

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended March 31, 2014

OR

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

Commission file number 1-3932



**WHIRLPOOL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**38-1490038**  
(I.R.S. Employer Identification No.)

**2000 North M-63,  
Benton Harbor, Michigan**  
(Address of principal executive offices)

**49022-2692**  
(Zip Code)

Registrant's telephone number, including area code (269) 923-5000

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

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

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

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

Number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| Class of common stock                 |
|---------------------------------------|
| Common stock, par value \$1 per share |

| Shares outstanding at April 18, 2014 |
|--------------------------------------|
| 77,741,708                           |

QUARTERLY REPORT ON FORM 10-Q

WHIRLPOOL CORPORATION

Three Months Ended March 31, 2014

INDEX OF INFORMATION INCLUDED IN REPORT

|                                       | <u>Page</u>                                                                                     |
|---------------------------------------|-------------------------------------------------------------------------------------------------|
| <u>PART I - FINANCIAL INFORMATION</u> |                                                                                                 |
| Item 1.                               | <u>Financial Statements</u>                                                                     |
|                                       | <u>Consolidated Condensed Statements of Comprehensive Income</u> 3                              |
|                                       | <u>Consolidated Condensed Balance Sheets</u> 4                                                  |
|                                       | <u>Consolidated Condensed Statements of Cash Flows</u> 5                                        |
|                                       | <u>Notes to the Consolidated Condensed Financial Statements</u> 6                               |
| Item 2.                               | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> 17 |
| Item 3.                               | <u>Quantitative and Qualitative Disclosures About Market Risk</u> 26                            |
| Item 4.                               | <u>Controls and Procedures</u> 26                                                               |
| <u>PART II - OTHER INFORMATION</u>    |                                                                                                 |
| Item 1.                               | <u>Legal Proceedings</u> 27                                                                     |
| Item 1A.                              | <u>Risk Factors</u> 27                                                                          |
| Item 2.                               | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> 27                           |
| Item 3.                               | <u>Defaults Upon Senior Securities</u> 27                                                       |
| Item 4.                               | <u>Mine Safety Disclosures</u> 27                                                               |
| Item 5.                               | <u>Other Information</u> 27                                                                     |
| Item 6.                               | <u>Exhibits</u> 27                                                                              |
|                                       | <u>Signatures</u> 28                                                                            |

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## FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by us or on our behalf. Certain statements contained in this quarterly report, including those within the forward-looking perspective section within the Management's Discussion and Analysis, and other written and oral statements made from time to time by us or on our behalf do not relate strictly to historical or current facts and may contain forward-looking statements that reflect our current views with respect to future events and financial performance. As such, they are considered "forward-looking statements" which provide current expectations or forecasts of future events. Such statements can be identified by the use of terminology such as "may," "could," "will," "should," "possible," "plan," "predict," "forecast," "potential," "anticipate," "estimate," "expect," "project," "intend," "believe," "may impact," "on track," and similar words or expressions. Our forward-looking statements generally relate to our growth strategies, financial results, product development, and sales efforts. These forward-looking statements should be considered with the understanding that such statements involve a variety of risks and uncertainties, known and unknown, and may be affected by inaccurate assumptions. Consequently, no forward-looking statement can be guaranteed and actual results may vary materially.

This document contains forward-looking statements about Whirlpool Corporation and its consolidated subsidiaries ("Whirlpool") that speak only as of this date. Whirlpool disclaims any obligation to update these statements. Forward-looking statements in this document may include, but are not limited to, statements regarding expected earnings per share, cash flow, productivity and material and oil-related prices. Many risks, contingencies and uncertainties could cause actual results to differ materially from Whirlpool's forward-looking statements. Among these factors are: (1) intense competition in the home appliance industry reflecting the impact of both new and established global competitors, including Asian and European manufacturers; (2) Whirlpool's ability to continue its relationship with significant trade customers and the ability of these trade customers to maintain or increase market share; (3) acquisition and investment-related risk; (4) changes in economic conditions which affect demand for our products, including the strength of the building industry and the level of interest rates; (5) product liability and product recall costs; (6) inventory and other asset risk; (7) risks related to our international operations, including changes in foreign regulations, regulatory compliance and disruptions arising from natural disasters or terrorist attacks; (8) the uncertain global economy; (9) the ability of Whirlpool to achieve its business plans, productivity improvements, cost control, price increases, leveraging of its global operating platform, and acceleration of the rate of innovation; (10) Whirlpool's ability to maintain its reputation and brand image; (11) fluctuations in the cost of key materials (including steel, plastic, resins, copper and aluminum) and components and the ability of Whirlpool to offset cost increases; (12) litigation, tax, and legal compliance risk and costs, especially costs which may be materially different from the amount we expect to incur or have accrued for; (13) the effects and costs of governmental investigations or related actions by third parties; (14) Whirlpool's ability to obtain and protect intellectual property rights; (15) the ability of suppliers of critical parts, components and manufacturing equipment to deliver sufficient quantities to Whirlpool in a timely and cost-effective manner; (16) health care cost trends, regulatory changes and variations between results and estimates that could increase future funding obligations for pension and postretirement benefit plans; (17) information technology system failures and data security breaches; (18) the impact of labor relations; (19) our ability to attract, develop and retain executives and other qualified employees; (20) changes in the legal and regulatory environment including environmental and health and safety regulations; and (21) the ability of Whirlpool to manage foreign currency fluctuations.

We undertake no obligation to update any forward-looking statement, and investors are advised to review disclosures in our filings with the SEC. It is not possible to foresee or identify all factors that could cause actual results to differ from expected or historic results. Therefore, investors should not consider the foregoing factors to be an exhaustive statement of all risks, uncertainties, or factors that could potentially cause actual results to differ from forward-looking statements. Additional information concerning these and other factors can be found in "Risk Factors" in Part II, Item 1A of this report.

Unless otherwise indicated, the terms "Whirlpool," "the Company," "we," "us," and "our" refer to Whirlpool Corporation and its consolidated subsidiaries.

**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS**

**WHIRLPOOL CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
**FOR THE PERIODS ENDED MARCH 31**  
(Millions of dollars, except per share data)

|                                                          | <b>Three Months Ended</b> |                 |
|----------------------------------------------------------|---------------------------|-----------------|
|                                                          | <b>2014</b>               | <b>2013</b>     |
| <b>Net sales</b>                                         | <b>\$ 4,363</b>           | <b>\$ 4,248</b> |
| <b>Expenses</b>                                          |                           |                 |
| Cost of products sold                                    | 3,608                     | 3,522           |
| Gross margin                                             | 755                       | 726             |
| Selling, general and administrative                      | 439                       | 421             |
| Intangible amortization                                  | 6                         | 9               |
| Restructuring costs                                      | 29                        | 42              |
| Operating profit                                         | 281                       | 254             |
| <b>Other income (expense)</b>                            |                           |                 |
| Interest and sundry income (expense)                     | (23)                      | (18)            |
| Interest expense                                         | (44)                      | (46)            |
| Earnings before income taxes                             | 214                       | 190             |
| Income tax expense (benefit)                             | 50                        | (67)            |
| Net earnings                                             | 164                       | 257             |
| Less: Net earnings available to noncontrolling interests | 4                         | 5               |
| Net earnings available to Whirlpool                      | <u>\$ 160</u>             | <u>\$ 252</u>   |
| <b>Per share of common stock</b>                         |                           |                 |
| Basic net earnings available to Whirlpool                | <u>\$ 2.06</u>            | <u>\$ 3.18</u>  |
| Diluted net earnings available to Whirlpool              | <u>\$ 2.02</u>            | <u>\$ 3.12</u>  |
| Dividends declared                                       | <u>\$ 0.625</u>           | <u>\$ 0.50</u>  |
| <b>Weighted-average shares outstanding (in millions)</b> |                           |                 |
| Basic                                                    | 78.1                      | 79.3            |
| Diluted                                                  | 79.4                      | 80.7            |
| <b>Comprehensive income</b>                              |                           |                 |
| Comprehensive income                                     | <u>\$ 206</u>             | <u>\$ 226</u>   |

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

**WHIRLPOOL CORPORATION**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**  
(Millions of dollars, except share data )

|                                                                                                                          | (Unaudited)<br>March 31,<br>2014 | December 31,<br>2013 |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------|
| <b>Assets</b>                                                                                                            |                                  |                      |
| Current assets                                                                                                           |                                  |                      |
| Cash and equivalents                                                                                                     | \$ 1,672                         | \$ 1,380             |
| Accounts receivable, net of allowance of \$75 and \$73, respectively                                                     | 2,080                            | 2,005                |
| Inventories                                                                                                              | 2,666                            | 2,408                |
| Deferred income taxes                                                                                                    | 421                              | 549                  |
| Prepaid and other current assets                                                                                         | 744                              | 680                  |
| Total current assets                                                                                                     | 7,583                            | 7,022                |
| Property, net of accumulated depreciation of \$6,369 and \$6,278, respectively                                           | 3,054                            | 3,041                |
| Goodwill                                                                                                                 | 1,722                            | 1,724                |
| Other intangibles, net of accumulated amortization of \$243 and \$237, respectively                                      | 1,697                            | 1,702                |
| Deferred income taxes                                                                                                    | 1,689                            | 1,764                |
| Other noncurrent assets                                                                                                  | 295                              | 291                  |
| Total assets                                                                                                             | <u>\$ 16,040</u>                 | <u>\$ 15,544</u>     |
| <b>Liabilities and stockholders' equity</b>                                                                              |                                  |                      |
| Current liabilities                                                                                                      |                                  |                      |
| Accounts payable                                                                                                         | \$ 3,721                         | \$ 3,865             |
| Accrued expenses                                                                                                         | 753                              | 710                  |
| Accrued advertising and promotions                                                                                       | 287                              | 441                  |
| Employee compensation                                                                                                    | 487                              | 456                  |
| Notes payable                                                                                                            | 2                                | 10                   |
| Current maturities of long-term debt                                                                                     | 610                              | 607                  |
| Other current liabilities                                                                                                | 594                              | 705                  |
| Total current liabilities                                                                                                | 6,454                            | 6,794                |
| Noncurrent liabilities                                                                                                   |                                  |                      |
| Long-term debt                                                                                                           | 2,662                            | 1,846                |
| Pension benefits                                                                                                         | 905                              | 930                  |
| Postretirement benefits                                                                                                  | 453                              | 458                  |
| Other noncurrent liabilities                                                                                             | 353                              | 482                  |
| Total noncurrent liabilities                                                                                             | 4,373                            | 3,716                |
| Stockholders' equity                                                                                                     |                                  |                      |
| Common stock, \$1 par value, 250 million shares authorized, 109 million shares issued, and 77 million shares outstanding | 109                              | 109                  |
| Additional paid-in capital                                                                                               | 2,474                            | 2,453                |
| Retained earnings                                                                                                        | 5,896                            | 5,784                |
| Accumulated other comprehensive loss                                                                                     | (1,256)                          | (1,298)              |
| Treasury stock, 32 million shares                                                                                        | (2,124)                          | (2,124)              |
| Total Whirlpool stockholders' equity                                                                                     | 5,099                            | 4,924                |
| Noncontrolling interests                                                                                                 | 114                              | 110                  |
| Total stockholders' equity                                                                                               | 5,213                            | 5,034                |
| Total liabilities and stockholders' equity                                                                               | <u>\$ 16,040</u>                 | <u>\$ 15,544</u>     |

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.



**WHIRLPOOL CORPORATION**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE PERIODS ENDED MARCH 31**  
**(Millions of dollars)**

|                                                                                           | <b>Three Months Ended</b> |             |
|-------------------------------------------------------------------------------------------|---------------------------|-------------|
|                                                                                           | <b>2014</b>               | <b>2013</b> |
| <b>Operating activities</b>                                                               |                           |             |
| Net earnings                                                                              | \$ 164                    | \$ 257      |
| Adjustments to reconcile net earnings to cash provided by (used in) operating activities: |                           |             |
| Depreciation and amortization                                                             | 127                       | 129         |
| Changes in assets and liabilities:                                                        |                           |             |
| Accounts receivable                                                                       | (78)                      | (58)        |
| Inventories                                                                               | (243)                     | (223)       |
| Accounts payable                                                                          | (172)                     | (141)       |
| Accrued advertising and promotions                                                        | (152)                     | (105)       |
| Taxes deferred and payable, net                                                           | 20                        | (92)        |
| Accrued pension and postretirement benefits                                               | (31)                      | (45)        |
| Employee compensation                                                                     | 38                        | 29          |
| Other                                                                                     | (12)                      | (56)        |
| Cash used in operating activities                                                         | (339)                     | (305)       |
| <b>Investing activities</b>                                                               |                           |             |
| Capital expenditures                                                                      | (123)                     | (74)        |
| Proceeds from sale of assets                                                              | 6                         | 3           |
| Investment in business                                                                    | (21)                      | (2)         |
| Other                                                                                     | —                         | (24)        |
| Cash used in investing activities                                                         | (138)                     | (97)        |
| <b>Financing activities</b>                                                               |                           |             |
| Proceeds from borrowings of long-term debt                                                | 817                       | 499         |
| Repayments of long-term debt                                                              | (2)                       | (503)       |
| Dividends paid                                                                            | (48)                      | (39)        |
| Net repayments of short-term borrowings                                                   | (8)                       | (3)         |
| Common stock issued                                                                       | 11                        | 37          |
| Other                                                                                     | —                         | (5)         |
| Cash provided by (used in) financing activities                                           | 770                       | (14)        |
| Effect of exchange rate changes on cash and equivalents                                   | (1)                       | (2)         |
| Increase (decrease) in cash and equivalents                                               | 292                       | (418)       |
| Cash and equivalents at beginning of period                                               | 1,380                     | 1,168       |
| Cash and equivalents at end of period                                                     | \$ 1,672                  | \$ 750      |

The accompanying notes are an integral part of these Consolidated Condensed Financial Statements.

## NOTES TO THE CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

### (1) BASIS OF PRESENTATION

#### General Information

The accompanying unaudited Consolidated Condensed Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information, and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information or footnotes required by GAAP for complete financial statements. As a result, this Form 10-Q should be read in conjunction with the Consolidated Financial Statements and accompanying Notes in our Form 10-K for the year ended December 31, 2013.

Management believes that the accompanying Consolidated Condensed Financial Statements reflect all adjustments, including normal recurring items, considered necessary for a fair presentation of the interim periods.

We have eliminated all material intercompany transactions in our Consolidated Condensed Financial Statements. We do not consolidate the financial statements of any company in which we have an ownership interest of 50% or less unless that company is deemed to be a variable interest entity in which we are considered to have a controlling financial interest. We did not control any company in which we had an ownership interest of 50% or less for any period presented in our Consolidated Condensed Financial Statements.

Certain prior year amounts in the Consolidated Condensed Financial Statements have been reclassified to conform with current year presentation.

#### New Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2013-11, “Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists.” This new guidance is effective prospectively for annual reporting periods beginning on or after December 15, 2013 and interim periods therein. ASU 2013-11 provides guidance on the presentation of unrecognized tax benefits, reflecting the manner in which an entity would settle, at the reporting date, any additional income taxes that would result from the disallowance of a tax position when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. We adopted the provisions of this amendment during 2014, which resulted in a reclassification between other non-current liabilities and non-current deferred income tax assets of approximately \$53 million. The adoption did not change existing recognition and measurement requirements in our Consolidated Condensed Financial Statements.

Issued but not yet effective accounting pronouncements are not expected to have a material impact on our Consolidated Condensed Financial Statements.

### (2) FAIR VALUE MEASUREMENTS

Fair value is measured based on an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions market participants would use in pricing an asset or liability. As a basis for considering such assumptions, a three-tiered fair value hierarchy is established, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets that are observable, either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions. We had no Level 3 assets or liabilities at March 31, 2014 and December 31, 2013.

Assets and liabilities measured at fair value are based on a market valuation approach using prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis at March 31, 2014 and December 31, 2013 are in the following table:

| Millions of dollars               | Fair Value       |        |         |        |         |      |        |        |
|-----------------------------------|------------------|--------|---------|--------|---------|------|--------|--------|
|                                   | Total Cost Basis |        | Level 1 |        | Level 2 |      | Total  |        |
|                                   | 2014             | 2013   | 2014    | 2013   | 2014    | 2013 | 2014   | 2013   |
| Money market funds <sup>(1)</sup> | \$ 736           | \$ 465 | \$ 736  | \$ 465 | \$ —    | \$ — | \$ 736 | \$ 465 |
| Net derivative contracts          | —                | —      | —       | —      | 6       | (25) | 6      | (25)   |
| Available for sale investments    | 21               | 8      | 43      | 18     | —       | —    | 43     | 18     |

<sup>(1)</sup> Money market funds are comprised primarily of government obligations and other first tier obligations.

In March 2014, Whirlpool sold approximately 7.4 million shares held in Alno AG, a long-standing European customer, for approximately \$5 million. This transaction resulted in the conversion of our investment from the equity method of accounting to an available for sale investment due to our less than 20% overall investment in Alno AG.

#### Other Fair Value Measurements

The fair value of long-term debt (including current maturities) was \$3.4 billion and \$2.6 billion at March 31, 2014 and December 31, 2013, respectively, and was estimated using discounted cash flow analysis based on incremental borrowing rates for similar types of borrowing arrangements (Level 2 input).

### (3) INVENTORIES

The following table summarizes our inventory for the periods presented:

| Millions of dollars                      | March 31,<br>2014 | December 31,<br>2013 |
|------------------------------------------|-------------------|----------------------|
| Finished products                        | \$ 2,195          | \$ 1,950             |
| Raw materials and work in process        | 631               | 622                  |
|                                          | 2,826             | 2,572                |
| Less: excess of FIFO cost over LIFO cost | (160)             | (164)                |
| Total inventories                        | \$ 2,666          | \$ 2,408             |

LIFO inventories represented 41% and 39% of total inventories at March 31, 2014 and December 31, 2013, respectively.

### (4) FINANCING ARRANGEMENTS

On February 25, 2014, we completed a debt offering of \$250 million principal amount of 1.35% notes due in 2017, \$250 million principal amount of 2.40% notes due in 2019 and \$300 million principal amount of 4.00% notes due in 2024 (collectively, the "Notes"). The Notes contain covenants that limit our ability to incur certain liens or enter into certain sale and lease-back transactions. In addition, if we experience a specific kind of change of control, we are required to make an offer to purchase all of the Notes at a purchase price of 101% of the principal amount thereof, plus accrued and unpaid interest. The Notes are registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-181339) filed with the Securities and Exchange Commission (the "Commission") on May 11, 2012.

### (5) COMMITMENTS AND CONTINGENCIES

#### Embraco Antitrust Matters

Beginning in February 2009, our compressor business headquartered in Brazil ("Embraco") was notified of investigations of the global compressor industry by government authorities in various jurisdictions. In 2013, Embraco sales represented approximately 8% of our global net sales.

Government authorities in Brazil, Europe, the United States, and other jurisdictions have entered into agreements with Embraco and concluded their investigations of the Company. In connection with these agreements, Embraco has acknowledged violations of antitrust law with respect to the sale of compressors at various times from 2004 through 2007 and agreed to pay fines or settlement payments.

Since the government investigations commenced in February 2009, Embraco, and other compressor manufacturers, have been named as defendants in related antitrust lawsuits in various jurisdictions seeking damages in connection with the pricing of compressors during certain periods beginning in 1996 or later. We have resolved certain claims and certain claims remain pending. Additional lawsuits could be filed.

In February 2013, Embraco entered into a settlement agreement with plaintiffs representing a proposed settlement class of U.S. "direct purchasers" of compressors which provides for, among other things, the payment by Embraco of up to \$30 million (subject to reduction for "opt-outs") in exchange for a release by all settlement class members. The settlement agreement, which was preliminarily approved by the court on January 9, 2014 and remains subject to final court approval, does not cover any claims by direct purchasers which opted out of the proposed settlement class, or claims by "indirect purchasers".

In connection with the defense and resolution of the Embraco antitrust matters, we have incurred cumulative charges of approximately \$411 million since 2009, including fines, defense costs and other expenses. These charges have been recorded within interest and sundry income (expense). At March 31, 2014, \$99 million remains accrued, with installment payments of \$47 million, plus interest, remaining to be made to government authorities at various times through 2015.

We continue to defend these actions and take other steps to minimize our potential exposure. The final outcome and impact of these matters, and any related claims and investigations that may be brought in the future are subject to many variables, and cannot be predicted. We establish accruals only for those matters where we determine that a loss is probable and the amount of loss can be reasonably estimated. While it is currently not possible to reasonably estimate the aggregate amount of costs which we may incur in connection with these matters, such costs could have a material adverse effect on our financial position, liquidity, or results of operations.

### **BEFIE X Credits**

In previous years, our Brazilian operations earned tax credits under the Brazilian government's export incentive program (BEFIE X). These credits reduced Brazilian federal excise taxes on domestic sales, resulting in an increase in the operations' recorded net sales, as the credits are monetized. We monetized \$14 million of BEFIE X credits during the three months ended March 31, 2014, compared to \$16 million for the same period in 2013. We began recognizing BEFIE X credits in accordance with prior favorable court decisions allowing for the credits to be recognized. We recognize export credits as they are monetized.

In December 2013, the Brazilian government reinstituted the monetary adjustment index applicable to BEFIE X credits that existed prior to July 2009, when the Brazilian government required companies to apply a different monetary adjustment index to BEFIE X credits. It is unknown whether Brazilian courts will require that use of the reinstituted index be given retroactive effect for the July 2009 to December 2013 period, the effect of which would be to increase the amount of BEFIE X credits we would be entitled to recognize.

Our Brazilian operations have received governmental assessments related to claims for income and social contribution taxes associated with BEFIE X credits monetized from 2000 through 2002 and 2007 through 2011. We do not believe BEFIE X export credits are subject to income or social contribution taxes. We are disputing these tax matters in various courts and intend to vigorously defend our positions. We have not provided for income or social contribution taxes on these export credits, and based on the opinions of tax and legal advisors, we have not accrued any amount related to these assessments as of March 31, 2014. The total amount of outstanding tax assessments received for income and social contribution taxes relating to the BEFIE X credits, including interest and penalties, is approximately 1.3 billion Brazilian reais (approximately \$ 553 million as of March 31, 2014).

Litigation is inherently unpredictable and the conclusion of these matters may take many years to ultimately resolve, during which time the amounts related to these assessments will continue to be increased by monetary adjustments at the Selic rate, which is the benchmark rate set by the Brazilian Central Bank. Accordingly, it is possible that an unfavorable outcome in these proceedings could have a material adverse effect on our financial position, liquidity, or results of operations in any particular reporting period.

## **Brazil Tax Matters**

Relying on existing Brazilian legal precedent, in 2003 and 2004, we recognized tax credits in an aggregate amount of \$26 million, adjusted for currency, on the purchase of raw materials used in production ("IPI tax credits"). The Brazilian tax authority subsequently challenged the recording of IPI tax credits. No credits have been recognized since 2004. In 2009, we entered into a Brazilian government program which provided extended payment terms and reduced penalties and interest to encourage tax payers to resolve this and certain other disputed tax credit amounts. As permitted by the program, we elected to settle certain debts through the use of other existing tax credits and recorded charges of approximately \$34 million in 2009 associated with these matters. In July 2012, the Brazilian revenue authority notified us that a portion of our proposed settlement was rejected and we received tax assessments of 199 million Brazilian reais (approximately \$88 million as of March 31, 2014), reflecting the original assessment, plus interest and penalties. We are disputing these assessments and we intend to vigorously defend our position. Based on the opinion of our tax and legal advisors, we have not recorded an additional reserve related to these matters.

In 2001, Brazil adopted a law making the profits of controlled foreign corporations of Brazilian entities subject to income and social contribution tax regardless of whether the profits were repatriated ("CFC Tax"). Our Brazilian subsidiary, along with other corporations, challenged tax assessments on foreign profits on constitutionality and other grounds. In April 2013, the Brazilian Supreme Court ruled in our case, finding that the law is constitutional, but remanding the case to a lower court for consideration of other arguments raised in our appeal, including the existence of tax treaties with jurisdictions in which controlled foreign corporations are domiciled. As of March 31, 2014, our potential exposure for income and social contribution taxes relating to profits of controlled foreign corporations, including interest and penalties and net of expected foreign tax credits, is approximately 109 million Brazilian reais (approximately \$48 million as of March 31, 2014). We believe these assessments are without merit and we intend to continue to vigorously dispute them. Based on the opinion of our tax and legal advisors, we have not accrued any amount related to these assessments as of March 31, 2014.

In December 2013, we entered into a Brazilian government program to settle long standing disputes. Participation in the program removed uncertainty related to 16 assessments that were previously under dispute and significantly reduces potential penalties and interest associated with these matters. Our participation will result in payments, including principal and discounted interest and penalties, of 123 million Brazilian reais (approximately \$54 million as of March 31, 2014), to be paid in 30 monthly installments, increased by monetary adjustments at the Selic rate.

In addition to the IPI tax credit and CFC Tax matters noted above, we are currently disputing other assessments issued by the Brazilian tax authorities related to non-income and income tax matters, including BEFIEEX credits, which are at various stages of review in numerous administrative and judicial proceedings. In accordance with our accounting policies, we routinely assess these matters and, when necessary, record our best estimate of a loss. We believe these tax assessments are without merit and are vigorously defending our positions; however, each of these matters may take several years to resolve and the outcome of litigation is inherently unpredictable.

## **Other Litigation**

We are currently defending against numerous lawsuits pending in federal and state courts in the United States relating to certain of our front load washing machines. Some of these lawsuits have been certified for treatment as class actions. The complaints in these lawsuits generally allege violations of state consumer fraud acts, unjust enrichment, and breach of warranty. The complaints generally seek unspecified compensatory, consequential and punitive damages. We believe these suits are without merit and are vigorously defending them. Given the preliminary stage of these proceedings, the Company cannot reasonably estimate a possible range of loss, if any, at this time. The resolution of one or more of these matters could have a material adverse effect on our Consolidated Condensed Financial Statements.

In addition, we are currently defending a number of other lawsuits in federal and state courts in the United States related to the manufacturing and sale of our products which include class action allegations. These lawsuits allege claims which include breach of contract, breach of warranty, product defect, fraud, violation of federal and state consumer protection acts and negligence. We do not have insurance coverage for class action lawsuits. We are also involved in various other legal actions arising in the normal course of business, for which insurance coverage may or may not be available depending on the nature of the action. We dispute the merits of these suits and actions, and intend to vigorously defend them. Management believes, based upon its current knowledge, after taking into consideration legal counsel's evaluation of such suits and actions, and after taking into account current litigation accruals, that the outcome of these matters currently pending against Whirlpool should not have a material adverse effect, if any, on our Consolidated Condensed Financial Statements.

## Product Warranty Reserves

Product warranty reserves are included in other current and other noncurrent liabilities in our Consolidated Condensed Balance Sheets. The following table summarizes the changes in total product warranty and recall reserves for the periods presented:

| Millions of dollars                  | 2014   | 2013   |
|--------------------------------------|--------|--------|
| Balance at January 1                 | \$ 191 | \$ 187 |
| Issuances/accruals during the period | 63     | 84     |
| Settlements made during the period   | (74)   | (89)   |
| Balance at March 31                  | \$ 180 | \$ 182 |
| Current portion                      | \$ 143 | \$ 143 |
| Non-current portion                  | 37     | 39     |
| Total                                | \$ 180 | \$ 182 |

We regularly engage in investigations of potential quality and safety issues as part of our ongoing effort to deliver quality products to customers. We are currently investigating a limited number of potential quality and safety issues. As necessary, we undertake to effect repair or replacement of appliances in the event that an investigation leads to the conclusion that such action is warranted.

## Guarantees

We have guarantee arrangements in a Brazilian subsidiary. As a standard business practice in Brazil, the subsidiary guarantees customer lines of credit at commercial banks to support purchases following its normal credit policies. If a customer were to default on its line of credit with the bank, our subsidiary would be required to satisfy the obligation with the bank and the receivable would revert back to the subsidiary. At March 31, 2014 and December 31, 2013, the guaranteed amounts totaled \$493 million and \$485 million, respectively. Our subsidiary insures against credit risk for these guarantees, under normal operating conditions, through policies purchased from high-quality underwriters.

We provide guarantees of indebtedness and lines of credit for various consolidated subsidiaries. The maximum amount of credit facilities available under these lines for consolidated subsidiaries totaled \$1.2 billion and \$1.3 billion at March 31, 2014 and December 31, 2013, respectively. Our total outstanding bank indebtedness under guarantees at March 31, 2014 and December 31, 2013 was nominal.

We have guaranteed a \$50 million five year revolving credit facility between certain financial institutions and a not-for-profit entity in connection with a community and economic development project ("Harbor Shores"). The credit facility, which originated in 2008, was refinanced in December 2012 and we renewed our guarantee through 2017. The fair value of the guarantee was nominal. The purpose of Harbor Shores is to stimulate employment and growth in the areas of Benton Harbor and St. Joseph, Michigan. In the event of default, we must satisfy the guarantee of the credit facility up to the amount borrowed at the date of default.

## (6) HEDGES AND DERIVATIVE FINANCIAL INSTRUMENTS

Derivative instruments are accounted for at fair value based on market rates. Derivatives where we elect hedge accounting are designated as either cash flow or fair value hedges. Derivatives that are not accounted for based on hedge accounting are marked to market through earnings. The accounting for changes in the fair value of a derivative depends on the intended use and designation of the derivative instrument. Hedging ineffectiveness and a net earnings impact occur when the change in the fair value of the hedge does not offset the change in the fair value of the hedged item. The ineffective portion of the gain or loss is recognized in earnings.

Using derivative instruments means assuming counterparty credit risk. Counterparty credit risk relates to the loss we could incur if a counterparty were to default on a derivative contract. We generally deal with investment grade counterparties and monitor the overall credit risk and exposure to individual counterparties. We do not anticipate nonperformance by any counterparties. The amount of counterparty credit exposure is limited to the unrealized gains, if any, on such derivative contracts. We do not require nor do we post collateral or security on such contracts.

## Hedging Strategy

In the normal course of business, we manage risks relating to our ongoing business operations including those arising from changes in foreign exchange rates, interest rates and commodity prices. Fluctuations in these rates and prices can affect our operating results and financial condition. We use a variety of strategies, including the use of derivative instruments, to manage these risks. We do not enter into derivative financial instruments for trading or speculative purposes.

### Foreign Currency Exchange Rate Risk

We incur expenses associated with the procurement and production of products in a limited number of countries, while we sell in the local currencies of a large number of countries. Our primary foreign currency exchange exposures result from cross-currency sales of products. As a result, we enter into foreign exchange contracts to hedge certain firm commitments and forecasted transactions to acquire products and services that are denominated in foreign currencies.

We enter into certain undesignated non-functional currency asset and liability hedges that relate primarily to short-term payables, receivables, inventory, and intercompany loans. These forecasted cross-currency cash flows relate primarily to foreign currency denominated expenditures and intercompany financing agreements, royalty agreements and dividends. When we hedge a foreign currency denominated payable or receivable with a derivative, the effect of changes in the foreign exchange rates are reflected currently in interest and sundry income (expense) for both the payable/receivable and the derivative. Therefore, as a result of the economic hedge, we do not elect hedge accounting.

### Commodity Price Risk

We enter into swap and option contracts on various commodities to manage the price risk associated with forecasted purchases of materials used in our manufacturing process. The objective of these hedges is to reduce the variability of cash flows associated with the forecasted purchase of commodities.

### Interest Rate Risk

We may enter into interest rate swap agreements to manage interest rate risk exposure. Our interest rate swap agreements, if any, effectively modify our exposure to interest rate risk, primarily through converting certain of our floating rate debt to a fixed rate basis, and certain fixed rate debt to a floating rate basis. These agreements involve either the receipt or payment of floating rate amounts in exchange for fixed rate interest payments or receipts, respectively, over the life of the agreements without an exchange of the underlying principal amounts. We also may utilize a cross-currency interest rate swap agreement to manage our exposure relating to certain intercompany debt denominated in one foreign currency that will be repaid in another foreign currency. At March 31, 2014 and December 31, 2013, there were no outstanding interest rate derivatives.

The following table summarizes our outstanding derivative contracts and their effects on our Consolidated Condensed Balance Sheets at March 31, 2014 and December 31, 2013 :

| Millions of dollars                            | Notional Amount |          | Fair Value of |       |                   |       | Type of Hedge <sup>(1)</sup> | Maximum Term (Months) |      |
|------------------------------------------------|-----------------|----------|---------------|-------|-------------------|-------|------------------------------|-----------------------|------|
|                                                |                 |          | Hedge Assets  |       | Hedge Liabilities |       |                              |                       |      |
|                                                | 2014            | 2013     | 2014          | 2013  | 2014              | 2013  |                              | 2014                  | 2013 |
| Derivatives accounted for as hedges            |                 |          |               |       |                   |       |                              |                       |      |
| Foreign exchange forwards/options              | \$ 746          | \$ 744   | \$ 21         | \$ 16 | \$ 5              | \$ 10 | (CF/FV)                      | 13                    | 14   |
| Commodity swaps/options                        | 378             | 363      | 5             | 8     | 21                | 13    | (CF)                         | 33                    | 36   |
| Total derivatives accounted for as hedges      |                 |          | \$ 26         | \$ 24 | \$ 26             | \$ 23 |                              |                       |      |
| Derivatives not accounted for as hedges        |                 |          |               |       |                   |       |                              |                       |      |
| Foreign exchange forwards/options              | \$ 1,222        | \$ 1,274 | \$ 22         | \$ 6  | \$ 16             | \$ 32 | N/A                          | 11                    | 12   |
| Commodity swaps/options                        | 8               | 1        | —             | —     | —                 | —     | N/A                          | 12                    | 4    |
| Total derivatives not accounted for as hedges: |                 |          | 22            | 6     | 16                | 32    |                              |                       |      |
| Total derivatives                              |                 |          | \$ 48         | \$ 30 | \$ 42             | \$ 55 |                              |                       |      |
|                                                |                 |          |               |       |                   |       |                              |                       |      |
| Current                                        |                 |          | \$ 46         | \$ 28 | \$ 39             | \$ 54 |                              |                       |      |
| Noncurrent                                     |                 |          | 2             | 2     | 3                 | 1     |                              |                       |      |
| Total derivatives                              |                 |          | \$ 48         | \$ 30 | \$ 42             | \$ 55 |                              |                       |      |

<sup>(1)</sup> Derivatives accounted for as hedges are either considered cash flow (CF) or fair value (FV) hedges.



The following tables summarize the effects of derivative instruments on our Consolidated Condensed Statements of Comprehensive Income for the three months ended March 31 as follows:

| Cash Flow Hedges - Millions of dollars | Gain (Loss)<br>Recognized in OCI<br>(Effective Portion) |               | Gain (Loss)<br>Reclassified from<br>OCI into Earnings<br>(Effective Portion) <sup>(1)</sup> |               |
|----------------------------------------|---------------------------------------------------------|---------------|---------------------------------------------------------------------------------------------|---------------|
|                                        | 2014                                                    | 2013          | 2014                                                                                        | 2013          |
| Foreign exchange                       | \$ 15                                                   | \$ 15         | \$ 3                                                                                        | \$ —          |
| Commodity                              | (15)                                                    | (18)          | (4)                                                                                         | (2)           |
|                                        | <u>\$ —</u>                                             | <u>\$ (3)</u> | <u>\$ (1)</u>                                                                               | <u>\$ (2)</u> |

  

| Derivatives not Accounted for as Hedges - Millions of dollars | Gain Recognized on Derivatives not<br>Accounted for as Hedges <sup>(2)</sup> |             |
|---------------------------------------------------------------|------------------------------------------------------------------------------|-------------|
|                                                               | 2014                                                                         | 2013        |
| Foreign exchange                                              | <u>\$ 22</u>                                                                 | <u>\$ 3</u> |

<sup>(1)</sup> Gains and losses reclassified from accumulated OCI and recognized in income are recorded in cost of products sold.

<sup>(2)</sup> Mark to market gains and losses recognized in income are recorded in interest and sundry expense.

For cash flow hedges, the amount of ineffectiveness recognized in interest and sundry income (expense) was nominal for the periods ended March 31, 2014 and 2013. For fair value hedges, the amount of gain or loss and offsetting gain or loss on the hedged item that were recognized in interest and sundry income (expense) was nominal for the periods ended March 31, 2014 and 2013. The net amount of unrealized gain or loss on derivative instruments included in accumulated OCI related to contracts maturing and expected to be realized was nominal for the periods ended March 31, 2014 and 2013.

## (7) STOCKHOLDERS' EQUITY

### Other Comprehensive Income (Loss)

The following table summarizes our other comprehensive income (loss) and related tax effects for the periods presented:

| Millions of dollars                                                           | Three Months Ended March 31, |               |              |                |               |                |
|-------------------------------------------------------------------------------|------------------------------|---------------|--------------|----------------|---------------|----------------|
|                                                                               | 2014                         |               |              | 2013           |               |                |
|                                                                               | Pre-tax                      | Tax Effect    | Net          | Pre-tax        | Tax Effect    | Net            |
| Currency translation adjustments                                              | \$ 28                        | \$ —          | \$ 28        | \$ (38)        | \$ —          | \$ (38)        |
| Cash flow hedges                                                              | 1                            | —             | 1            | —              | —             | —              |
| Pension and other postretirement benefits plans                               | 2                            | (1)           | 1            | 7              | (1)           | 6              |
| Available for sale securities                                                 | 12                           | —             | 12           | 1              | —             | 1              |
| Other comprehensive income (loss)                                             | 43                           | (1)           | 42           | (30)           | (1)           | (31)           |
| Less: Other comprehensive income (loss) available to noncontrolling interests | —                            | —             | —            | 1              | —             | 1              |
| Other comprehensive income (loss) available to Whirlpool                      | <u>\$ 43</u>                 | <u>\$ (1)</u> | <u>\$ 42</u> | <u>\$ (31)</u> | <u>\$ (1)</u> | <u>\$ (32)</u> |

### Reclassifications Out of Accumulated Other Comprehensive Income (Loss)

The following table provides the reclassification adjustments out of accumulated other comprehensive loss, by component, that were included in net earnings for the three months ended March 31, 2014 :

| Component - Accumulated Other Comprehensive Loss | (Gain) Loss Reclassified | Classification in Earnings                                  |
|--------------------------------------------------|--------------------------|-------------------------------------------------------------|
| Cash flow hedges, pre-tax                        | \$ 1                     | Cost of products sold                                       |
| Pension and postretirement benefits, pre-tax     | 2                        | Cost of products sold / Selling, general and administrative |

The following table summarizes the changes in stockholders' equity for the period presented:

| Millions of dollars                            | Total           | Whirlpool<br>Common<br>Stockholders | Noncontrolling<br>Interests |
|------------------------------------------------|-----------------|-------------------------------------|-----------------------------|
| <b>Stockholders' equity, December 31, 2013</b> | <b>\$ 5,034</b> | <b>\$ 4,924</b>                     | <b>\$ 110</b>               |
| Net earnings                                   | 164             | 160                                 | 4                           |
| Other comprehensive income (loss)              | 42              | 42                                  | —                           |
| Comprehensive income                           | 206             | 202                                 | 4                           |
| Common stock                                   | —               | —                                   | —                           |
| Treasury stock                                 | —               | —                                   | —                           |
| Additional paid-in capital                     | 21              | 21                                  | —                           |
| Dividends declared on common stock             | (48)            | (48)                                | —                           |
| <b>Stockholders' equity, March 31, 2014</b>    | <b>\$ 5,213</b> | <b>\$ 5,099</b>                     | <b>\$ 114</b>               |

### Net Earnings per Share

Diluted net earnings per share of common stock include the dilutive effect of stock options and other share-based compensation plans. Basic and diluted net earnings per share of common stock for the periods presented were calculated as follows:

| Millions of dollars and shares                                                           | Three Months Ended<br>March 31, |        |
|------------------------------------------------------------------------------------------|---------------------------------|--------|
|                                                                                          | 2014                            | 2013   |
| Numerator for basic and diluted earnings per share – net earnings available to Whirlpool | \$ 160                          | \$ 252 |
| Denominator for basic earnings per share – weighted-average shares                       | 78.1                            | 79.3   |
| Effect of dilutive securities – share-based compensation                                 | 1.3                             | 1.4    |
| Denominator for diluted earnings per share – adjusted weighted-average shares            | 79.4                            | 80.7   |
| Anti-dilutive stock options/awards excluded from earnings per share                      | —                               | 0.3    |

### Repurchase Program

On April 14, 2014, our Board of Directors authorized a new share repurchase program of up to \$500 million. Share repurchases are made from time to time. The program does not obligate us to repurchase any of our shares.

## (8) RESTRUCTURING CHARGES

During the fourth quarter 2011, the Company committed to restructuring plans (the "2011 Plan") to expand our operating margins and improve our earnings through substantial cost and capacity reductions, primarily within our North America and EMEA operating segments. All actions related to the 2011 Plan have been announced and are now substantially complete. Approximately \$50 million in charges related to actions authorized under the 2011 Plan remain and will be recognized primarily during 2014.

In January 2014, the Company announced the closure of a microwave oven manufacturing facility in EMEA by the end of 2014. This action, combined with other organizational efficiency actions in EMEA, are expected to result in charges of approximately \$50 million in 2014 primarily related to employee termination costs, non-cash asset impairment costs and facility exit costs.

The following table summarizes the change in our combined restructuring liability for the period ended March 31, 2014 :

| Millions of dollars        | December 31,<br>2013 | Charge to<br>Earnings | Cash Paid      | Non-cash and<br>Other | March 31,<br>2014 |
|----------------------------|----------------------|-----------------------|----------------|-----------------------|-------------------|
| Employee termination costs | \$ 74                | \$ 18                 | \$ (25)        | \$ (2)                | \$ 65             |
| Asset impairment costs     | —                    | 6                     | —              | (6)                   | —                 |
| Facility exit costs        | 14                   | 2                     | (5)            | —                     | 11                |
| Other exit costs           | 18                   | 3                     | (3)            | —                     | 18                |
| <b>Total</b>               | <b>\$ 106</b>        | <b>\$ 29</b>          | <b>\$ (33)</b> | <b>\$ (8)</b>         | <b>\$ 94</b>      |

The following table summarizes 2014 restructuring charges by operating segment:

| Millions of dollars | 2014 Charges |
|---------------------|--------------|
| North America       | \$ 6         |
| EMEA                | 23           |
| Total               | <u>\$ 29</u> |

## ( 9 ) INCOME TAXES

Income tax expense for the three months ended March 31, 2014 was \$50 million , compared to income tax benefit of \$(67) million in the same period of 2013 . The following table summarizes the difference between income tax expense (benefit) at the United States statutory rate of 35% and the income tax expense at effective worldwide tax rates for the respective periods:

| Millions of dollars                                                    | Three Months Ended March 31, |                |
|------------------------------------------------------------------------|------------------------------|----------------|
|                                                                        | 2014                         | 2013           |
| Earnings before income taxes                                           | \$ 214                       | \$ 190         |
| Income tax expense computed at United States statutory tax rate        | \$ 75                        | \$ 67          |
| U.S. government tax incentives, including Energy Tax Credits           | —                            | (94)           |
| U.S. foreign income items, net of credits                              | (12)                         | (22)           |
| Foreign government tax incentive, including BEFIEEX                    | (5)                          | (11)           |
| Other                                                                  | (8)                          | (7)            |
| Income tax (benefit) expense computed at effective worldwide tax rates | <u>\$ 50</u>                 | <u>\$ (67)</u> |

At the end of each interim period, we make our best estimate of the effective tax rate expected to be applicable for the full fiscal year and the impact of discrete items, if any, and adjust the quarterly rate as necessary.

## ( 10 ) PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

The following table summarizes the components of net periodic pension cost and the cost of other postretirement benefits for the periods presented:

| Millions of dollars                | Three Months Ended March 31,   |             |                          |             |                               |               |
|------------------------------------|--------------------------------|-------------|--------------------------|-------------|-------------------------------|---------------|
|                                    | United States Pension Benefits |             | Foreign Pension Benefits |             | Other Postretirement Benefits |               |
|                                    | 2014                           | 2013        | 2014                     | 2013        | 2014                          | 2013          |
| Service cost                       | \$ —                           | \$ —        | \$ 1                     | \$ 2        | \$ 1                          | \$ 1          |
| Interest cost                      | 42                             | 41          | 4                        | 4           | 6                             | 5             |
| Expected return on plan assets     | (48)                           | (48)        | (3)                      | (3)         | —                             | —             |
| Amortization:                      |                                |             |                          |             |                               |               |
| Actuarial loss                     | 11                             | 16          | 2                        | 2           | —                             | —             |
| Prior service credit               | (1)                            | (1)         | —                        | —           | (10)                          | (10)          |
| Settlement and curtailment loss    | —                              | —           | —                        | —           | —                             | —             |
| Net periodic benefit cost (credit) | <u>\$ 4</u>                    | <u>\$ 8</u> | <u>\$ 4</u>              | <u>\$ 5</u> | <u>\$ (3)</u>                 | <u>\$ (4)</u> |

## ( 11 ) OPERATING SEGMENT INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated on a regular basis by the chief operating decision maker, or decision making group, in deciding how to allocate resources to an individual segment and in assessing performance.

We identify such segments based upon geographical regions of operations because each operating segment manufactures home appliances and related components, but serves strategically different markets. The chief operating decision maker, or decision making group, evaluates performance based upon each segment's operating profit (loss), which is defined as income before interest and sundry income (expense), interest expense, income taxes, noncontrolling interests, intangible asset impairment and restructuring costs. Total assets by segment are those assets directly associated with the respective operating activities. The "Other/Eliminations" column primarily includes corporate expenses, assets and eliminations, as well as restructuring costs and intangible asset impairments, if any. Intersegment sales are eliminated within each region except compressor sales out of Latin America, which are included in Other/Eliminations.

The tables below summarize performance by operating segment for the periods presented:

| Millions of dollars                  |                   | Three Months Ended March 31, |               |        |        |                        |                 |
|--------------------------------------|-------------------|------------------------------|---------------|--------|--------|------------------------|-----------------|
|                                      |                   | OPERATING SEGMENTS           |               |        |        |                        |                 |
|                                      |                   | North America                | Latin America | EMEA   | Asia   | Other/<br>Eliminations | Total Whirlpool |
| <b>Net sales</b>                     |                   |                              |               |        |        |                        |                 |
|                                      | 2014              | \$ 2,331                     | \$ 1,187      | \$ 720 | \$ 166 | \$ (41)                | \$ 4,363        |
|                                      | 2013              | 2,235                        | 1,197         | 668    | 187    | (39)                   | 4,248           |
| <b>Intersegment sales</b>            |                   |                              |               |        |        |                        |                 |
|                                      | 2014              | 57                           | 42            | 26     | 64     | (189)                  | —               |
|                                      | 2013              | 72                           | 41            | 18     | 53     | (184)                  | —               |
| <b>Depreciation and amortization</b> |                   |                              |               |        |        |                        |                 |
|                                      | 2014              | 60                           | 22            | 24     | 5      | 16                     | 127             |
|                                      | 2013              | 58                           | 25            | 25     | 4      | 17                     | 129             |
| <b>Operating profit (loss)</b>       |                   |                              |               |        |        |                        |                 |
|                                      | 2014              | 228                          | 123           | 7      | 5      | (82)                   | 281             |
|                                      | 2013              | 218                          | 130           | (8)    | 3      | (89)                   | 254             |
| <b>Total assets</b>                  |                   |                              |               |        |        |                        |                 |
|                                      | March 31, 2014    | 8,068                        | 3,524         | 2,741  | 919    | 788                    | 16,040          |
|                                      | December 31, 2013 | 7,785                        | 3,380         | 2,955  | 921    | 503                    | 15,544          |
| <b>Capital expenditures</b>          |                   |                              |               |        |        |                        |                 |
|                                      | 2014              | 48                           | 34            | 23     | 2      | 16                     | 123             |
|                                      | 2013              | 34                           | 16            | 13     | 3      | 8                      | 74              |

## ( 12 ) PENDING ACQUISITION

On August 12, 2013, Whirlpool's wholly-owned subsidiary, Whirlpool (China) Investment Co., Ltd., ("Whirlpool China"), reached agreements to acquire a 51 percent equity stake in Hefei Rongshida Sanyo Electric Co., Ltd., a joint stock company whose shares are listed and traded on the Shanghai Stock Exchange ("Hefei Sanyo").

Pursuant to a Share Purchase Agreement (the "Share Purchase Agreement") among Whirlpool China, SANYO Electric Co., Ltd. ("Sanyo Japan"), and SANYO Electric (China) Co., Ltd. ("Sanyo China", and together with Sanyo Japan, the "Sellers"), Whirlpool China expects to purchase the 157,245,200 shares (or 29.51% ) of Hefei Sanyo currently held by the Sellers (such transaction, the "Share Purchase").

In addition, pursuant to a Share Subscription Agreement (the "Share Subscription Agreement") between Whirlpool China and Hefei Sanyo, Whirlpool China expects to subscribe for 233,639,000 shares (which, together with shares purchased pursuant to the Share Purchase Agreement, will aggregate 51% ) of Hefei Sanyo (subject to anti-dilution adjustments) issued pursuant to a private placement (such transaction, the "Share Subscription"). Pursuant to the Share Subscription Agreement and as required by the law of the People's Republic of China, Whirlpool China will be prevented from selling any shares of Hefei Sanyo for 36 months following the close of the Share Subscription.

The aggregate purchase price for the Share Purchase and the Share Subscription is RMB 3.4 billion (approximately \$552 million as of March 31, 2014 ), subject, in each case, to certain adjustments if dividends are paid on the Hefei Sanyo shares. The purchase price for the Share Purchase is payable in USD based on the exchange rate as of August 9, 2013 and the purchase price for the Share Subscription is payable either in RMB or in USD based on the exchange rate on the payment date. The Company currently intends to fund the total consideration for the shares with cash on hand or other public or private debt financing depending on the timing of the closing and market conditions. The transaction also includes the commitment of capital and technical resources to enhance Hefei Sanyo's research and development and product innovation.

The Share Purchase Agreement and Share Subscription Agreement contain representations and warranties regarding the shares of Hefei Sanyo, the Sellers' and Hefei Sanyo's authority, and customary covenants. The Share Purchase and Share Subscription are subject to customary closing conditions and the Share Purchase is subject to certain termination rights, including Sellers' fiduciary termination right. In addition, the Share Purchase and the Share Subscription are subject to regulatory approvals. Approvals from the Ministry of Commerce of the People's Republic of China (antitrust and foreign strategic investment), the State-owned Assets Supervision and Administration Commission of the State Council, and Hefei Sanyo shareholders (Share Purchase and Share Subscription) have been received. The China Securities Regulatory Commission approval (including waiver of a tender offer), as well as regulatory reviews and approvals by other governmental authorities, have not yet been received. The Share Purchase and Share Subscription are cross-conditional on one another. Under certain circumstances, including if the Share Purchase does not close by December 31, 2014 (or June 30, 2015 if the tax payment certificate has not yet been obtained), the Sellers will be entitled to retain a \$20 million breakup fee paid by Whirlpool in February 2014. Both the Share Purchase and the Share Subscription are currently expected to close anytime between the end of the second quarter and the end of 2014.

## ITEM 2. OPERATIONS

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

### ABOUT WHIRLPOOL

Whirlpool Corporation ("Whirlpool") is the world's leading global manufacturer and marketer of major home appliances with net sales of approximately \$19 billion and net earnings available to Whirlpool of \$827 million in 2013. We are a leading producer of major home appliances in North America and Latin America and have a significant presence throughout Europe and India. We have received worldwide recognition for accomplishments in a variety of business and social efforts, including leadership, diversity, innovative product design, business ethics, social responsibility and community involvement. We conduct our business through four reportable segments, which we define based on geography. Our reportable segments consist of North America, Latin America, EMEA (Europe, Middle East and Africa) and Asia. Our customer base includes large, sophisticated trade customers who have many choices and demand competitive products, services and prices. The major home appliance industry operates in an intensely competitive environment, reflecting the impact of both new and established global competitors, including Asian and European manufacturers.

We monitor country-specific economic factors such as gross domestic product, unemployment, consumer confidence, retail trends, housing starts and completions, sales of existing homes and mortgage interest rates as key indicators of industry demand. In addition to profitability, we also focus on country, brand, product and channel sales when assessing and forecasting financial results.

Our leading portfolio of brands includes *Whirlpool*, *Maytag*, *KitchenAid*, *Brastemp* and *Consul*, each of which have annual revenues in excess of \$1 billion. Our global branded consumer products strategy is to introduce innovative new products, increase brand customer loyalty, expand our presence in foreign markets, enhance our trade management platform, improve total cost and quality by expanding and leveraging our global operating platform and, where appropriate, make strategic acquisitions and investments.

As we grow revenues in our core products, our strategy is to extend our business by offering products and services that are dependent on and related to our core business and expand into adjacent products, such as *Affresh* cleaners and *Gladiator* GarageWorks, through stand-alone businesses that leverage our core competencies and business infrastructure.

### RESULTS OF OPERATIONS

The following table summarizes the consolidated results of operations for the periods presented:

| Consolidated - Millions of dollars, except per share data | Three Months Ended March 31, |          |         |
|-----------------------------------------------------------|------------------------------|----------|---------|
|                                                           | 2014                         | 2013     | Change  |
| Net sales                                                 | \$ 4,363                     | \$ 4,248 | 2.7 %   |
| Gross margin                                              | 755                          | 726      | 4.0 %   |
| Selling, general and administrative                       | 439                          | 421      | 4.3 %   |
| Restructuring costs                                       | 29                           | 42       | (32.1)% |
| Interest and sundry income (expense)                      | (23)                         | (18)     | 31.8 %  |
| Interest expense                                          | (44)                         | (46)     | (4.2)%  |
| Income tax expense (benefit)                              | 50                           | (67)     | nm      |
| Net earnings available to Whirlpool                       | 160                          | 252      | (36.3)% |
| Diluted net earnings available to Whirlpool per share     | \$ 2.02                      | \$ 3.12  | (35.3)% |

nm: not meaningful

## Consolidated Net Sales

The following tables summarize units sold and consolidated net sales by region for the three months ended March 31 :

| Region        | Units Sold (in thousands) |               |        |
|---------------|---------------------------|---------------|--------|
|               | 2014                      | 2013          | Change |
| North America | 5,729                     | 5,534         | 3.6 %  |
| Latin America | 3,320                     | 2,885         | 15.1 % |
| EMEA          | 2,750                     | 2,566         | 7.1 %  |
| Asia          | 823                       | 857           | (4.0)% |
| Consolidated  | <u>12,622</u>             | <u>11,842</u> | 6.6 %  |

| Region             | Net Sales (in millions) |                 |         |
|--------------------|-------------------------|-----------------|---------|
|                    | 2014                    | 2013            | Change  |
| North America      | \$ 2,331                | \$ 2,235        | 4.3 %   |
| Latin America      | 1,187                   | 1,197           | (0.8)%  |
| EMEA               | 720                     | 668             | 7.9 %   |
| Asia               | 166                     | 187             | (11.3)% |
| Other/eliminations | (41)                    | (39)            | nm      |
| Consolidated       | <u>\$ 4,363</u>         | <u>\$ 4,248</u> | 2.7 %   |

nm: not meaningful

Consolidated net sales for the three months ended March 31, 2014 increased 2.7% compared to the same period in 2013, primarily driven by an increase in units sold, partially offset by foreign currency. Excluding the impact of foreign currency, consolidated net sales for the three months ended March 31, 2014 increased 5.9% compared to the same period in 2013.

We provide the percentage change in net sales, excluding the impact of foreign currency and BEFIEX credits, as a supplement to the change in net sales as determined by U.S. generally accepted accounting principles ("GAAP") to provide stockholders with a clearer basis to assess Whirlpool's results over time. This measure is considered a non-GAAP financial measure and is calculated by translating the current period net sales excluding BEFIEX credits, in functional currency, to U.S. dollars using the prior-year period's exchange rate compared to the prior-year period net sales excluding BEFIEX credits.

Significant regional trends were as follows:

- North America net sales increased 4.3% for the three months ended March 31, 2014 compared to the same period in 2013. The increase was driven primarily by an increase in units sold and favorable product price/mix. Foreign currency did not have a significant impact on North America net sales compared to the same period in 2013.
- Latin America net sales decreased 0.8% for the three months ended March 31, 2014 compared to the same period in 2013. The decrease was primarily due to the unfavorable impacts of foreign currency, partially offset by an increase in units sold. Excluding the impact of foreign currency and BEFIEX credits, net sales increased 10.5% for the three months ended March 31, 2014, compared to the same period in 2013.

We monetized \$14 million of BEFIEX credits during the three months ended March 31, 2014, compared to \$16 million for the same period in 2013. As of March 31, 2014, approximately \$53 million of future cash monetization for court awarded fees subject to a separate agreement remained, which is not expected to be payable for several years. For additional information regarding BEFIEX credits, see Note 5 of the Notes to the Consolidated Condensed Financial Statements.

- EMEA net sales increased 7.9% for the three months ended March 31, 2014 compared to the same period in 2013. The increase was primarily due to an increase in units sold and favorable impacts from foreign currency, partially offset by product price/mix. Excluding the impact of foreign currency, net sales increased 3.7% for the three months ended March 31, 2014, compared to the same period in 2013.
- Asia net sales decreased 11.3% for the three months ended March 31, 2014, compared to the same period in 2013. The decrease was primarily driven by the unfavorable impact of foreign currency and a decrease in units sold. Excluding the impact of foreign currency, net sales decreased 3.9% for three months ended March 31, 2014, compared to the same period in 2013.

## Gross Margin

The table below summarizes gross margin percentages by region:

| Percentage of net sales | Three Months Ended March 31, |       |           |
|-------------------------|------------------------------|-------|-----------|
|                         | 2014                         | 2013  | Change    |
| North America           | 17.9%                        | 17.3% | 0.6 pts   |
| Latin America           | 17.7%                        | 19.1% | (1.4) pts |
| EMEA                    | 13.3%                        | 11.4% | 1.9 pts   |
| Asia                    | 18.6%                        | 17.4% | 1.2 pts   |
| Consolidated            | 17.3%                        | 17.1% | 0.2 pts   |

The consolidated gross margin percentage for the three months ended March 31, 2014 was comparable to the same period in 2013 , primarily due to the favorable impacts from productivity and product price/mix, partially offset by foreign currency.

Significant regional trends were as follows:

- North America gross margin increased for the three months ended March 31, 2014 compared to the same period in 2013, reflecting higher volumes and favorable impacts from ongoing cost productivity, partially offset by high material costs.
- Latin America gross margin decreased for the three months ended March 31, 2014 compared to the same period in 2013 , primarily due to higher material costs and unfavorable currency, partially offset by favorable product price/mix.
- EMEA gross margin increased for the three months ended March 31, 2014 compared to the same period in 2013 , primarily due to the benefit of cost and capacity reductions, partially offset by unfavorable product price/mix.
- Asia gross margin increased for the three months ended March 31, 2014 compared to the same period in 2013 , primarily due to favorable product price/mix, partially offset by unfavorable foreign currency.

## Selling, General and Administrative

The following table summarizes selling, general and administrative expenses as a percentage of net sales by region:

| Millions of dollars | Three Months Ended March 31, |                        |               |                        |
|---------------------|------------------------------|------------------------|---------------|------------------------|
|                     | 2014                         | As a %<br>of Net Sales | 2013          | As a %<br>of Net Sales |
| North America       | \$ 185                       | 7.9%                   | \$ 161        | 7.2%                   |
| Latin America       | 87                           | 7.3%                   | 98            | 8.2%                   |
| EMEA                | 88                           | 12.2%                  | 83            | 12.5%                  |
| Asia                | 26                           | 15.7%                  | 29            | 15.7%                  |
| Corporate/other     | 53                           | —                      | 50            | —                      |
| Consolidated        | <u>\$ 439</u>                | 10.1%                  | <u>\$ 421</u> | 9.9%                   |

Consolidated selling, general and administrative expenses increased compared to 2013 , primarily due to an increase in brand investment.

## Restructuring

During the fourth quarter 2011, the Company committed to restructuring plans (the "2011 Plan") to expand our operating margins and improve our earnings through substantial cost and capacity reductions, primarily within our North America and EMEA operating segments. All actions related to the 2011 Plan have been announced and are now substantially complete. Approximately \$50 million in charges related to actions authorized under the 2011 Plan remain and will be recognized primarily during 2014.

In January 2014, the Company announced the closure of a microwave oven manufacturing facility in EMEA by the end of 2014. This action, combined with other organizational efficiency actions in EMEA, are expected to result in charges of approximately \$50 million in 2014 primarily related to employee termination costs, non-cash asset impairment costs and facility exit costs.

We incurred restructuring charges of \$ 29 million for the three months ended March 31, 2014 compared to \$42 million for the comparable period in 2013 . We expect to incur charges of approximately \$100 million during 2014, consistent with previous guidance. Additional information about restructuring activities can be found in Note 8 of the Notes to the Consolidated Condensed Financial Statements.

### Interest and Sundry Income (Expense)

Interest and sundry income (expense) for the three months ended March 31, 2014 increased compared to the same period in 2013 , primarily due to the negative impacts from foreign currency.

### Interest Expense

Interest expense for the three months ended March 31, 2014 decreased compared to the same period in 2013 , primarily due to lower average rates on long-term debt.

### Income Taxes

Income tax expense for the three months ended March 31, 2014 was \$50 million , compared to income tax benefit of \$(67) million in the same period of 2013 . The following table summarizes the difference between income tax expense at the United States statutory rate of 35% and the income tax expense at effective worldwide tax rates for the respective periods:

| Millions of dollars                                                    | Three Months Ended March 31, |         |
|------------------------------------------------------------------------|------------------------------|---------|
|                                                                        | 2014                         | 2013    |
| Earnings before income taxes                                           | \$ 214                       | \$ 190  |
| Income tax expense computed at United States statutory tax rate        | 75                           | 67      |
| U.S. government tax incentives, including Energy Tax Credits           | —                            | (94)    |
| U.S. foreign income items, net of credits                              | (12)                         | (22)    |
| Foreign government tax incentive, including BEFIEX                     | (5)                          | (11)    |
| Other                                                                  | (8)                          | (7)     |
| Income tax (benefit) expense computed at effective worldwide tax rates | \$ 50                        | \$ (67) |

### FORWARD-LOOKING PERSPECTIVE

We currently estimate earnings per diluted share, free cash flow and industry demand for 2014 to be within the following ranges:

| Millions of dollars, except per share data                                         | Current Outlook |          |                |
|------------------------------------------------------------------------------------|-----------------|----------|----------------|
| <b>Estimated earnings per diluted share, for the year ending December 31, 2014</b> | <b>\$11.05</b>  | <b>—</b> | <b>\$11.55</b> |
| Including:                                                                         |                 |          |                |
| BEFIEX credits                                                                     |                 | \$0.18   |                |
| Restructuring expense                                                              |                 | \$(0.95) |                |
| Investment expense                                                                 |                 | \$(0.21) |                |
| Antitrust resolutions                                                              |                 | \$(0.01) |                |
| <b>Industry demand</b>                                                             |                 |          |                |
| North America                                                                      | 5%              | —        | 7%             |
| Latin America                                                                      |                 | Flat     |                |
| EMEA                                                                               | 0%              | —        | 2%             |
| Asia                                                                               | 0%              | —        | 3%             |

For the full-year 2014, we expect to generate free cash flow of approximately \$700 million, including restructuring cash outlays of up to \$150 million, capital spending of \$625 million to \$675 million and U.S. pension contributions of approximately \$ 160 million .

The table below reconciles projected 2014 cash provided by operating activities determined in accordance with United States GAAP to free cash flow, a non-GAAP measure. Management believes that free cash flow provides stockholders with a relevant measure of liquidity and a useful basis for assessing Whirlpool's ability to fund its activities and obligations. There are limitations to using non-GAAP financial measures, including the difficulty associated with comparing companies that use similarly named non-GAAP measures whose calculations may differ from our calculations. We define free cash flow as cash provided by (used in) continuing operations after capital expenditures and proceeds from the sale of assets and businesses.

| Millions of dollars                                              | 2014            |       |   |          |
|------------------------------------------------------------------|-----------------|-------|---|----------|
|                                                                  | Current Outlook |       |   |          |
| Cash provided by operating activities                            | \$              | 1,325 | — | \$ 1,375 |
| Capital expenditures and proceeds from sale of assets/businesses |                 | (625) | — | (675)    |
| Free cash flow                                                   | \$              | 700   | — | \$ 700   |

The projections above are based on many estimates and are inherently subject to change based on future decisions made by management and the Board of Directors of Whirlpool and significant economic, competitive, and other uncertainties and contingencies.

## FINANCIAL CONDITION AND LIQUIDITY

Our objective is to finance our business through operating cash flow and the appropriate mix of long-term and short-term debt. By diversifying the maturity structure, we avoid concentrations of debt, reducing liquidity risk. We have varying needs for short-term working capital financing as a result of the nature of our business. We regularly review our capital structure and liquidity priorities, which include funding the business through capital and engineering spending to support innovation and productivity initiatives, funding our pension plan and term debt liabilities, providing return to shareholders and potential acquisitions.

Recent improvements in consumer confidence and housing within the United States have begun a trend away from the recessionary demand environment experienced in recent years. These improvements have offset the financial impact from higher global material costs and economic weakness throughout the Eurozone. While we continue to expect that we will operate under uncertain and volatile global economic conditions, we believe that the improving trends in the United States and our recently executed and announced cost and capacity reductions will allow us to generate operating cash flow, which together with access to sufficient sources of liquidity, will be adequate to meet our ongoing requirements to fund our operations.

As disclosed on our current report on Form 8-K, which we filed with the SEC on August 13, 2013, on August 12, 2013, Whirlpool's wholly-owned Chinese subsidiary entered into agreements to acquire a 51 % equity stake in Hefei Rongshida Sanyo Electric Co., Ltd. ("Hefei Sanyo"), through two transactions, for an aggregate purchase price of RMB 3.4 billion (approximately \$ 552 million as of March 31, 2014 ). The Company currently intends to fund the total consideration for the shares with cash on hand or other public or private debt financing depending on the timing of the closing and market conditions. The acquisition, which has been approved by Hefei Sanyo's board of directors, is subject to certain closing conditions. Approvals from the Ministry of Commerce of the People's Republic of China (antitrust and foreign strategic investment), the State-owned Assets Supervision and Administration Commission of the State Council, and Hefei Sanyo shareholders (share purchase and private placement transactions) have been received. The China Securities Regulatory Commission approval (including waiver of a tender offer), as well as regulatory reviews and approvals by other governmental authorities, have not yet been received. The acquisition is also subject to a \$ 20 million breakup fee. Whirlpool currently expects to close the transactions anytime between the end of the second quarter and the end of 2014. Additionally, the transaction includes the commitment of capital and technical resources to enhance Hefei Sanyo's research and development and product innovation. Additional information about the transaction can be found in Note 12 of the Notes to the Consolidated Condensed Financial Statements.

Our short term potential uses of liquidity include funding our ongoing capital spending, restructuring activities, our United States pension plans and returns to shareholders. We also have \$610 million of term debt maturing in the next twelve months.

We monitor the credit ratings and market indicators of credit risk of our lending, depository and derivative counterparty banks regularly. In addition, we diversify our deposits and investments in short term cash equivalents to limit the concentration of exposure by counterparty.

We continue to monitor the general financial instability and uncertainty throughout Europe. At March 31, 2014 , we had cash, cash equivalents and third-party receivables of approximately \$204 million in Belgium, which was the only country in Europe with exposures for cash, cash equivalents and third party receivables greater than 1% of our consolidated assets. At March 31, 2014 , we had \$93 million in outstanding trade receivables and short-term and long-term notes due to us associated with Alno AG, a long-standing European customer. In April 2013, we agreed to convert €30 million (approximately \$41 million as of March 31, 2014 ) of past due receivables into a note receivable at a fair market interest rate. The terms of the short-term and long-term notes, in the aggregate, require payment of approximately €18 million (approximately \$25 million as of March 31, 2014 ) due in 2014 and €20 million (approximately \$28 million as of March 31, 2014 ) due in 2017. In March 2014, Whirlpool sold approximately 7.4 million shares held in Alno AG, a long-standing European customer, for approximately \$5 million . This transaction resulted in the conversion of our investment from the equity method of accounting to an available for sale investment due to our less than 20% overall investment in Alno AG.

## Sources and Uses of Cash

The following table summarizes the net increase (decrease) in cash and equivalents for the periods presented:

| Millions of dollars                             | Three Months Ended March 31, |                 |
|-------------------------------------------------|------------------------------|-----------------|
|                                                 | 2014                         | 2013            |
| <b>Cash provided by (used in):</b>              |                              |                 |
| Operating activities                            | \$ (339)                     | \$ (305)        |
| Investing activities                            | (138)                        | (97)            |
| Financing activities                            | 770                          | (14)            |
| Effect of exchange rate changes on cash         | (1)                          | (2)             |
| Net increase (decrease) in cash and equivalents | <u>\$ 292</u>                | <u>\$ (418)</u> |

## Cash Flows from Operating Activities

Cash used in operating activities for the three months ended March 31, 2014 increased compared to the same period in 2013 , which primarily reflects increased funding for higher volumes and brand investment.

The timing of cash flows from operations varies significantly within a quarter primarily due to changes in production levels, sales patterns, promotional programs, funding requirements as well as receivable and payment terms. Dependent on timing of cash flows, the location of cash balances, as well as the liquidity requirements of each country, external sources of funding may be used to support working capital requirements. Due to the variables discussed above, cash flow used in operations during the quarter may significantly exceed our quarter-end balances.

## Cash Flows from Investing Activities

Cash used in investing activities during the three months ended March 31, 2014 increased compared to the same period in 2013 , which primarily reflects continued capital investments to support new product innovation and a \$20 million deposit related to the pending acquisition of Hefei Sanyo, partially offset by proceeds from the sale of a portion of our shares held in Alno.

## Cash Flows from Financing Activities

Cash provided by financing activities during the three months ended March 31, 2014 increased compared to the same period in 2013 primarily due to the completion of an \$800 million debt offering in February 2014. The proceeds of the debt offering will primarily be used to pay a \$500 million note maturing in the second quarter of 2014 and a \$100 million note maturing in the third quarter of 2014, in addition to other general corporate purposes. Additional information about the debt offering can be found in Note 4 of the Notes to the Consolidated Condensed Financial Statements. At March 31, 2014 , we had no commercial paper borrowings outstanding.

## Dividends

In April 2014, we announced a 20% increase in our quarterly dividend on our common stock to 75 cents per share from 62.5 cents per share.

## Off-Balance Sheet Arrangements

In the ordinary course of business, we enter into agreements with financial institutions to issue bank guarantees, letters of credit and surety bonds. These agreements are primarily associated with debt agreements, unresolved tax matters in Brazil, as is customary under local regulations, and other governmental obligations. At March 31, 2014 , we had approximately \$429 million outstanding under these agreements.

## **Repurchase Program**

On April 14, 2014, our Board of Directors authorized a new share repurchase program of up to \$500 million. Share repurchases are made from time to time. The program does not obligate us to repurchase any of our shares.

## **OTHER MATTERS**

### **Embraco Antitrust Matters**

Beginning in February 2009, our compressor business headquartered in Brazil ("Embraco") was notified of investigations of the global compressor industry by government authorities in various jurisdictions. In 2013, Embraco sales represented approximately 8% of our global net sales.

Government authorities in Brazil, Europe, the United States, and other jurisdictions have entered into agreements with Embraco and concluded their investigations of the Company. In connection with these agreements, Embraco has acknowledged violations of antitrust law with respect to the sale of compressors at various times from 2004 through 2007 and agreed to pay fines or settlement payments.

Since the government investigations commenced in February 2009, Embraco, and other compressor manufacturers, have been named as defendants in related antitrust lawsuits in various jurisdictions seeking damages in connection with the pricing of compressors during certain periods beginning in 1996 or later. We have resolved certain claims and certain claims remain pending. Additional lawsuits could be filed.

In February 2013, Embraco entered into a settlement agreement with plaintiffs representing a proposed settlement class of U.S. "direct purchasers" of compressors which provides for, among other things, the payment by Embraco of up to \$30 million (subject to reduction for "opt-outs") in exchange for a release by all settlement class members. The settlement agreement, which was preliminarily approved by the court on January 9, 2014 and remains subject to final court approval, does not cover any claims by direct purchasers which opted out of the proposed settlement class, or claims by "indirect purchasers".

In connection with the defense and resolution of the Embraco antitrust matters, we have incurred cumulative charges of approximately \$411 million since 2009, including fines, defense costs and other expenses. These charges have been recorded within interest and sundry income (expense). At March 31, 2014, \$99 million remains accrued, with installment payments of \$47 million, plus interest, remaining to be made to government authorities at various times through 2015.

We continue to defend these actions and take other steps to minimize our potential exposure. The final outcome and impact of these matters, and any related claims and investigations that may be brought in the future are subject to many variables, and cannot be predicted. We establish accruals only for those matters where we determine that a loss is probable and the amount of loss can be reasonably estimated. While it is currently not possible to reasonably estimate the aggregate amount of costs which we may incur in connection with these matters, such costs could have a material adverse effect on our financial position, liquidity, or results of operations.

### **BEFIEC Credits**

In previous years, our Brazilian operations earned tax credits under the Brazilian government's export incentive program (BEFIEC). These credits reduced Brazilian federal excise taxes on domestic sales, resulting in an increase in the operations' recorded net sales, as the credits are monetized. We monetized \$14 million of BEFIEC credits during the three months ended March 31, 2014, compared to \$16 million for the same period in 2013. We began recognizing BEFIEC credits in accordance with prior favorable court decisions allowing for the credits to be recognized. We recognize export credits as they are monetized.

In December 2013, the Brazilian government reinstituted the monetary adjustment index applicable to BEFIEC credits that existed prior to July 2009, when the Brazilian government required companies to apply a different monetary adjustment index to BEFIEC credits. It is unknown whether Brazilian courts will require that use of the reinstituted index be given retroactive effect for the July 2009 to December 2013 period, the effect of which would be to increase the amount of BEFIEC credits we would be entitled to recognize.

Our Brazilian operations have received governmental assessments related to claims for income and social contribution taxes associated with BEFIEEX credits monetized from 2000 through 2002 and 2007 through 2011. We do not believe BEFIEEX export credits are subject to income or social contribution taxes. We are disputing these tax matters in various courts and intend to vigorously defend our positions. We have not provided for income or social contribution taxes on these export credits, and based on the opinions of tax and legal advisors, we have not accrued any amount related to these assessments as of March 31, 2014 . The total amount of outstanding tax assessments received for income and social contribution taxes relating to the BEFIEEX credits, including interest and penalties, is approximately 1.3 billion Brazilian reais (approximately \$ 553 million as of March 31, 2014 ).

Litigation is inherently unpredictable and the conclusion of these matters may take many years to ultimately resolve, during which time the amounts related to these assessments will continue to be increased by monetary adjustments at the Selic rate, which is the benchmark rate set by the Brazilian Central Bank. Accordingly, it is possible that an unfavorable outcome in these proceedings could have a material adverse effect on our financial position, liquidity, or results of operations in any particular reporting period.

### **Brazil Tax Matters**

Relying on existing Brazilian legal precedent, in 2003 and 2004, we recognized tax credits in an aggregate amount of \$26 million , adjusted for currency, on the purchase of raw materials used in production ("IPI tax credits"). The Brazilian tax authority subsequently challenged the recording of IPI tax credits. No credits have been recognized since 2004. In 2009, we entered into a Brazilian government program which provided extended payment terms and reduced penalties and interest to encourage tax payers to resolve this and certain other disputed tax credit amounts. As permitted by the program, we elected to settle certain debts through the use of other existing tax credits and recorded charges of approximately \$34 million in 2009 associated with these matters. In July 2012, the Brazilian revenue authority notified us that a portion of our proposed settlement was rejected and we received tax assessments of 199 million Brazilian reais (approximately \$88 million as of March 31, 2014 ), reflecting the original assessment, plus interest and penalties. We are disputing these assessments and we intend to vigorously defend our position. Based on the opinion of our tax and legal advisors, we have not recorded an additional reserve related to these matters.

In 2001, Brazil adopted a law making the profits of controlled foreign corporations of Brazilian entities subject to income and social contribution tax regardless of whether the profits were repatriated ("CFC Tax"). Our Brazilian subsidiary, along with other corporations, challenged tax assessments on foreign profits on constitutionality and other grounds. In April 2013, the Brazilian Supreme Court ruled in our case, finding that the law is constitutional, but remanding the case to a lower court for consideration of other arguments raised in our appeal, including the existence of tax treaties with jurisdictions in which controlled foreign corporations are domiciled. As of March 31, 2014 , our potential exposure for income and social contribution taxes relating to profits of controlled foreign corporations, including interest and penalties and net of expected foreign tax credits, is approximately 109 million Brazilian reais (approximately \$48 million as of March 31, 2014 ). We believe these assessments are without merit and we intend to continue to vigorously dispute them. Based on the opinion of our tax and legal advisors, we have not accrued any amount related to these assessments as of March 31, 2014 .

In December 2013, we entered into a Brazilian government program to settle long standing disputes. Participation in the program removed uncertainty related to 16 assessments that were previously under dispute and significantly reduces potential penalties and interest associated with these matters. Our participation will result in payments, including principal and discounted interest and penalties, of 123 million Brazilian reais (approximately \$54 million as of March 31, 2014 ), to be paid in 30 monthly installments, increased by monetary adjustments at the Selic rate.

In addition to the IPI tax credit and CFC Tax matters noted above, we are currently disputing other assessments issued by the Brazilian tax authorities related to non-income and income tax matters, including BEFIEEX credits, which are at various stages of review in numerous administrative and judicial proceedings. In accordance with our accounting policies, we routinely assess these matters and, when necessary, record our best estimate of a loss. We believe these tax assessments are without merit and are vigorously defending our positions; however, each of these matters may take several years to resolve and the outcome of litigation is inherently unpredictable.

### **Other Litigation**

We are currently defending against numerous lawsuits pending in federal and state courts in the United States relating to certain of our front load washing machines. Some of these lawsuits have been certified for treatment as class actions. The complaints in these lawsuits generally allege violations of state consumer fraud acts, unjust enrichment, and breach of warranty. The complaints generally seek unspecified compensatory, consequential and punitive damages. We believe these suits are without merit and are vigorously defending them. Given the preliminary stage of these proceedings, the Company cannot reasonably estimate a possible range of loss, if any, at this time. The resolution of one or more of these matters could have a material adverse effect on our Consolidated Condensed Financial Statements.

In addition, we are currently defending a number of other lawsuits in federal and state courts in the United States related to the manufacturing and sale of our products which include class action allegations. These lawsuits allege claims which include breach of contract, breach of warranty, product defect, fraud, violation of federal and state consumer protection acts and negligence. We do not have insurance coverage for class action lawsuits. We are also involved in various other legal actions arising in the normal course of business, for which insurance coverage may or may not be available depending on the nature of the action. We dispute the merits of these suits and actions, and intend to vigorously defend them. Management believes, based upon its current knowledge, after taking into consideration legal counsel's evaluation of such suits and actions, and after taking into account current litigation accruals, that the outcome of these matters currently pending against Whirlpool should not have a material adverse effect, if any, on our Consolidated Condensed Financial Statements.

#### **Conflict Minerals**

In August 2012, the SEC issued final rules requiring disclosure of the use of conflict minerals (tantalum, tin, tungsten and gold) originating in the Democratic Republic of Congo and adjoining countries. We are currently analyzing the results of our conflict mineral due diligence process undertaken for the 2013 calendar year and intend to file a report, as required by the SEC, by June 2, 2014.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes to our exposures to market risk since December 31, 2013 .

**ITEM 4. CONTROLS AND PROCEDURES**

(a) Evaluation of disclosure controls and procedures

Prior to filing this report, we completed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) as of March 31, 2014 . Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2014 .

(b) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Information with respect to legal proceedings can be found under the heading “Commitments and Contingencies” in Note 5 to the Consolidated Condensed Financial Statements contained in Part I, Item 1 of this report.

### **ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A to our Annual Report on Form 10-K for the year ended December 31, 2013. The risk factors disclosed in our Annual Report on Form 10-K, in addition to the other information set forth in this report, could materially affect our business, financial condition or results. Additional risks and uncertainties not currently known to us or that we currently deem immaterial also may materially adversely affect our business, financial condition or results.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On April 14, 2014, our Board of Directors authorized a new share repurchase program of up to \$500 million. Share repurchases are made from time to time. The program does not obligate us to repurchase any of our shares.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

### **ITEM 5. OTHER INFORMATION**

None

### **ITEM 6. EXHIBITS**

|                    |                                                                                                                         |
|--------------------|-------------------------------------------------------------------------------------------------------------------------|
| Exhibit 10(iii)(a) | Whirlpool Corporation Performance Excellence Plan                                                                       |
| Exhibit 31.1       | Certification of Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                     |
| Exhibit 31.2       | Certification of Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                     |
| Exhibit 32.1       | Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 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                                                                  |
| 101.DEF            | XBRL Taxonomy Extension Definition Linkbase Document                                                                    |

## SIGNATURES

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

WHIRLPOOL CORPORATION

(Registrant)

By /s/ LARRY M. VENTURELLI

Name: Larry M. Venturelli

Title: Executive Vice President  
and Chief Financial Officer

Date: April 25, 2014

**WHIRLPOOL CORPORATION  
PERFORMANCE EXCELLENCE PLAN**

**ARTICLE I  
GENERAL**

**1.1 ESTABLISHMENT OF THE PLAN:**

Whirlpool Corporation, a Delaware corporation, hereby adopts this Plan, which shall be known as the WHIRLPOOL CORPORATION PERFORMANCE EXCELLENCE PLAN (the “Plan”).

**1.2 PURPOSE:**

The purpose of the Plan is to attract and retain the best possible employee talent and to motivate employees to focus attention on shareholder value, drive performance in support of this goal and other business goals, and to reward company and individual performance.

**1.3 ADMINISTRATION:**

(a) The Committee (as defined in Section 2.1) shall administer the Plan. The Senior Vice President, Global Human Resources will be responsible for the day-to-day administration of the Plan following administrative guidelines approved from time-to-time by the Committee.

(b) Subject to the limitations of the Plan, the Committee shall: (i) select from the employees of the Company, those who shall participate in the Plan; (ii) make awards in such forms and amounts as it shall determine; (iii) impose such limitations, restrictions, and conditions upon such awards as it shall deem appropriate; (iv) interpret the Plan and adopt, amend, and rescind administrative guidelines and other rules and regulations relating to the Plan; (v) correct any defect or omission or reconcile any inconsistency in the Plan or in any award granted hereunder; and (vi) make all other necessary determinations and take all other actions necessary or advisable for the implementation and administration of the Plan. The Committee’s determinations on matters within its authority shall be conclusive and binding upon the Company and all other persons. In addition, the Plan shall be subject to the oversight and review of the Board of Directors of the Company from time to time in its discretion.

(c) All expenses associated with the Plan shall be borne by the Company subject to such allocation to its subsidiaries and operating units as it deems appropriate.

**ARTICLE II  
DEFINITIONS**

**2.1 DEFINITIONS:**

Whenever used herein, the following terms shall have the meaning set forth below, unless otherwise expressly provided. Certain terms which only apply to Article VI are defined in Article VI.

(a) “Base Salary” shall mean, as determined by the Committee, the regular salary actually paid during a Plan Year to a Participant or a Participant’s regular salary determined as of a particular date during the applicable Plan Year selected by the Committee. Regular salary shall include any salary reduction contributions made to the Company’s 401(k) plan or other deferred compensation plans, but shall be exclusive of any awards under this Plan and of any other bonuses, incentive pay or special awards.

(b) “Committee” shall mean the Chief Executive Officer and Senior Vice President, Global Human Resources or such other Committee as may be designated from time to time by the Company to administer the Plan; provided, that, in the event that any Executive Officer participates in the Plan in any Plan Year, all determinations made in respect of such Participant and his or her participation in the Plan (including without limitation any determination in respect of such Participant’s Final Award) shall be made by a Committee designated by the Board of Directors of the Company in respect of such Executive Officer’s participation.

(c) “Company” shall mean Whirlpool Corporation and its subsidiaries.

(d) “Corporate” shall mean relating to Whirlpool Corporation.

(e) “Eligible Employee” shall mean a regular employee of the Company who is in a position of meeting the defined eligibility criteria for participation in the Plan, as stated in Section 3.1.

(f) “Executive Officers” shall have the meaning set forth in the Whirlpool Corporation 2014 Executive Performance Excellence Plan.

(g) “Final Award” shall mean the award actually paid to a Participant pursuant to Section 4.2.

(h) “Individual Performance Factor” shall mean the factor associated with the performance rating assigned to a Participant as part of the Performance Management Process or other method(s) of adjustments intended to recognize individual performance.

(i) “Noncorporate” shall mean a specified segment of the Company’s operations designated as such by the Committee for purposes of the Plan, such as a business unit, division, product line, or other such segmentation.

(j) “Participant” shall mean an Eligible Employee who is approved by the Committee for participation in the Plan for a specified Plan Year.

(k) “Performance Management Process” shall mean the Company’s process for managing individual performance.

(l) “Plan Year” shall mean the Company’s fiscal year.

(m) “Results Factor” shall mean the factor determined by the Committee to reflect the level of attainment of applicable Corporate or Noncorporate objectives.

(n) “Target Award” shall mean the award to be paid to a Participant for meeting planned performance results.

(o) “Target Award Percentage” shall mean the percentage of Base Salary determined by the Committee to reflect an appropriate incentive for each Participant based on the Participant’s responsibilities, opportunity and authority to affect overall financial results.

## **2.2 GENDER AND NUMBER:**

Except when otherwise indicated by the context, words in the masculine gender, when used in the Plan, shall include the feminine gender, the singular shall include the plural, and the plural shall include the singular.

## **ARTICLE III ELIGIBILITY AND PARTICIPATION**

### **3.1 ELIGIBILITY AND PARTICIPATION:**

Eligibility for participation in the Plan shall be limited to Eligible Employees of the Company.

### **3.2 PARTIAL PLAN YEAR PARTICIPATION:**

An employee who becomes eligible after the beginning of a Plan Year may participate in the Plan for that Plan Year on terms and conditions determined by the Committee. Such situations may include, but are not limited to (i) new hires, (ii) when an employee is promoted from a position that did not meet the eligibility criteria to a position that does meet applicable eligibility criteria, or (iii) when an employee is transferred from an affiliate that does not participate in the Plan to an affiliate that does participate in the Plan.

## ARTICLE IV INDIVIDUAL AWARDS

### 4.1 COMPONENTS OF INDIVIDUAL AWARDS; TARGET AWARD PERCENTAGES; PERFORMANCE GOALS:

(a) Award Criteria. Individual awards for Participants shall be based on (i) the Participant's Target Award and (ii) such Corporate and/or Noncorporate or other performance measures as the Committee may determine in respect of such Participant for any Plan Year, including individual performance. For each Plan Year, the Committee shall establish the Target Award Percentages and performance goals for that Plan Year. Target Award Percentages shall reflect the Participant's job responsibilities and opportunity and authority to affect overall financial results. A Participant whose Target Award is changed during the Plan Year shall receive a Final Award based on the amount of Base Salary actually earned while in each Target Award category during the Plan Year.

(b) Measurement of Performance Levels. Performance shall be measured based on Corporate and/or Noncorporate (if appropriate) results and, if authorized by the Committee, individual performance. The process for measuring Corporate and Noncorporate performance in respect of any Plan Year will be based on such criteria as the Committee determines, and may include consideration of the following:

- (1) Organizational level of performance measurement, e.g., Corporate, business unit, division, product line, or another level, either singly or in combination;
- (2) Specific measures of performance for each organizational level; and
- (3) Specific performance goals for each organizational level.

For any Plan year the Committee may establish a range of performance goals for Corporate and/or Noncorporate results and the Individual Performance Factors, including a level of performance at which 100% of the Target Award shall be earned, and levels of performance above and below the 100% performance level.

(iii) For Participants at the Corporate level, performance shall, unless otherwise determined by the Committee, be measured on overall Company results. For all other Participants, performance shall, unless otherwise determined by the Committee, be measured on Corporate and/or applicable Noncorporate results as authorized by the Committee. The performance measures to be used for Participants shall be based on the operational, financial or other performance metric selected by the Committee. Performance measures need not be the same within the Company. The Committee, in its sole discretion, may select among the performance measures from Plan Year to Plan Year.

(iv) Once established, performance goals applicable to Participants normally shall not be changed during the Plan Year. However, the Committee may approve adjustments to the performance goals applicable to Participants (either up or down) during the Plan Year it deems appropriate as a result of any change in circumstances, such as external changes or other unanticipated business conditions that materially affect the fairness of the goals.

(v) Normally, Participants shall not receive any payout when the applicable performance goals are not achieved; however, the Committee may approve payment of awards on a discretionary basis to Participants. Further, the Committee may adjust the performance goals applicable to Participants in the event of a Plan Year consisting of less than 12 months.

(vi) Individual performance shall be reflected in the Final Award based on the performance rating assigned to a Participant as part of the Performance Management Process if the Committee establishes individual performance as part of the performance criteria for an award.

### 4.2 FINAL AWARD DETERMINATIONS:

At the end of each Plan Year, Final Awards shall be computed for each Participant. The Committee retains the discretion to decrease or eliminate the amount of the Final Award otherwise payable to any Participant. Except as otherwise expressly provided in this Plan or determined by the Committee, a Participant must be actively employed by the Company on the last day of the Plan Year to receive an award for that Plan Year.

#### **4.3 DELEGATION OF AUTHORITY:**

The Committee may, in its discretion, delegate to other senior management employees of the Company the authority to take any actions with respect to individual awards for Participants that may be taken by the Committee pursuant to the Plan; provided, that in the event that any Executive Officer participates in the Plan in any Plan Year, all determinations made in respect of such Participant and his or her participation in the Plan (including without limitation any determination in respect of such Participant's Final Award) shall be made by a Committee designated by the Board of Directors of the Company to administer the Plan in respect of such Executive Officer's participation.

### **ARTICLE V PAYMENT OF FINAL AWARDS**

#### **5.1 TIMING AND FORM OF PAYMENT:**

(a) Payments of Final Awards to Participants shall be made in cash in a lump sum no earlier than January 1 and no later than December 31 of the calendar year immediately following the applicable Plan Year. The Company expects to pay Final Awards in respect of a Plan Year on April 1 of the calendar year following the applicable Plan Year, provided no Participant shall be entitled to damages with respect to Final Awards paid after April 1 of any calendar year.

(b) Payment of Final Awards may be delayed to a date after the designated payment date specified in Section 5.1(a) under the circumstances described in this Section 5.1(b), provided the Company treats all payments to similarly situated Participants on a reasonably consistent basis.

(i) Payments that would Violate Federal Securities Laws or Other Applicable Law. A payment may be delayed where the Company reasonably anticipates that the making of the payment will violate Federal securities laws or other applicable law; provided that the payment is made at the earliest date at which the Company reasonably anticipates that the making of the payment will not cause such violation. For this purpose, the making of a payment that would cause inclusion in gross income or the application of any penalty provision or other provision of the Code is not treated as a violation of applicable law.

(ii) Other Events and Conditions. The Company may delay a payment upon such other events and conditions as the Commissioner may prescribe in generally applicable guidance published in the Internal Revenue Bulletin.

#### **5.2 DEFERRAL OF PAYMENTS:**

Notwithstanding the provisions of Section 5.1 describing the form and timing of payment of Final Awards granted pursuant to the Plan, a Participant who is eligible for and has elected to make deferrals of compensation under the terms of the Whirlpool Corporation Executive Deferred Savings Plan II may defer payment of all or part of a Final Award granted pursuant to the Plan provided that the time and form of the election to defer and the payment of any portion of the Final Award so deferred shall be governed by the terms of the Whirlpool Corporation Executive Deferred Savings Plan II.

#### **5.3 APPLICATION OF CODE SECTION 409A:**

Notwithstanding anything in this Plan to the contrary, if it is determined that any payment hereunder constitutes "nonqualified deferred compensation" that would be paid upon the "separation from service" of a "specified employee" (as such terms are defined in Code Section 409A), then any such payment that otherwise would have been paid within six months after the Participant's "separation from service" shall be accrued, without interest, and its payment delayed until the first day of the seventh month following the Participant's "separation from service," or if earlier, the Participant's death, at which point the accrued amount will be paid as a single, lump sum cash payment.

## **ARTICLE VI TERMINATION OF EMPLOYMENT**

### **6.1 CONSEQUENCES OF TERMINATION OF EMPLOYMENT:**

(a) If a Participant's employment is terminated by reason of death, disability (as defined in the Whirlpool Employees Pension Plan), Retirement, Reduction-in-force, or a Participant is transferred to an affiliate that does not participate in the Plan, the Participant's Final Award shall be based on (i) the Participant's actual Base Salary paid through the date of termination, (ii) the Participant's Target Award Percentage, (iii) Corporate/Noncorporate performance as measured at the end of the Plan Year, and (iv) if authorized by the Committee, individual performance as determined under the Performance Management Process. The Final Award shall be paid in accordance with Article V.

(b) "Retirement" shall, with respect to a Participant, have the meaning assigned to such Participant under the principal retirement plan, program or policy applicable to such Participant. In the event there is no retirement plan, program or policy covering a Participant, then "Retirement" shall be as determined by the Committee. "Reduction-in-force" shall have the meaning as defined in the Whirlpool Corporation Personnel Policy Manual.

(c) Except for terminations due to a Change in Control as defined in Section 7.1, in the event a Participant's employment is terminated for any other reason including voluntary and involuntary termination, the Participant shall not be entitled to an award for the Plan Year in which the termination occurs unless otherwise determined by the Committee.

### **6.2 BONUS CLAWBACK:**

(a) Any Participant who would otherwise be eligible for an award pursuant to a completed Plan Year shall not be entitled to any payment under that award, and shall be required to repay the Company any payment of such award, if (i) the Participant is terminated by or otherwise leaves employment with the Company within two years following completion of the Plan Year and such termination of employment arises out of, is due to, or is in any way connected with any misconduct or violation of Company policy, (ii) the Participant becomes employed with a competitor within the two year period following termination, or for any other reason considered by the Committee in its sole discretion to be detrimental to the Company or its interests.

(b) The Committee in its discretion may require any Participant to repay the amount, if any, derived from an award in the event of a restatement of the Company's financial results within three years after payment of such award to correct a material error that is determined by the Committee to be the result of fraud or intentional misconduct. The Committee will review the clawback provisions set forth in this Section 6.2 (b) to ensure compliance with any rules or regulations adopted by the Securities and Exchange Commission or the New York Stock Exchange to implement Section 10D of the Securities Exchange Act, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act. Any changes required to be made to comply with such rules or regulations will apply to any award made under the Plan to any Executive Officer.

## **ARTICLE VII CHANGE IN CONTROL**

### **7.1 CHANGE IN CONTROL:**

(a) In the event of a Change in Control (as defined below) and except as otherwise determined by the Committee, a Participant who is an employee as of the date of the Change in Control shall be entitled to, for the Plan Year in which the Change in Control occurs, the Participant's Target Award Percentage times his actual Base Salary rate in effect on the date of the Change in Control.

(b) Final Awards shall be paid in cash to the Participant as soon as administratively possible but no later than 30 days following a Change in Control.

### **7.2 DEFINITION OF CHANGE IN CONTROL:**

A "Change in Control" shall be defined as set forth in the Company's 2010 Omnibus Stock and Incentive Plan, as amended and restated (or any successor plan), provided that to the extent any payment under Section 7.1 is a payment of deferred compensation subject to Section 409A of the Code, such payment shall only occur if the event giving rise to the change in control would also constitute a "change in control event" within the meaning of Section 409A of the Code.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**



### **8.1 NONTRANSFERABILITY:**

No right or interest of any Participant in this Plan shall be assignable or transferable, or subject to any lien, directly, by operation of law or otherwise, including execution, levy, garnishment, attachment, pledge, and bankruptcy.

### **8.2 TAX WITHHOLDING:**

The Company shall have the right to deduct from all payments under this Plan any foreign, federal, state, or local taxes required by law to be withheld with respect to such payments.

### **8.3 AMENDMENTS:**

The Company, in its absolute discretion, without notice, at any time and from time to time, may modify or amend, in whole or in part, any or all of the provisions of this Plan, or suspend or terminate it entirely; provided, that no such modification, amendment, suspension, or termination may materially reduce the rights of a Participant (or his beneficiary as the case may be) to a payment or distribution in accordance with the provisions contained in this Plan or change to the material detriment of a Participant any vested rights in that Plan Year created pursuant to Article IV of this Plan.

### **8.4 INDEMNIFICATION:**

Each person who is or shall have been a member of the Committee or the Board of Directors of the Company or who is or shall have been an employee of the Company shall be indemnified and held harmless by the Company. This indemnification and hold harmless provision shall be against and from any loss, cost, liability, or expense, including, without limitation, fees and expenses of legal counsel, that may have been imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit, or proceeding to which he may be a party or in which he may be involved by reason of any action taken or failure to act under the Plan. In addition, this indemnification and hold harmless provision shall be against and from any and all amounts paid by him in settlement thereof with the Company's approval, or paid by him in satisfaction of any judgment in any such action, suit, or proceeding against him, provided he shall give the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf. This indemnification and hold harmless right shall not be exclusive of any other rights of indemnification that the person may be entitled under the Company's Certificate of Incorporation or By-laws, as a matter of law, or otherwise, or any power that the Company may have to indemnify him or hold him harmless.

### **8.5 BENEFICIARY DESIGNATION:**

(a) Each Participant under the Plan may name, from time to time, any beneficiary or beneficiaries (who may be named contingently or successively) to whom any benefit under the Plan is to be paid in case of his death before he receives any or all of such benefit. Each designation will revoke all prior designations by the same Participant, shall be in a form prescribed by the Company, and will be effective only when filed by the Participant in writing with the Company during his lifetime. In the absence of any such designation, or if the designated beneficiary is no longer living, benefits shall be paid to the surviving member(s) of the following classes of beneficiaries, with preference for classes in the order listed below:

- (1) Participant's spouse (unless the parties were divorced or legally separated by court decree);
- (2) Participant's children (including children by adoption);
- (3) Participant's parents (including parents by adoption); or
- (4) Participant's executor or administrator.

(b) Payment of benefits, in accordance with Section 6.1(a), shall be made exclusively to the member(s) of the first class, in the order listed above, which has surviving member(s). If that class has more than one member, benefit payments shall be made in equal shares among members of that class.

## **8.6 RIGHTS OF PARTICIPANTS:**

Nothing in this Plan shall interfere with or limit in any way the right of the Company to terminate or change a Participant's employment at any time; nor does the Plan confer upon any Participant any right to continue as an employee of the Company for any period of time or to continue his present or any other rate of compensation. No Participant in a previous Plan Year, or other Employee at any time, shall have a right to be selected for participation in a current or future Plan Year.

## **8.7 UNFUNDED STATUS OF THE PLAN:**

The Plan is intended to constitute an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant by the Company, nothing contained herein shall give any such Participant any rights that are greater than those of a general creditor of the Company .

## **8.8 GOVERNING LAW:**

The Plan shall be construed in accordance with and governed by the laws of the State of Michigan, without reference to principles of conflicts of laws.

## **8.9 EFFECTIVE DATE:**

This Plan was adopted by the Company and shall be effective as of February 17, 2014.

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jeff M. Fettig, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Whirlpool Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2014

/s/ JEFF M. FETTIG

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Name: Jeff M. Fettig  
Chairman of the Board and  
Title: Chief Executive Officer



## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Larry M. Venturelli, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Whirlpool Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant, as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 25, 2014

/s/ LARRY M. VENTURELLI

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Name: Larry M. Venturelli  
 Title: Executive Vice President  
 and Chief Financial Officer

Certifications Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q of Whirlpool Corporation (the “Company”) for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Jeff M. Fettig, as Chief Executive Officer of Whirlpool, and Larry M. Venturelli, as Chief Financial Officer of Whirlpool, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of Whirlpool.

/s/ JEFF M. FETTIG

Name: Jeff M. Fettig  
Chairman of the Board and  
Title: Chief Executive Officer  
Date: April 25, 2014

/s/ LARRY M. VENTURELLI

Name: Larry M. Venturelli  
Executive Vice President and  
Title: Chief Financial Officer  
Date: April 25, 2014