ability to complete capital projects may not occur timely enough to adapt to changes in market conditions or changes in regulatory requirements;

the possibility that we may be unable to protect our intellectual property or may infringe the intellectual property rights of others, resulting in damages, limitations on our ability to produce or sell products or limitations on our ability to prevent others from using that intellectual property to produce or sell products;

the occurrence of unanticipated events or circumstances or changing interpretations and enforcement agendas relating to legal proceedings or compliance programs;

the occurrence of unanticipated events or circumstances or changing interpretations and enforcement agendas relating to health, safety or environmental compliance or remediation obligations or liabilities to third parties or relating to labor relations;

the possibility that our provision for income taxes and effective income tax rate or cash tax rate may fluctuate significantly due to changes in applicable tax rates or laws, changes in the sources of our income, changes in tax planning, new or changing interpretations of applicable regulations, or changes in profitability, estimates of future ability to use foreign tax credits, and other factors;

the possibility of changes in interest or currency exchange rates, in competitive conditions, or in inflation or deflation;

the possibility that our outlook could be significantly impacted by, among other things, changes in United States or other monetary or fiscal policies or regulations in response to the capital markets crisis and its impact on global economic conditions, developments in the Middle East, North Korea, and other areas of concern, the occurrence of further terrorist acts and developments (including increases in security, insurance, data back-up, energy and transportation and other costs, transportation delays and continuing or increased economic uncertainty and weakness) resulting from terrorist acts and the war on terrorism;

the possibility that our outlook could be significantly impacted by changes in demand as a result of the effect on customers of the volatility in global credit and equity markets;

the possibility that interruption in our major raw material, energy or utility supplies due to, among other things, natural disasters, process interruptions, actions by producers and capacity limitations, may adversely affect our ability to manufacture and supply our products or result in higher costs;

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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the possibility of interruptions in production at our facilities due to, among other things, critical equipment failure, which may adversely affect our ability to manufacture and supply our products or result in higher costs;

the possibility that we may not achieve the earnings or other financial or operational metrics that we provide as guidance from time to time;

the possibility that the anticipated benefits from organizational and work process redesign, changes in our information systems, or other system changes, including operating efficiencies, production cost savings and improved operational performance, including leveraging infrastructure for greater productivity and contributions to our continued growth, may be delayed or may not occur or may result in unanticipated disruption;

the possibility that our disclosure or internal controls may become inadequate because of changes in conditions or personnel, that the degree of compliance with our policies and procedures related to those controls may deteriorate or that those controls may not operate effectively and may not prevent or detect misstatements or errors;

the possibility that delays may occur in the financial statement closing process due to a change in our internal control environment or personnel;

the possibility of changes in performance that may affect financial covenant compliance or funds available for borrowing; and

other risks and uncertainties, including those described elsewhere in this Report or our other SEC filings, as well as future decisions by us.

Occurrence of any of the events or circumstances described above could also have a material adverse effect on our business, financial condition, results of operations, cash flows or the market price of our common stock or the Senior Notes.

No assurance can be given that any future transaction about which forward looking statements may be made will be completed or as to the timing or terms of any such transaction.

All subsequent written and oral forward looking statements by or attributable to us or persons acting on our behalf are expressly qualified in their entirety by these factors. Except as otherwise required to be disclosed in periodic reports required to be filed by public companies with the SEC pursuant to the SEC s rules, we have no duty to update these statements.

For a more complete discussion of these and other factors, see Risk Factors in the Annual Report.

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

We are impacted in varying degrees, both positively and negatively, by fluctuations in global, regional and country economic conditions.

Global and regional economic conditions remained relatively stable in the first half of 2008. In September 2008 it became apparent that the global economy was entering into difficult times due to the financial industry crisis, which have continued into 2009. Credit markets became frozen, liquidity diminished, and business activity slowed at an extreme pace leading the global economy into its worst crisis in 60 years.

Due to the negative global economic situation and falling steel demand from key steel end-markets, such as automotive, construction, and appliances, we continue to see low global steel utilization rates in the second quarter of 2009. Based on company market information and published reports, the year to date global capacity utilization is approximately 69% compared to 88% for the same period last year. The year-to-date global capacity utilization, excluding China, is approximately 60% compared to 93% for the same period last year. According to published reports, the United States steel industry is currently operating at approximately 45% and 44% capacity utilization for the three and six months ended June 30, 2009 compared to 89% utilization for both the three and six months ended June 30, 2008.

Industrial materials demand is primarily linked with the global production of steel in an electric arc furnace and, to a lesser extent, with the total production of steel and certain other metals. During the three and six months ended June 30, 2009, global steel production, excluding China, has decreased by 34% and 35% compared to the same periods last year. China s steel production increased by 1% during the three and six months ended June 30, 2009. Global steel production decreased by 20% and 21% for the three and six months ended June 30, 2009 compared to the three and six months ended June 30, 2008.

EAF steel production has followed a similar trend as overall steel production. During the three and six months ended June 30, 2009, we estimate that EAF steel production, excluding China, decreased by 31% and 32% compared to the same periods last year. China s estimated EAF steel production increased by 1% during the three and six months ended June 30, 2009. Global EAF steel production decreased by 27% and 28% for the three and six months ended June 30, 2009 compared to the three and six months ended June 30, 2008.

Generally, changes in graphite electrode demand have tracked changes in EAF steel production. Because there has been significant inventory destocking by EAF steel manufacturers, the recent reduction in graphite electrode demand has generally preceded the EAF steel production cuts. As a result, we believe that graphite electrode industry operating rates will be significantly lower than EAF steel industry operating rates during periods of inventory destocking. During the first half of 2009, many EAF steel customers delayed making new purchases in an effort to work down existing graphite electrode inventory levels. Based on recent market indicators, there are emerging signs that graphite electrode inventory destocking will be completed by the end of the year.

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Outlook

Consensus among economists is that the rate of global economic decline may be slowing. However, the financial markets remain vulnerable. A contraction in growth rates is expected for advanced economies such as the United States and Europe. While in emerging countries such as China, India, and Brazil, economists expect very low growth compared with recent historical trends.

The challenging environment of the first half of 2009 for our Industrial Materials business segment continues and we expect a similar scenario for at least the second half of 2009. However, based on company market information and published reports, it appears that steel inventory destocking may be completed by the end of the year for most major regions.

It is expected that due to the financial crisis and global economic slowdown, much of the new EAF capacity projected to be started or completed in the 2009-2011 timeframe will be postponed. However, due to economic stimulus plans and infrastructure spending announcements around the world, we believe that there may be some benefit to the steel industry.

Because our engineered solutions business crosses many markets, the negative global economy impacts each market in varying degrees. We believe our engineered solutions products will be faced with reduced demand throughout 2009.

Economic conditions and the market environment continue to be extremely volatile and uncertain. As a result, we are not able to predict at this time an outlook for the full year 2009. However, we do expect:

Capital expenditures to be approximately $50 - $55 million; and

Depreciation expense of approximately $35 million

Our outlook could be significantly impacted by, among other things, factors described under Preliminary Notes Forward Looking Statements and Risk Factors in this Report. For a more complete discussion of these and other factors, see Risk Factors in the Annual Report.

Results of Operations

Three Months Ended June 30, 2009 as Compared to Three Months Ended June 30, 2008.

Consolidated. Net sales of $157.8 million in the three months ended June 30, 2009 represented a $161.7 million, or 50.6%, decrease from net sales of $319.5 million in the three months ended June 30, 2008. Net sales for both of our operating segments decreased significantly, primarily due to lower demand resulting in lower volumes across all of our product lines. Volume decreases for our industrial materials segment accounted for $162.6 million of this decrease, caused by the drastic declines in demand for steel in the second quarter of 2009 compared to the second quarter of 2008, due in part to inventory destocking by our steel customers. Our engineered solutions segment also had significant volume decreases, which totaled $17.5 million. The strengthening of the US dollar compared to the Euro caused a further decrease in sales of $3.2 million across both segments. These decreases were slightly offset by favorable price/mix and other increases of $21.6 million in the second quarter of 2009 compared to the second quarter of 2008.

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Cost of sales of $112.1 million in the three months ended June 30, 2009 represented a $93.1 million, or 45.4%, decrease from cost of sales of $205.2 million in the three months ended June 30, 2008. Lower sales volumes drove $95.6 million of this decrease across both of our segments in the three months ended June 30, 2009 compared to the three months ended June 30, 2008. Higher raw material and other production costs, including utilities, coupled with changes in product mix, increased operating expenses $2.5 million for the second quarter of 2009 compared to the second quarter of 2008.

Gross profit of $45.7 million in the three months ended June 30, 2009 represented a $68.7 million, or 60%, decrease from gross profit of $114.4 million in the three months ended June 30, 2008. Gross margin decreased to 29.0% of net sales, from 35.8% in the three months ended June 30, 2008.

Research and development expenses increased $1.3 million, from $1.8 million in the three months ended June 30, 2008 to $3.1 million in the three months ended June 30, 2009. This increase was primarily due to the write off of costs incurred on projects that we determined could not be billed or collected.

Selling and administrative expenses decreased slightly to $23.1 million for the three months ended June 30, 2009 compared to $23.7 million for the three months ended June 30, 2008. This decrease was caused by lower sales commissions as a result of lower sales and the impact of cost-saving measures enacted by the company.

During the three months ended June 30, 2009, we recorded a $54.6 million charge, which included an impairment charge of $52.8 million, and our equity in losses, related to our investment in a non-consolidated affiliate.

Other expense was $3.3 million in the three months ended June 30, 2009 compared to $2.9 million in three months ended June 30, 2008. In the three months ended June 30, 2008 we incurred a $9.0 million charge for the Debenture make-whole payment that was made in conjunction with the conversion of the Debentures, offset slightly by a gain of $4.0 million on conversion. During the three months ended June 30, 2008, we had currency gains of $2.8 million, compared to currency losses of $3.0 million during the three months ended June 30, 2009. These currency gains and losses are primarily the result of our euro-denominated inter-company loans between GrafTech Finance and some of our foreign subsidiaries.

The following table presents an analysis of interest expense:

	For the Three Months Ended June 30,	
	2008	**2009**
	(Dollars in thousands)	
Interest incurred on debt	$ 2,999	$ 1,038
Amortization of fair value adjustments for terminated hedge instruments	(45)	(13)
Amortization of premium on Senior Notes	(9)	(3)
Amortization of discount on Debentures	2,204	
Amortization of debt issuance costs	566	345
Interest incurred on other items	67	54
Total interest expense	$ 5,782	$ 1,421

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Average debt outstanding (long-term debt and the outstanding Revolver) was $75.5 million in the three months ended June 30, 2009 as compared to $282.1 million in the three months ended June 30, 2008. The average annual interest rate for these instruments, excluding amortization of issuance costs and other similar non-cash charges, was 4.3% for both the three months ended June 30, 2008 and 2009. The average debt outstanding decreased in the three months ended June 30, 2009 compared to the three months ended June 30, 2008 due primarily to the conversion of the $225.0 million Debentures which occurred during the second quarter of 2008, partially offset by higher average Revolver Facility balances during the three months ended June 30, 2009.

The provision for income taxes for the three months ended June 30, 2009 and 2008 was a tax benefit of $2.5 million on pretax loss of $39.6 million, and a tax expense of $34.3 million on pretax income of $80.1 million. The effective tax rates were 6.4% and 42.8% for the three months ended June 30, 2009 and 2008, respectively. The effective tax rate for the three months ended June 30, 2009 results from not fully realizing the benefit of the $52.8 million Seadrift impairment charge referenced above, due to the reestablishment of valuation allowances against tax attributes in the U.S.

As a result of the matters described above, net loss was $37.1 million in the three months ended June 30, 2009 as compared to income of $45.9 million in the three months ended June 30, 2008.

Segment net sales. The following table represents our net sales by segment for the three months ended June 30, 2008 and 2009:

	For the Three Months Ended June 30,	
	2008	2009
	(Dollars in thousands)	
Industrial materials	$ 275,121	$ 129,834
Engineered solutions	44,417	27,940
Total net sales	$ 319,538	$ 157,744

Our analysis of the percentage change in net sales for industrial materials and engineered solutions is set forth in the following table:

	Volume	Price/Mix	Currency	Net Change
Industrial materials	(59%)	7%	(1%)	(53%)
Engineered solutions	(39%)	4%	(2%)	(37%)

Net sales for the industrial materials segment decreased significantly in the three months ended June 30, 2009 compared to the three months ended June 30, 2008, due to the sharp fall in demand for steel resulting from the global economic crisis and destocking of inventories by our steel customers. Currency rate fluctuations also had a negative impact on sales, driven by the strengthening of the US dollar compared to the Euro. These decreases were offset slightly by an increase in price/mix. The weighted average selling price of our melter and non-melter graphite electrodes has increased by approximately 12% in the three months ended June 30, 2009 compared to the three months ended June 30, 2008.

Net sales for engineered solutions decreased in the three months ended June 30, 2009 compared to the three months ended June 30, 2008, due to lower volumes across virtually all of our engineered solutions products. Currency rate fluctuations also had a negative impact on sales, driven by the strengthening of the US dollar compared to the Euro. These decreases were offset slightly by an increase in price/mix, primarily related to our advanced graphite materials products.

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Segment operating net income. The following table represents our operating income by segment for the three months ended June 30, 2008 and 2009:

	For the Three Months Ended June 30, 2008	2009
	(Dollars in thousands)	
Industrial materials	$ 79,646	$ 16,369
Engineered solutions	8,991	3,115
Total operating income	$ 88,637	$ 19,484

Our analysis of the percentage change in segment operating costs and expenses for industrial materials and engineered solutions is set forth in the following table:

	Operating Costs and Expenses For the Three Months Ended June 30, (Percentage of sales)		
	2008	**2009**	**Change**
Industrial materials	71%	87%	16%
Engineered solutions	80%	89%	9%

Segment operating costs and expenses as a percentage of sales for industrial materials increased 16% points in the three months ended June 30, 2009. However, in total, segment operating costs and expenses decreased $82.0 million for the three months ended June 30, 2009 compared to the three months ended June 30, 2008. Operating expenses for this segment declined primarily due to lower sales volumes, which decreased costs by $84.8 million for the entire segment. The strengthening of the US Dollar across certain currencies, decreased costs an additional $1.2 million. These cost decreases were partially offset by an increase in allocated corporate expenses of $2.2 million due primarily to increased research and development costs. Increased raw material and production costs, coupled with product mix changes, resulted in an additional $1.8 million increase to operating expenses in the three months ended June 30, 2009 compared to the three months ended June 30, 2008.

Segment operating costs and expenses as a percentage of sales for engineered solutions increased by 9% points to 89%. However, total segment operating costs and expenses decreased by $10.6 million. This decline was primarily the result of lower sales volumes, which decreased operating costs by $10.8 million in the three months ended June 30, 2009 compared to the three months ended June 30, 2008. The strengthening of the US Dollar across certain currencies, primarily the Euro, decreased costs by an additional $0.7 million. These decreases in costs were partially offset by raw material and production costs increases, coupled with product mix changes, which resulted in a $0.7 million increase to operating expenses.

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Six Months Ended June 30, 2009 as Compared to Six Months Ended June 30, 2008.

Consolidated. Net sales of $291.8 million in the six months ended June 30, 2009 represented a $317.7 million, or 52.1%, decrease from net sales of $609.5 million in the six months ended June 30, 2008. Net sales for both of our operating segments decreased significantly, primarily due to lower demand resulting in lower volumes across all of our product lines. Volume decreases for our industrial materials segment accounted for $316.6 million of this decrease, caused by the drastic declines in demand for steel in the first half of 2009 compared to the first half of 2008, due in part to inventory destocking by our steel customers. Our engineered solutions segment also had significant volume decreases, which totaled $30.7 million. The strengthening of the US dollar compared to the Euro caused a further decrease in sales of $9.5 million across both segments. These decreases were offset slightly by a favorable price/mix and other increases of $39.1 million in the six months ended June 30, 2009 compared to the six months ended June 30, 2008.

Cost of sales of $214.0 million in the six months ended June 30, 2009 represented a $173.1 million, or 44.7%, decrease from cost of sales of $387.1 million in the six months ended June 30, 2008. Lower sales volumes drove $175.4 million of this decrease across both of our segments, while currency impacts decreased cost of sales by $16.4 million in the six months ended June 30, 2009 compared to the six months ended June 30, 2008. These cost of sales decreases were offset by a $9.3 million charge recorded under the provisions of SFAS No. 151, which was attributable to adjustments of fixed production overheads to the costs of conversion based on normal capacity versus actual levels, due to production levels well below normal capacity in the six months ended June 30, 2009. Further, higher raw material and production costs, including utilities, coupled with changes in product mix, increased operating expenses $9.4 million for the six months ended June 30, 2009 compared to the six months ended June 30, 2008.

Gross profit of $77.8 million in the six months ended June 30, 2009 represented a $144.7 million, or 65.0%, decrease from gross profit of $222.5 million in the six months ended June 30, 2008. Gross margin decreased to 26.7% of net sales, from 36.5% in the six months ended June 30, 2008.

Research and development expenses increased $1.1 million to $5.2 million in the six months ended June 30, 2009 from $4.1 million in the six months ended June 30, 2008. This increase was primarily due to the write off of costs incurred on projects that we determined could not be billed or collected.

Selling and administrative expenses decreased slightly to $44.7 million for the six months ended June 30, 2009 compared to $46.3 million for the six months ended June 30, 2008. This decrease was caused by lower sales commissions as a result of lower sales and the impact of cost-saving measures enacted by the company, offset slightly by higher bad debt costs.

During the six months ended June 30, 2009, we recorded a $53.4 million charge, which included an impairment charge of $52.8 million, and our equity in losses, related to our investment in a non-consolidated affiliate.

We recorded other income of $2.3 million in the six months ended June 30, 2009 compared to expense of $24.0 million in six months ended June 30, 2008. During the six months ended June 30, 2008, we incurred a $9.0 million charge for the Debenture make-whole payment, which was offset slightly by a $4.0 million gain at conversion. During the six months ended June 30, 2008, we redeemed $125 million of the outstanding principal of our Senior Notes, which resulted in a $4.7 million loss on the extinguishment

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of debt. We incurred currency losses of $12.7 million in the six months ended June 30, 2008, compared to currency gains of $3.4 million in the six months ended June 30, 2009, resulting in a $15.6 million improvement to other expense (income), net.

The following table presents an analysis of interest expense:

	For the Six Months Ended June 30,	
	2008	2009
	(Dollars in thousands)	
Interest incurred on debt	$ 7,831	$ 2,302
Amortization of fair value adjustments for terminated hedge instruments	(116)	(26)
Amortization of premium on Senior Notes	(23)	(6)
Amortization of discount on Debentures	4,409	
Amortization of debt issuance costs	1,191	690
Interest incurred on other items	140	109
Total interest expense	$ 13,432	$ 3,069

Average debt outstanding (long-term debt and the outstanding Revolver) was $70.3 million in the six months ended June 30, 2009 as compared to $331.3 million in the six months ended June 30, 2008. The average annual interest rate for these instruments, excluding amortization of issuance costs and other similar non-cash charges, was 4.4% for the six months ended June 30, 2009 and 4.6% for the six months ended June 30, 2008. The average debt outstanding decreased in the six months ended June 30, 2009 compared to the six months ended June 30, 2008 due primarily to the conversion of the $225 million Debentures and $125 million of Senior Notes which occurred during the six months ended June 30, 2008, partially offset by higher average Revolver Facility balances.

Provision for income taxes was a charge of $2.6 million on pretax loss of $26.0 million for the six months ended June 30, 2009 and $52.4 million on pretax income of $134.9 million for the six months ended June 30, 2008. The effective tax rates were 10.1% and 38.8% for the six months ended June 30, 2009 and 2008 respectively. The effective tax rate for the three months ended June 30, 2009 results from not fully realizing the benefit of the $52.8 million Seadrift impairment charge referenced above, due to the reestablishment of valuation allowances against tax attributes in the U.S.

As a result of the matters described above, net loss was $28.6 million in the six months ended June 30, 2009 as compared to income of $82.5 million in the six months ended June 30, 2008.

Segment net sales. The following table represents our net sales by segment for the six months ended June 30, 2008 and 2009:

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	For the Six Months Ended June 30, 2008	2009
	(Dollars in thousands)	
Industrial materials	$ 523,410	$ 234,355
Engineered solutions	86,130	57,445
Total net sales	$ 609,540	$ 291,800

Our analysis of the percentage change in net sales for industrial materials and engineered solutions is set forth in the following table:

	Volume	Price/Mix	Currency	Net Change
Industrial materials	(61%)	7%	(1%)	(55%)
Engineered solutions	(35%)	5%	(3%)	(33%)

Net sales for the industrial materials segment decreased significantly in the six months ended June 30, 2009 compared to the six months ended June 30, 2008, due to the sharp fall in demand for steel resulting from the global economic crisis and destocking of inventories by our steel customers. Currency rate fluctuations also had a negative impact on sales, driven by the strengthening of the US dollar compared to the Euro. These decreases were offset slightly by an increase in price/mix. The weighted average selling price of our melter and non-melter graphite electrodes has increased by approximately 11% in the six months ended June 30, 2009 compared to the six months ended June 30, 2008.

Net sales for engineered solutions decreased in the six months ended June 30, 2009 compared to the six months ended June 30, 2008, due to lower volumes across virtually all of our engineered solutions products. Currency rate fluctuations also had a negative impact on sales, driven by the strengthening of the US dollar compared to the Euro. These decreases were offset slightly by an increase in price/mix, primarily related to our advanced graphite materials products.

Segment operating net income. The following table represents our operating income by segment for the six months ended June 30, 2008 and 2009:

	For the Six Months Ended June 30, 2008	2009
	(Dollars in thousands)	
Industrial materials	$ 154,311	$ 23,158
Engineered solutions	17,419	4,749
Total operating income	$ 171,730	$ 27,907

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Our analysis of the percentage change in segment operating costs and expenses for industrial materials and engineered solutions is set forth in the following table:

	Operating Costs and Expenses For the Six Months Ended June 30, *(Percentage of sales)*		
	2008	**2009**	**Change**
Industrial materials	71%	90%	19%
Engineered solutions	80%	92%	12%

Segment operating costs and expenses as a percentage of sales for industrial materials increased 19% points in the six months ended June 30, 2009. However, total segment operating costs and expenses decreased $157.9 million for the six months ended June 30, 2009 compared to the six months ended June 30, 2008. Operating expenses for this segment declined primarily due to lower sales volumes, which decreased costs by $156.5 million for the entire segment. The strengthening of the US Dollar across certain currencies, decreased costs an additional $14.8 million. These cost decreases were partially offset by a $9.3 million charge related to SFAS No. 151. Increased raw material and production costs, coupled with product mix changes, resulted in an additional $4.1 million increase to operating expenses in the six months ended June 30, 2009 compared to the six months ended June 30, 2008.

Segment operating costs and expenses as a percentage of sales for engineered solutions increased by 12% points to 92%. However, total segment operating costs and expenses decreased by $16.0 million. This decline was primarily the result of lower sales volumes, which decreased operating costs by $19.0 million in the six months ended June 30, 2009 compared to the six months ended June 30, 2008. The strengthening of the US Dollar across certain currencies, primarily the Euro, decreased costs by an additional $1.6 million. These decreases in costs were partially offset by raw material and production costs increases, coupled with product mix changes, which resulted in a $4.6 million increase to operating expenses.

Effects of Changes in Currency Exchange Rates

We incur costs in dollars and in the currency of each of the six non-U.S. countries in which we have a manufacturing facility, and we sell our products in multiple currencies. In general, our results of operations, cash flows and financial condition are affected by changes in currency exchange rates affecting these currencies relative to the dollar and, to a limited extent, each other.

Many of the non-U.S. countries in which we have a manufacturing facility have been subject to significant economic changes, which have significantly impacted currency exchange rates. We cannot predict changes in currency exchange rates in the future or whether those changes will have net positive or negative impacts on our net sales, cost of sales or net income. We cannot assure you that we would be able to mitigate any adverse effects of such changes.

During the six months ended June 30, 2009, the average exchange rate of the Brazilian real, the euro, Mexican peso and South African rand weakened compared to the US dollar approximately 22.6%, 12.9%, 23.4% and 16.1% respectively, when compared to the average exchange rate for the same period in 2008.

In the case of net sales of industrial materials, the impact of these events was a decrease of about $7.3 million in the six months ended June 30, 2009 as compared to the same period in 2008. In the case of cost of sales of industrial materials, the impact of these events was a decrease of about $14.8 million in the six months ended June 30, 2009 as compared to the same period in 2008.

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We have non-dollar-denominated intercompany loans between GrafTech Finance and certain of our foreign subsidiaries. At December 31, 2008 and June 30, 2009, the aggregate principal amount of these loans was $558.4 million and $565.7 million, respectively (based on currency exchange rates in effect at such dates). These loans are subject to remeasurement gains and losses due to changes in currency exchange rates. Certain of these loans had been deemed to be essentially permanent prior to settlement and, as a result, remeasurement gains and losses on these loans were recorded as a component of accumulated other comprehensive loss in the stockholders equity section of the Consolidated Balance Sheets. The loans remaining are deemed to be temporary and, as a result, remeasurement gains and losses on these loans are recorded as currency gains / losses in other income (expense), net, on the Consolidated Statements of Operations. For the three months ended June 30, 2008 and 2009, we had a net total of $2.8 million of currency gains and $3.0 million of currency losses, respectively, due to the remeasurement of intercompany loans and the effect of transaction gains and losses related to foreign subsidiaries whose functional currency is the US dollar. For the six months ended June 30, 2008 and 2009, we had a net total of $12.7 million of currency losses and $3.4 million of currency gains, respectively, due to the remeasurement of intercompany loans and the effect of transaction gains and losses related to foreign subsidiaries whose functional currency is the US dollar. To manage certain exposures to specific financial market risks caused by changes in currency exchange rates, we may use various financial instruments as described under Item 3 Quantitative and Qualitative Disclosures about Market Risk.

Liquidity and Capital Resources

Global capital markets have been, and continue to be, disrupted and volatile. The cost and availability of funding has been and may continue to be adversely affected by illiquid credit markets. We believe that we have adequate liquidity to meet all of our present needs. Continued turbulence in the United States and international financial markets, however, could adversely affect the cost and availability of financing to us in the future.

Our sources of funds have consisted principally of cash flow from operations and debt and equity financings. Our uses of those funds (other than for operations) have consisted principally of capital expenditures, our equity investment in a non-consolidated affiliate, payment of restructuring costs, pension and post-retirement contributions, debt reduction payments and payments of other obligations. During the second quarter of 2009, we paid out $18.1 million under our employee incentive compensation plan ($3.7 million of which was paid in company stock).

At June 30, 2009, we had short-term debt of $12.0 million, long-term debt of $53.7 million, cash and cash equivalents of $17.6 million and stockholders equity of $510.5 million.

As part of our cash management activities, we manage accounts receivable credit risk, collections, and accounts payable vendor terms to maximize our free cash at any given time and minimize accounts receivable losses. In the three and six months ended June 30, 2009, certain subsidiaries sold receivables totaling $9.9 million and $23.7 million, respectively. Proceeds of the sale of receivables were used to reduce debt and to fund operations. If we had not sold receivables, our accounts receivable and our debt would have been about $25.4 million higher at December 31, 2008 and about $9.6 million higher at June 30, 2009. All receivables sold during 2008 and 2009 were sold without recourse, and no amount of accounts receivable sold remained on the Consolidated Balance Sheets at December 31, 2008 and June 30, 2009.

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Lower sales volumes for our products and reduced credit quality of our customers may limit the amount of receivables that we sell in the future. Our current receivable sales facility automatically renews for a one year period on June 30, 2010 and each year thereafter unless a termination notice is sent by either party 30 days prior to this date.

During the second half of 2008, we entered into a supply chain financing arrangement with a financing party. Under this arrangement, we essentially assigned our rights to purchase needle coke from our supplier to the financing party. The financing party purchases the product from our supplier under the standard payment terms and then immediately resells it to us under longer payment terms. The financing party pays the supplier the purchase price for the product and then we pay the financing party. Our payment for this needle coke will include a mark up (the Mark-Up). The Mark-Up is subject to quarterly reviews. In effect, we have a longer period of time to pay the financing party than by purchasing directly from the supplier which helps us maintain a balanced cash conversion cycle between inventory payments and the collection of receivables. During the six months ended June 30, 2009, we purchased $5.4 million of needle coke under this arrangement, and made payments of $56.1 million, including $0.6 million related to the Mark-Up. The majority of this payment, $50.6 million, related to purchases of inventory made in 2008.

Lower demand for our products may continue to diminish our need for needle coke. As such, we may not utilize this financing arrangement to the full extent allowed under the agreement. This agreement automatically renews for one year periods on August 28, 2009 and each year thereafter until a maximum of three years unless a termination notice is sent by either party 90 days prior to this date.

In the event that operating cash flow, the sales of receivables and the financing of needle coke purchases fail to provide sufficient liquidity to meet our business needs, including capital expenditures, we anticipate that any such shortfall would be made up by increased borrowings available under our Revolving Facility.

We use cash and cash equivalents, cash flow from operations, funds from receivable factoring arrangements and funds available under the Revolving Facility (subject to continued compliance with the financial covenants and representations under the Revolving Facility) as well as cash on hand as our primary sources of liquidity. The Revolving Facility is secured and provides - subject to certain conditions (including a maximum senior secured leverage ratio test) - for maximum borrowings of up to $215.0 million. Additionally, the facility has an accordion feature that permits GrafTech Finance to establish incremental credit facilities thereunder in an aggregate amount, together with the Revolving Facility, of up to $425 million, if certain additional conditions are met (including a maximum senior secured leverage ratio test). Although we are currently in compliance with such additional conditions, given the current economic environment, we are uncertain if we would be able to fully utilize this feature. Eleven banks are participants in our credit facility. All of these eleven banks currently have S&P ratings of A- or better. Based on these ratings, we do not foresee a significant risk that our availability under this current facility may be reduced due to the financial positions of the lenders. Also, our Revolving Facility will mature in July 2010. We believe that our credit and economic conditions will reasonably allow us to extend or refinance the Revolving Facility before such date. However, we cannot assure that we will be able to do so, or that the conditions of such refinancing will be comparable to current conditions, especially if financial markets conditions deteriorate further.

At June 30, 2009, $33.3 million was drawn from the facility, and $165.7 million was available (after consideration of outstanding revolving and swingline loans of $8.2 million and letters of credit of $7.8 million). It is possible that our future ability to borrow under the Revolving Facility may effectively be less because of the impact of additional borrowings upon our compliance with the maximum net senior secured debt leverage ratio permitted or minimum interest coverage ratio required under the Revolving Facility.

We also have approximately $100 million of working capital liquidity available to us through our factoring and supply chain financing arrangements currently in place. However, we may be unable to fully utilize this amount due to lower accounts receivable balances, reduced credit ratings of our customers, or decreased inventory purchases.

As of June 30, 2009, we had a corporate S&P rating of BB- and a Moody s rating of Ba2. However, continued deterioration of the current economic environment, the termination of our accounts receivable factoring program or the termination of our supply chain financing agreement may result in higher borrowings on our Revolving Facility, which could negatively impact our rating.

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At June 30, 2009, we were in compliance with all applicable financial and other covenants contained in the Senior Notes and the Revolving Facility. These covenants include maintaining an interest coverage ratio of at least 1.75 and a maximum senior secured leverage ratio of 2.25 based on a rolling average of the prior four quarters. Based on expected operating results and expected cash flows, we expect to be in compliance with these covenants over the next twelve months. If we were to believe that we would not continue to comply with these covenants, we would seek an appropriate waiver or amendment from the lenders thereunder. We cannot assure you that we would be able to obtain such waiver or amendment on acceptable terms or at all.

At June 30, 2009, the Revolving Facility had an effective interest rate of 2.1% and our $19.9 million principal amount of Senior Notes had a fixed rate of 10.25%. At June 30, 2009, 70% (or $45.6 million) of our total debt consists of variable rate obligations.

At December 31, 2008, the Revolving Facility had an effective interest rate of 2.9% and our $19.9 million principal amount of Senior Notes had a fixed rate of 10.25%.

We may in the future implement interest rate management initiatives to seek to minimize interest expense and optimize the risk in our portfolio of fixed and variable interest rate obligations as described under Item 3 Quantitative and Qualitative Disclosures about Market Risk in this Report.

Cash Flow and Plans to Manage Liquidity. Our business strategies include efforts to enhance our capital structure by further reducing our gross obligations. Further, we have placed a high priority on accelerating the amount and speed of cash generated every day. Our efforts include leveraging our global manufacturing network by driving higher productivity from our existing assets, accelerating commercialization initiatives across all of our businesses and realizing other global efficiencies. In addition, we may continue to redeem, exchange or repurchase Senior Notes as described below.

Typically, our cash flow from operations fluctuates significantly between quarters due to various factors. These factors include customer order patterns, fluctuations in working capital requirements, and other factors, including our incentive compensation program payout in the second quarter of 2009, which used approximately $14.2 million of cash.

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(Unaudited)

We expect cash flow from operations to be positively impacted by reduced cash interest payments of about $14 million, on an annual basis compared to 2008, related to our reduced Senior Note obligations and the retirement during 2008 of the Debentures, lower inventory and accounts receivable balances, and decreases in cash outlays for restructuring activities. We expect our cash flow from operations to be negatively impacted by lower sales, increased interest expense related to higher Revolving Facility draws, higher raw material prices, the payment of certain international deferred taxes, post retirement contributions, and severance payments.

Our debt and other obligations could have a material impact on our liquidity. Cash flow from operations and borrowings under our Revolving Facility services payment of our debt and other obligations, thereby reducing funds available to us for other purposes. Although our current debt level is relatively low, continued or further downturns in the global economy may require increased borrowings under our Revolving Facility, particularly if our accounts receivable and supply chain financing arrangements are terminated or the level of our receivables or purchases do not result in borrowing capacity under such arrangements. Such downturns could significantly negatively impact our results of operations and cash flows, which, coupled with increased borrowings, could negatively impact our credit ratings, our ability to comply with debt covenants, our ability to secure additional financing and the cost of such financing, if available.

Based on expected operating results and expected cash flows, we expect to be in compliance with applicable financial covenants in 2009.

In order to seek to minimize our credit risks, we reduced our sales of, or refused to sell (except for cash on delivery), our products to some customers and potential customers. In the current economic environment, our customers may experience liquidity shortages or difficulties in obtaining credit, including letters of credit. Although we have experienced an increase in our unrecovered trade receivables worldwide during 2009 compared to prior periods due to the global economic slow-down, the total has not been material during the last 3 years individually or in the aggregate. We cannot assure you that we will not be materially adversely affected by accounts receivable losses in the future. In addition, we have historically factored a portion of our accounts receivable and used the proceeds to reduce debt. Our ability to factor accounts receivable in the future may be limited by lower receivables balances as a result of decreased sales or by reduced credit ratings of customers.

We may continue from time to time and at any time to redeem or to repurchase Senior Notes in open market or privately negotiated transactions, opportunistically on terms that we believe to be favorable. We did not repurchase any Senior Notes during the three or six months ended June 30, 2009. During the six months ended June 30, 2008, we redeemed a total of $125 million of our Senior Notes. These purchases were, and any future purchases may be, effected for cash (from cash and cash equivalents, borrowings under the Revolving Facility or new credit facilities, or proceeds from sale of debt or equity securities or assets), in exchange for common stock or other equity or debt securities, or a combination thereof. We will evaluate any such transaction in light of then prevailing market conditions and our then current and prospective liquidity and capital resources, including projected and potential needs and prospects for access to capital markets. Any such transactions may, individually or in the aggregate, be material.

We occasionally enter into natural gas derivative contracts and short duration fixed rate purchase contracts to effectively fix some or all of our natural gas cost exposure, as described under Quantitative and Qualitative Disclosure about Market Risks in this Report. At June 30, 2009, these contracts represented a liability of $0.3 million.

We occasionally enter into foreign currency exchange contracts to hedge our exposure against the Mexican Peso and the Brazilian Real. At June 30, 2009, these contracts represented an asset of $0.6 million.

Cash Flow Provided by Operating Activities. Cash flow provided by operating activities was $60.4 million in the six months ended June 30, 2009 as compared to $102.4 million in the six months ended June 30, 2008, a decrease of $42.0 million.

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Cash provided by net income, after adding back the effect of non-cash items, was $61.8 million for the six months ended June 30, 2009. We incurred a $53.4 million charge related to the equity in losses and write-down of investment in our non-consolidated affiliate. Other non-cash charges included depreciation and amortization of $16.2 million, $0.8 million of deferred income taxes, $5.4 million of pension and post-retirement plan changes, interest expense of $0.7 million, stock-based compensation of $5.0 million, and other charges of $12.6 million. These non-cash charges were slightly offset by currency gains of $3.7 million. During the six months ended June 30, 2009, we received $0.1 million of dividends from our non-consolidated affiliate, and used cash of $4.8 million to reduce certain of our long-term liabilities. Working capital provided cash of $3.4 million for the six months ended June 30, 2009, due primarily to a $57.9 decrease in accounts receivable, including the effects of factoring, and a $30.0 million decrease in inventories. These sources of cash were offset by an $84.1 million decrease in accounts payable and accruals, and a $0.8 million increase in prepaid and other assets.

Cash provided by net income, after adding back the effect of non-cash items, was $134.8 million for the six months ended June 30, 2008. Non-cash items included $17.4 million of depreciation and amortization, $14.3 million of foreign currency losses, primarily from inter-company loans, $7.0 million in interest expense, an $11.1 million change in deferred income taxes, $2.4 million of stock based compensation expense and $0.1 million net of other items. Changes in working capital used cash flow of $35.0 million for the six months ended June 30, 2008, due primarily to a $24.4 million increase in accounts receivable, including the effects of factoring, driven by higher sales in the six months ended June 30, 2008. Other working capital uses of cash were a $5.6 million increase in inventories, a $1.0 million increase in prepaid assets, $0.8 million of restructuring payments, and a $6.5 million decrease in interest payable. These uses of cash were offset slightly by a $3.3 million increase in accounts payable and accrued expenses.

Cash Flow Used in Investing Activities. Cash flow used in investing activities was $29.7 million in the six months ended June 30, 2009 compared to $162.1 million in the six months ended June 30, 2008.

In the six months ended June 30, 2009, capital expenditures were $30.0 million, and the settlement of derivative instruments provided cash of $0.3 million.

In the six months ended June 30, 2008, we used a net $134.6 million of cash to purchase our equity investment of Seadrift Coke LP. Capital expenditures used an additional $27.6 million of cash. The settlement of derivative instruments provided an additional $0.2 million.

Cash Flow Provided by (Used in) Financing Activities. Cash flow used in financing activities was $25.5 million in the six months ended June 30, 2009, compared to cash provided by financing activities of $18.4 million in the six months ended June 30, 2008.

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During the six months ended June 30, 2009, we borrowed a net $2.7 million under our Revolving Facility, and had other short-term borrowings of $2.5 million. We used these borrowings primarily to fund working capital requirements and for capital expenditures. We also repaid $30.1 million for needle coke purchases under our supply chain financing arrangement.

During the six months ended June 30, 2008, we redeemed $125 million of our Senior Notes, and borrowed a net $84.8 million under the Revolving Facility, primarily to fund our equity investment purchase. Other short-term borrowings were $15.0 million, which related primarily to bank overdrafts at our international locations and short-term borrowings under our revolving credit facilities. We used these borrowings primarily to fund working capital requirements and for capital expenditures. The excess tax benefit from stock-based compensation was $12.1 million for the six months ended June, 2008. We also purchased $5.3 million of treasury shares during the six months ended June 30, 2008. These uses of cash were offset by proceeds from the exercise of stock options of $36.3 million.

Restrictions on Dividends and Stock Repurchases

A description of the restrictions on our ability to pay dividends and our ability to repurchase common stock is set forth under Item 5 Dividend Policies and Restrictions in the Annual Report and such description is incorporated herein by reference. Such description contains all of the information required with respect thereto.

Recent Accounting Pronouncements

A description of recent accounting pronouncements is set forth under New Accounting Standards in Note 2 to the Notes to the Consolidated Financial Statements contained in this Report, and such description is incorporated herein by reference. Such description contains all of the information required with respect thereto.

Description of Our Financing Structure

A description of the Revolving Facility and the Senior Notes is set forth under Long-Term Debt and Liquidity in the Annual Report, and such description is incorporated herein by reference.

Proceedings Against Us

We are involved in various investigations, lawsuits, claims demands, environmental compliance programs and other legal proceedings arising out of or incidental to the conduct of our business. While it is not possible to determine the ultimate disposition of each of them, we do not believe that their ultimate disposition will have a material adverse effect on our financial position, results of operations or cash flows.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks primarily from changes in interest rates, currency exchange rates and commercial energy rates. We, from time to time, routinely enter into various transactions that have been authorized according to documented policies and procedures to manage these well-defined risks. These transactions relate primarily to financial instruments described below. Since the counterparties, if any, to these financial instruments are large commercial banks and similar financial institutions, we do not believe that we are exposed to material counterparty credit risk, despite the current worldwide economic situation. We do not use financial instruments for trading purposes.

Our exposure to changes in interest rates results primarily from floating rate long-term debt tied to LIBOR or Euro LIBOR. Our exposure to changes in currency exchange rates results primarily from:

- sales made by our subsidiaries in currencies other than local currencies;
- raw material purchases made by our foreign subsidiaries in currencies other than local currencies; and
- investments in and intercompany loans to our foreign subsidiaries and our share of the earnings of those subsidiaries, to the extent denominated in currencies other than the dollar.

Our exposure to changes in energy costs results primarily from the purchase of natural gas and electricity for use in our manufacturing operations.

Currency Rate Management. We enter into foreign currency instruments from time to time to attempt to manage exposure to changes in currency exchange rates. These foreign currency instruments, which include, but are not limited to, forward exchange contracts and purchased currency options, attempt to hedge global currency exposures, net, relating to non-dollar denominated debt and identifiable foreign currency receivables, payables and commitments held by our foreign and domestic subsidiaries. Forward exchange contracts are agreements to exchange different currencies at a specified future date and at a specified rate. Purchased foreign currency options are instruments, which give the holder the right, but not the obligation, to exchange different currencies at a specified rate at a specified date or over a range of specified dates. The result is the creation of a range in which a best and worst price is defined, while minimizing option cost. Forward exchange contracts and purchased currency options are carried at market value. The outstanding contracts at June 30, 2009 and December 31, 2008 represented unrealized gains of $0.6 million and $0.2 million, respectively.

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Commercial Energy Rate Management. We periodically enter into natural gas derivative contracts and short duration fixed rate purchase contracts to effectively fix some or all of our natural gas cost exposure. The outstanding contracts at December 31, 2008 represented an unrealized loss of $1.5 million. The outstanding contracts at June 30, 2009 represented an unrealized loss of $0.3 million.

Interest Rate Risk Management. We periodically implement interest rate management initiatives to seek to minimize our interest expense and the risk in our portfolio of fixed and variable interest rate obligations.

When we sell a fair value swap, the gain or loss is amortized as a credit or charge to interest expense over the remaining term of the Senior Notes. When we effectively reduce the outstanding principal amount of the Senior Notes (through debt-for-equity exchanges, repurchases or otherwise), the related portion of such credit or charge is accelerated and recorded in the period in which such reduction occurs.

We periodically enter into agreements with financial institutions that are intended to limit, or cap, our exposure to incurrence of additional interest expense due to increases in variable interest rates. These instruments effectively cap our interest rate exposure.

Sensitivity Analysis. We used a sensitivity analysis to assess the potential effect of changes in currency exchange rates on gross margin and changes in interest rates on interest expense. Based on this analysis, a hypothetical 10% weakening or strengthening in the dollar across all other currencies would have changed our reported gross margin for the six months ended June 30, 2009 by about $6.3 million. Based on this analysis, a hypothetical increase in interest rates of 100 basis points would have increased our interest expense by $0.2 million for the six months ended June 30, 2009.

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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(Unaudited)

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. Management is responsible for establishing and maintaining adequate disclosure controls and procedures at the reasonable assurance level. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a reporting company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by it in the reports that it files under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2009. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures are effective at the reasonable assurance level as of June 30, 2009.

Changes in Internal Controls over Financial Reporting. There have been no changes in our internal controls over financial reporting that occurred during the three months ended June 30, 2009 that materially affected or are reasonably likely to materially affect our internal controls over financial reporting.

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PART II. OTHER INFORMATION

GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

Item 1. Legal Proceedings

The information required in response to this Item is set forth under *Contingencies* in Note 14 to the Notes to Consolidated Financial Statements contained in this Report, and such description is incorporated herein by reference.

Item 4. Submission of Matters to a Vote of Security Holders

On May 19, 2009, GTI held its annual meeting of stockholders in Parma, Ohio.

At the meeting, the stockholders elected directors, and the shares present at the meeting were voted for or withheld from each nominee, as follows:

Name of Director	*Number of Shares Cast For*	*Number of Shares Withheld*
Randy W. Carson	105,944,864	2,572,045
Mary B. Cranston	104,133,293	4,383,616
Harold E. Layman	105,169,230	3,347,679
Ferrell P. McClean	104,434,761	4,082,148
Michael C. Nahl	100,169,249	8,347,660
Frank A. Riddick III	104,247,259	4,269,650
Craig S. Shular	104,797,265	3,719,644

At the meeting, the stockholders also voted on the following proposals:

To approve an amendment to the 2005 Equity Incentive Plan to increase the number of shares authorized for awards by 4,000,000 shares;

To approve an amendment to the Amended and Restated Certificate of Incorporation of the Corporation to increase the number of shares of common stock authorized for issuance by 75,000,000 shares; and

To approve the adoption of the Executive Incentive Compensation Plan.

All such proposals were approved. The shares present at the meeting were voted on each of the proposals as follows:

Proposal	*Number of Shares Cast For*	*Percentage of Shares Cast For*	*Number of Shares Cast Against*	*Number of Shares Abstaining*	*Number of Broker Non-Votes*
Amendment to the 2005 Equity Incentive Plan	82,271,724	88.18%	6,890,655	4,145,808	15,208,722
Amendment to the Amended and Restated Certificate of Incorporation	104,355,845	96.16%	3,966,474	194,590	0

Adoption of the Executive Incentive Compensation Plan	100,318,544	92.44%	7,986,602	211,763	0

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GRAFTECH INTERNATIONAL LTD. AND SUBSIDIARIES

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Item 6. Exhibits

The exhibits listed in the following table have been filed as part of this Report.

Exhibit Number	**Description of Exhibit**
10.1	GrafTech International 2005 Equity Incentive Plan Amendment 2
31.1	Certification pursuant to Rule 13a-14(a) under the Exchange Act by Craig S. Shular, Chief Executive Officer, President and Chairman of the Board.
31.2	Certification pursuant to Rule 13a-14(a) under the Exchange Act by Mark R. Widmar, Vice President and Chief Financial Officer.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Craig S. Shular, Chief Executive Officer, President and Chairman of the Board.
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Mark R. Widmar, Vice President and Chief Financial Officer.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURE

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

GRAFTECH INTERNATIONAL LTD.

Date: July 30, 2009

By: /s/ Mark R. Widmar
Mark R. Widmar
Vice President and Chief Financial Officer

(Principal Accounting Officer)

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101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document