EAGLE MATERIALS INC
Form 10-Q
November 05, 2010
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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

September 30, 2010

Commission File Number 1-12984

Eagle Materials Inc.

Delaware

(State of Incorporation)

75-2520779

(I.R.S. Employer Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219

(Address of principal executive offices)

(214) 432-2000

(Registrant s telephone number)

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 þ 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES þ 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 definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

þ 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 þ

As of November 2, 2010, the number of outstanding shares of common stock was:

Class	**Outstanding Shares**
Common Stock, $.01 Par Value	44,178,360

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Eagle Materials Inc. and Subsidiaries

Form 10-Q

September 30, 2010

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Eagle Materials Inc. and Subsidiaries

Consolidated Statements of Earnings

(dollars in thousands, except share data)

(unaudited)

	For the Three Months Ended September 30, 2010	For the Three Months Ended September 30, 2009	For the Six Months Ended September 30, 2010	For the Six Months Ended September 30, 2009
Revenues	$ 132,135	$ 138,185	$ 262,929	$ 265,990
Cost of Goods Sold	118,586	117,772	232,949	225,846
Gross Profit	13,549	20,413	29,980	40,144
Equity in Earnings of Unconsolidated Joint Venture	4,160	5,065	10,672	12,366
Other Income (Expense)	175	(84)	892	3
Operating Earnings	17,884	25,394	41,544	52,513
Corporate General and Administrative	(4,415)	(4,851)	(8,118)	(9,144)
Earnings Before Interest and Taxes	13,469	20,543	33,426	43,369
Interest Expense, Net	(3,148)	(5,601)	(8,438)	(11,234)
Earnings Before Income Taxes	10,321	14,942	24,988	32,135
Income Tax Expense	(691)	(4,520)	(4,831)	(9,793)
Net Earnings	$ 9,630	$ 10,422	$ 20,157	$ 22,342
EARNINGS PER SHARE:				
Basic	$ 0.22	$ 0.24	$ 0.46	$ 0.51
Diluted	$ 0.22	$ 0.24	$ 0.46	$ 0.51
AVERAGE SHARES OUTSTANDING:				
Basic	43,855,326	43,630,040	43,843,912	43,605,975
Diluted	44,169,251	44,012,140	44,200,303	44,004,492
CASH DIVIDENDS PER SHARE:	$ 0.10	$ 0.10	$ 0.20	$ 0.20

See notes to unaudited consolidated financial statements.

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Eagle Materials Inc. and Subsidiaries

Consolidated Balance Sheets

(dollars in thousands)

	September 30, 2010 (unaudited)	March 31, 2010
ASSETS		
Current Assets -		
Cash and Cash Equivalents	$ 8,001	$ 1,416
Accounts and Notes Receivable	54,744	49,721
Inventories	102,952	105,871
Prepaid Income Taxes	2,374	
Prepaid and Other Assets	2,758	4,266
Total Current Assets	170,829	161,274
Property, Plant and Equipment -	1,105,216	1,100,590
Less: Accumulated Depreciation	(491,788)	(468,121)
Property, Plant and Equipment, net	613,428	632,469
Notes Receivable	9,857	10,586
Investment in Joint Venture	30,350	33,928
Goodwill and Intangible Assets	151,857	152,175
Other Assets	24,214	23,344
	$ 1,000,535	$ 1,013,776
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities -		
Accounts Payable	$ 31,954	$ 27,840
Accrued Liabilities	42,172	44,044
Current Portion of Bank Credit Facility	10,000	
Total Current Liabilities	84,126	71,884
Long-term Debt	285,000	303,000
Other Long-term Liabilities	40,330	67,946
Deferred Income Taxes	124,761	119,299
Total Liabilities	534,217	562,129
Stockholders Equity -		
Preferred Stock, Par Value $0.01; Authorized 5,000,000 Shares;		
None Issued		
Common Stock, Par Value $0.01; Authorized 100,000,000 Shares; Issued and Outstanding 44,178,360 and 43,830,794 Shares, respectively	442	438
Capital in Excess of Par Value	18,066	14,723
Accumulated Other Comprehensive Losses	(3,518)	(3,518)
Retained Earnings	451,328	440,004

Total Stockholders Equity	466,318	451,647
	$ 1,000,535	$ 1,013,776

See notes to the unaudited consolidated financial statements.

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Eagle Materials Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(unaudited dollars in thousands)

	For the Six Months Ended September 30, 2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Earnings	$ 20,157	$ 22,342
Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities -		
Depreciation, Depletion and Amortization	24,839	25,453
Gain on Sale of Property, Plant and Equipment	(485)	
Deferred Income Tax Provision	4,157	(3,317)
Stock Compensation Expense	2,061	2,085
Excess Tax Benefits from Share Based Payment Arrangements	(375)	(197)
Equity in Earnings of Unconsolidated Joint Venture	(10,672)	(12,366)
Distributions from Joint Venture	14,250	17,000
Changes in Operating Assets and Liabilities:		
Accounts and Notes Receivable	(4,294)	(15,665)
Inventories	2,919	11,883
Accounts Payable and Accrued Liabilities	971	6,485
Other Assets	(1,864)	3,021
Income Taxes Payable	(24,701)	2,321
Net Cash Provided by Operating Activities	26,963	59,045
CASH FLOWS FROM INVESTING ACTIVITIES		
Property, Plant and Equipment Additions	(5,467)	(9,864)
Proceeds from Sale of Property, Plant and Equipment	600	
Net Cash Used in Investing Activities	(4,867)	(9,864)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (Decrease) in Bank Credit Facility	7,000	(55,000)
Repayment of Senior Notes	(15,000)	
Dividends Paid to Stockholders	(8,797)	(8,715)
Proceeds from Stock Option Exercises	911	950
Excess Tax Benefits from Share Based Payment Arrangements	375	197
Net Cash Used in Financing Activities	(15,511)	(62,568)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	6,585	(13,387)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,416	17,798
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 8,001	$ 4,411

See notes to the unaudited consolidated financial statements.

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Eagle Materials Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

September 30, 2010

(A) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements as of and for the six month period ended September 30, 2010, include the accounts of Eagle Materials Inc. and its majority owned subsidiaries (the Company , us or we) and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 27, 2010.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. In our opinion, all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the information in the following unaudited consolidated financial statements of the Company have been included. The results of operations for interim periods are not necessarily indicative of the results for the full year.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain prior period reclassifications have been made to conform to the current period presentation.

We evaluated all events or transactions that occurred after September 30, 2010 through the filing of these financial statements.

Recent Accounting Pronouncements

There are no recent accounting pronouncements that we expect will materially impact our financial statements during the current fiscal year.

(B) CASH FLOW INFORMATION - SUPPLEMENTAL

Cash payments made for interest were $9.0 million and $9.3 million for the six months ended September 30, 2010 and 2009, respectively. Net payments made for federal and state income taxes during the six months ended September 30, 2010 and 2009, were $33.5 million and $10.9 million, respectively.

(C) COMPREHENSIVE INCOME

Comprehensive income for the six month periods ended September 30, 2010 and 2009 was identical to net income for the same periods.

As of September 30, 2010, we had an accumulated other comprehensive loss of $3.5 million in connection with recognizing the difference between the fair value of the pension assets and the projected benefit obligation.

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(D) STOCKHOLDERS EQUITY

A summary of changes in stockholders equity follows:

		For the Six Months Ended September 30, 2010 (dollars in thousands)
Common Stock		
Balance at Beginning of Period	$	438
Stock Option Exercises		4
Balance at End of Period		442
Capital in Excess of Par Value		
Balance at Beginning of Period		14,723
Stock Compensation Expense		2,061
Stock Option Exercises		1,282
Balance at End of Period		18,066
Retained Earnings		
Balance at Beginning of Period		433,719
FIN 48 Adjustment See Below		6,285
Balance at Beginning of Period		440,004
Dividends Declared to Stockholders		(8,833)
Net Earnings		20,157
Balance at End of Period		451,328
Accumulated Other Comprehensive Loss		
Balance at Beginning of Period		(3,518)
Balance at End of Period		(3,518)
Total Stockholders Equity	$	466,318

There were no share repurchases during the three and six month periods ended September 30, 2010. As of September 30, 2010, we have authorization to purchase an additional 717,300 shares.

During the quarter ended September 30, 2010, we paid and applied cash deposits for the payment of federal tax, penalty and interest related to the dispute with the Internal Revenue Service (IRS) regarding the Republic Asset Acquisition for tax years 2001 through 2006 (See Footnote (L) to the Unaudited Consolidated Financial Statements for more details on the Republic transaction). The above adjustment reflects the tax benefit of the interest deduction allowed on amounts related to unrecognized tax benefits that was not included in the cumulative effect adjustment relating to our original adoption of FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 , primarily codified in Accounting Standards Codification 740-10, in fiscal 2008. We are correcting the cumulative effect of our adoption of FIN 48 in fiscal year 2011 because we concluded, after evaluation, that the effect of the adjustment is not material to the current or any prior financial statements. This adjustment has not affected income or expense since the date of the adoption.

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(E) INVENTORIES

Inventories are stated at the lower of average cost (including applicable material, labor, depreciation, and plant overhead) or market, and consist of the following:

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Raw Materials and Material-in-Progress	$ 30,597	$ 33,092
Gypsum Wallboard	7,015	5,587
Finished Cement	8,149	11,639
Paperboard	2,413	1,789
Aggregates	12,308	12,691
Repair Parts and Supplies	40,369	38,743
Fuel and Coal	2,101	2,330
	$ 102,952	$ 105,871

(F) ACCRUED EXPENSES

Accrued expenses consist of the following:

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Payroll and Incentive Compensation	$ 5,046	$ 8,507
Benefits	9,406	8,436
Interest	7,003	7,310
Insurance	6,846	6,384
Property Taxes	6,027	3,976
Other	7,844	9,431
	$ 42,172	$ 44,044

(G) COMPUTATION OF EARNINGS PER SHARE

The calculation of basic and diluted common shares outstanding is as follows:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
Weighted-Average Shares of Common Stock Outstanding	43,855,326	43,630,040	43,843,912	43,605,975
Common Equivalent Shares:				

Assumed Exercise of Outstanding Dilutive Options	653,322	945,982	1,155,453	958,528
Less Shares Repurchased from Assumed Proceeds of Assumed Exercised Options	(444,133)	(650,502)	(893,527)	(663,241)
Restricted Shares	104,736	86,620	94,465	103,230
Weighted-Average Common and Common Equivalent Shares Outstanding	44,169,251	44,012,140	44,200,303	44,004,492
Shares Excluded Due to Anti-dilution Effects	2,942,059	2,527,720	2,392,784	2,531,307

(H) INCOME TAXES

Income taxes for the interim period presented have been included in the accompanying financial statements on the basis of an estimated annual effective tax rate. In addition to the amount of tax resulting from applying the estimated annual effective tax rate to pre-tax income, we will, when appropriate, include certain items treated as discrete events to arrive at an estimated overall tax amount. The effective tax rate for the six months ended September 30, 2010 was approximately 25%, excluding the impact of discrete items.

During the quarter ended September 30, 2010, we asked the IRS to apply payments made on deposit to tax, penalties and interest related to our dispute involving the Republic Asset Acquisition. Furthermore, amended state returns and payments were made during this quarter that reported the federal audit adjustment. Due to the application of the deposits to payments and the filing of amended state returns, we were able to deduct certain items paid for state and federal taxes during the quarter, totaling approximately $1.5 million on an after-tax basis, that were treated as discrete items during the three month period ended September 30, 2010.

(I) SHARE-BASED EMPLOYEE COMPENSATION

On January 8, 2004, our stockholders approved a new incentive plan (the Plan) that combined and amended the two previously existing stock option plans. In August 2009, our shareholders approved an amendment to the Plan which, among other things, increased the number of shares available for award under the Plan by 3 million shares. Under the terms of the Plan, we can issue equity awards, including stock options, restricted stock units (RSUs), restricted stock and stock appreciation rights (collectively, the Equity Awards) to employees of the Company and members of the Board of Directors. The Compensation Committee of our Board of Directors specifies the terms for grants of Equity Awards under the Plan.

Long-Term Compensation Plans -

Options. In May 2010, the Compensation Committee of the Board of Directors approved an incentive equity award of an aggregate of 163,000 performance-vesting stock options pursuant to the Plan to certain individuals that can be earned, in whole or in part, if certain performance conditions are satisfied (the Fiscal 2011 Employee Stock Option Grant). The performance and vesting criteria for the Fiscal 2011 Employee Stock Option Grant are based on the achievement of specified levels of operating earnings, as well as the achievement of certain safety and operational metrics, at each of our business segments for the fiscal year ending March 31, 2011. For those options earned based on the performance criteria, one third will vest immediately, one third will vest on March 31, 2012 and the final third will vest on March 31, 2013. The options have a term of ten years from the date of grant, and any options not earned at March 31, 2011 will be forfeited. In August 2010, we granted options to members of the Board of Directors (the Fiscal 2011 Board of Directors Grant). Options granted under the Fiscal 2011 Board of Directors Grant vested immediately, and can be exercised from the date of grant until their expiration at the end of seven years. The Fiscal 2011 Employee Stock Option Grant and Fiscal 2011 Board of Directors Grant were both valued at the grant date using the Black-Scholes option pricing model.

The average weighted-average assumptions used in the Black-Scholes model to value the option awards in fiscal 2011 are as follows:

	Fiscal 2010
Dividend Yield	2.0%
Expected Volatility	42.3%
Risk Free Interest Rate	3.0%
Expected Life	7.0 years

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Stock option expense for all outstanding stock option awards totaled approximately $0.4 million and $1.2 million for the three and six month periods ended September 30, 2010, respectively, and $1.4 million and $1.8 million for the three and six month periods ended September 30, 2009, respectively. At September 30, 2010, there was approximately $2.9 million of unrecognized compensation cost related to outstanding stock options, net of estimated forfeitures, which is expected to be recognized over a weighted-average period of 4.0 years.

The following table represents stock option activity for the six month period ended September 30, 2010:

	Number of Shares	Weighted-Average Exercise Price
Outstanding Options at Beginning of Period	3,446,452	$ 33.32
Granted	269,502	$ 28.45
Exercised	(80,327)	$ 12.28
Cancelled	(600)	$ 37.13
Outstanding Options at End of Period	3,635,027	$ 34.04
Options Exercisable at End of Period	2,041,152	
Weighted-Average Fair Value of Options Granted during the Period	$ 10.88	

The following table summarizes information about stock options outstanding at September 30, 2010:

	Outstanding Options			Exercisable Options	
Range of Exercise Prices	Number of Shares Outstanding	Weighted - Average Remaining Contractual Life	Weighted - Average Exercise Price	Number of Shares Outstanding	Weighted - Average Exercise Price
$ 8.15 - $ 13.43	464,440	1.88	$ 11.34	464,440	$ 11.34
$ 21.52 - $ 30.74	1,438,878	4.90	$ 26.71	1,251,878	$ 26.16
$ 34.09 - $ 40.78	315,670	3.19	$ 37.83	253,670	$ 38.13
$ 47.53 - $ 62.83	1,416,039	3.78	$ 48.09	71,164	$ 58.67
	3,635,027	3.93	$ 34.04	2,041,152	$ 25.41

At September 30, 2010, there was no aggregate intrinsic value for outstanding or exercisable options. The total intrinsic value of options exercised during the six month period ended September 30, 2010 was approximately $1.3 million.

Restricted Stock Units. In May 2010, the same employees receiving stock options also received an aggregate of 207,500 RSUs. The vesting criteria for the RSUs are the same as the vesting criteria for the Fiscal 2011 Employee Stock Option Grant. The value of the RSUs, net of expected forfeitures, is being expensed ratably over three years. Expense related to RSUs was approximately $0.2 million and $0.3 million for the three and six month periods ended September 30, 2010, respectively, and $0.4 and $1.2 for the three and six month periods ended September 30, 2009, respectively. At September 30, 2010, there was approximately $1.7 million of unearned compensation from RSUs, net of estimated forfeitures, which will be recognized over a weighted-average period of 2.9 years.

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Restricted Stock. In May 2010, the Compensation Committee also approved the granting of an aggregate of 274,166 shares of restricted stock to certain key employees at both the corporate and subsidiary level that will be earned if our ten year average return on equity exceeds 17.25% at March 31, 2011. If this criterion is not met, all of the shares will be forfeited. If the criterion is met, the shares will be earned, but such shares will continue to have restrictions preventing the holder from selling, pledging, transferring or otherwise disposing of the shares until the holder satisfies the criteria for retirement . Retirement, as related to the restricted shares, is defined as the shortest time frame of the following: a) the holder reaching the age of 65 and having more than ten years service; b) expiration of five years from the date of grant, and the holder having more than 25 years of service; or c) fifteen years from the date of grant. The value of the restricted shares, net of estimated forfeitures, is being expensed over each individual grantee s retirement period. Expense related to restricted shares was $0.3 million and $0.5 million for the three and six month periods ended September 30, 2010, respectively, and $0.1 million for both of the three and six month periods ended September 30, 2009. At September 30, 2010, there was approximately $6.7 million of unearned compensation from restricted stock, net of estimated forfeitures, which will be recognized over a weighted-average period of 7.3 years.

The number of shares available for future stock option, restricted stock unit, stock appreciation right and restricted stock grants under the Plan was 2,512,990 at September 30, 2010.

(J) PENSION AND EMPLOYEE BENEFIT PLANS

We sponsor several defined benefit and defined contribution pension plans which together cover substantially all our employees. Benefits paid under the defined benefit plans covering certain hourly employees are based on years of service and the employee s qualifying compensation over the last few years of employment.

The following table shows the components of net periodic cost for our plans:

	For the Three Months Ended September 30,		For the Six Months ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Service Cost Benefits Earned during the Period	$ 135	$ 139	$ 270	$ 278
Interest Cost of Benefit Obligations	256	251	512	502
Expected Return on Plan Assets	(206)	(279)	(412)	(558)
Recognized Net Actuarial Loss	194	77	388	154
Amortization of Prior-Service Cost	32	36	64	72
Net Periodic Pension Cost	$ 411	$ 224	$ 822	$ 448

(K) LONG-TERM DEBT

Long-term debt consists of the following:

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Bank Credit Facility	$ 10,000	$ 3,000
Senior Notes	285,000	300,000

Total Debt	295,000	303,000
Less Current Portion of Bank Credit Facility	(10,000)	
Long-term Debt	$ 285,000	$ 303,000

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Bank Credit Facility -

We entered into a $350.0 million credit facility on December 16, 2004. On June 30, 2006, we amended the Bank Credit Facility (the Bank Credit Facility) to extend the expiration date from December 2009 to June 2011, and to reduce the borrowing rates and commitment fees. Borrowings under the Bank Credit Facility are guaranteed by all major operating subsidiaries of the Company. Outstanding principal amounts on the Bank Credit Facility bear interest at a variable rate equal to LIBOR, plus an agreed margin (ranging from 55 to 150 basis points), which is to be established quarterly based upon the Company s ratio of consolidated EBITDA, which is defined as earnings before interest, taxes, depreciation and amortization, to its consolidated indebtedness. Interest payments are payable monthly or at the end of the LIBOR advance periods, which can be up to a period of six months at the option of the Company. Our Bank Credit Facility contains customary covenants that restrict our ability to incur additional debt, encumber our assets, sell assets, make or enter into certain investments, loans or guaranties and enter into sale and leaseback arrangements. The Bank Credit Facility also requires us to maintain a consolidated funded indebtedness ratio (consolidated indebtedness to earnings before interest, taxes, depreciation and amortization) of 3.5 or less and an interest coverage ratio (consolidated earnings before interest and taxes to interest expense) of at least 2.5. The Bank Credit Facility also limits our ability to make certain restricted payments, such as paying cash dividends; however, there are several exceptions to this restriction, including: (i) the Company may pay cash dividends in an aggregate amount of up to $50.0 million each fiscal year if no default exists or would result therefrom; and (ii) the Company may make restricted payments not otherwise permitted so long as no default would result therefrom and our consolidated funded indebtedness ratio does not exceed 3.0.

The Bank Credit Facility has a $25 million letter of credit facility. Under the letter of credit facility, the Company pays a fee at a per annum rate equal to the applicable margin for Eurodollar loans in effect from time to time plus a one-time letter of credit fee in an amount equal to 0.125% of the initial stated amount. At September 30, 2010, we had $9.2 million of letters of credit outstanding.

We have $10 million of borrowings outstanding under the Bank Credit Facility at September 30, 2010, which have been classified as current as our Bank Credit Facility is scheduled to expire on June 30, 2011. We anticipate having a new credit facility in place before the Bank Credit Facility expires on June 30, 2011. We currently have $330.8 million of borrowings available under the Bank Credit Facility at September 30, 2010.

Senior Notes -

We entered into a Note Purchase Agreement on November 15, 2005 (the 2005 Note Purchase Agreement) related to our sale of $200 million of senior, unsecured notes, designated as Series 2005A Senior Notes (the Series 2005A Senior Notes) in a private placement transaction. The Series 2005A Senior Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in three tranches on November 15, 2005. Since entering into the 2005 Note Purchase Agreement, we have repurchased $22 million in principal of the Series 2005A Senior Notes. Following these repurchases, the amounts outstanding for each of the three tranches are as follows:

	Principal	Maturity Date	Interest Rate
Tranche A	$ 38.6 million	November 15, 2012	5.25%
Tranche B	$ 77.2 million	November 15, 2015	5.38%
Tranche C	$ 62.2 million	November 15, 2017	5.48%

Interest for each tranche of Notes is payable semi-annually on May 15 and November 15 of each year until all principal is paid for the respective tranche.

We entered into an additional Note Purchase Agreement on October 2, 2007 (the 2007 Note Purchase Agreement) related to our sale of $200 million of senior, unsecured notes, designated as Series 2007A Senior Notes (the Series 2007A Senior Notes) in a private placement transaction. The Series

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2007A Senior Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in four tranches on October 2, 2007. Since entering into the 2007 Note Purchase Agreement, we have repurchased $93 million in principal of the Series 2007A Senior Notes. Following the repurchase, the amounts outstanding for each of the four tranches are as follows:

	Principal	Maturity Date	Interest Rate
Tranche A	$ 9.5 million	October 2, 2014	6.08%
Tranche B	$ 11.0 million	October 2, 2016	6.27%
Tranche C	$ 50.0 million	October 2, 2017	6.36%
Tranche D	$ 36.5 million	October 2, 2019	6.48%

Interest for each tranche of Notes is payable semi-annually on April 2 and October 2 of each year until all principal is paid for the respective tranche.

Our obligations under the 2005 Note Purchase Agreement and the 2007 Note Purchase Agreement (collectively referred to as the Note Purchase Agreements) and the Series 2005A Senior Notes and the Series 2007A Senior Notes (collectively referred to as the Senior Notes) are equal in right of payment with all other senior, unsecured debt of the Company, including our debt under the Bank Credit Facility. The Note Purchase Agreements contain customary restrictive covenants, including covenants that place limits on our ability to encumber our assets, to incur additional debt, to sell assets, or to merge or consolidate with third parties, as well as certain cross covenants with the Bank Credit Facility. We were in compliance with all financial ratios and covenants at September 30, 2010.

Pursuant to a Subsidiary Guaranty Agreement, substantially all of our subsidiaries have guaranteed the punctual payment of all principal, interest, and Make-Whole Amounts (as defined in the Note Purchase Agreements) on the Senior Notes and the other payment and performance obligations of the Company contained in the Senior Notes and in the Note Purchase Agreements. We are permitted, at our option and without penalty, to prepay from time to time at least 10% of the original aggregate principal amount of the Senior Notes at 100% of the principal amount to be prepaid, together with interest accrued on such amount to be prepaid to the date of payment, plus a Make-Whole Amount. The Make-Whole Amount is computed by discounting the remaining scheduled payments of interest and principal of the Senior Notes being prepaid at a discount rate equal to the sum of 50 basis points and the yield to maturity of U.S. treasury securities having a maturity equal to the remaining average life of the Senior Notes being prepaid.

(L) COMMITMENTS AND CONTINGENCIES

We have certain deductible limits under our workers compensation and liability insurance policies for which reserves are established based on the undiscounted estimated costs of known and anticipated claims. We have entered into standby letter of credit agreements relating to workers compensation and auto and general liability self-insurance. At September 30, 2010, we had contingent liabilities under these outstanding letters of credit of approximately $9.2 million.

The following table compares insurance accruals and payments for our operations:

	As of and For the Three Months Ended September 30,		As of and For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Accrual Balances at Beginning of Period	$ 6,448	$ 6,046	$ 6,384	$ 5,794
Insurance Expense Accrued	792	692	1,546	1,669
Payments	(394)	(126)	(1,084)	(851)
Accrual Balance at End of Period	$ 6,846	$ 6,612	$ 6,846	$ 6,612

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In the ordinary course of business, we execute contracts involving indemnifications standard in the industry and indemnifications specific to a transaction such as sale of a business. These indemnifications might include claims relating to any of the following: environmental and tax matters; intellectual property rights; governmental regulations and employment-related matters; customer, supplier, and other commercial contractual relationships; construction contracts and financial matters. While the maximum amount to which the Company may be exposed under such agreements cannot be estimated, it is the opinion of management that these indemnifications are not expected to have a material adverse effect on our consolidated financial position or results of operations. We currently have no outstanding guarantees.

We are currently contingently liable for performance under $9.0 million in performance bonds required by certain states and municipalities, and their related agencies. The bonds are principally for certain reclamation obligations and mining permits. We have indemnified the underwriting insurance company against any exposure under the performance bonds. In our past experience, no material claims have been made against these financial instruments.

We have various litigation, commitments and contingencies in the ordinary course of business. Management believes that none of the litigation in which it or any subsidiary is currently involved is likely to have a material adverse effect on our consolidated financial condition or results of operations.

In June 2010, we received a Notice of Deficiency (Notice) (commonly referred to as a 90 Day Letter) of $71.5 million of taxes and penalties for the fiscal years ended March 31, 2001 through 2006, inclusive, related to the IRS audit of the Republic Asset Acquisition. The Notice was in substantial agreement with our financial accruals including interest. The total amount related to the Notice, including interest, was approximately $98.7 million, of which $75.0 million had previously been deposited with the IRS. We deposited the remaining $23.7 million with the IRS in July 2010 and asked the IRS to apply all $98.7 million of deposits to the payment of the tax, penalties and interest. We have filed refund claims with the IRS to recover all $98.7 million, plus interest, and in the event those refund claims are denied, we will file a lawsuit in Federal District Court to recover the requested refunds.

In connection with the application of the $98.7 million in deposits to payment of Federal taxes, we also paid $5.8 million in state income taxes to various states during the quarter ended September 30, 2010.

In the event we reach a settlement with the IRS through negotiation or in the courts, we will reverse any accrued taxes, interest and penalties in excess of the negotiated settlement through the Consolidated Statement of Earnings. In the event we are unable to negotiate a settlement, we believe we have a substantial basis for our tax position, and intend to vigorously contest the proposed adjustment in court. At this time, we are unable to predict with certainty the ultimate outcome or how much of the amounts paid for tax, interest, and penalties to the IRS and state taxing authorities will be recovered, if any. We were notified in October 2010 that the IRS will begin examination of our fiscal 2007 tax return.

(M) SEGMENT INFORMATION

Operating segments are defined as components of an enterprise that engage in business activities that earn revenues, incur expenses and prepare separate financial information that is evaluated regularly by our chief operating decision maker in order to allocate resources and assess performance.

We operate in four business segments: Cement, Gypsum Wallboard, Recycled Paperboard, and Concrete and Aggregates, with Cement and Gypsum Wallboard being our principal lines of business. These operations are conducted in the United States and include the mining of limestone and the manufacture, production, distribution and sale of portland cement (a basic construction material which is the essential binding ingredient in concrete), mining of gypsum and the manufacture and sale of gypsum wallboard, the manufacture and sale of recycled paperboard to the gypsum wallboard industry and other paperboard converters and the sale of readymix concrete and the mining and sale of aggregates (crushed stone, sand and gravel). These products are used primarily in commercial and residential construction, public construction and projects to build, expand and repair roads and highways.

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We operate four cement plants, eleven cement distribution terminals, five gypsum wallboard plants, including the plant temporarily idled in Bernalillo, N.M., a gypsum wallboard distribution center, a recycled paperboard mill, nine readymix concrete batch plant locations and two aggregates processing plant locations. The principal markets for our cement products are Texas, northern Illinois (including Chicago), the Rocky Mountains, northern Nevada, and northern California. Gypsum wallboard and recycled paperboard are distributed throughout the continental United States. Concrete and aggregates are sold to local readymix producers and paving contractors in the Austin, Texas area and northern California.

We conduct one of our four cement plant operations, Texas Lehigh Cement Company LP in Buda, Texas, through a Joint Venture. For segment reporting purposes only, we proportionately consolidate our 50% share of the Joint Venture s revenues and operating earnings, which is consistent with the way management organizes the segments within the Company for making operating decisions and assessing performance.

We account for intersegment sales at market prices. The following table sets forth certain financial information relating to our operations by segment:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Revenues -				
Cement	$ 67,813	$ 72,857	$ 130,275	$ 134,957
Gypsum Wallboard	50,314	56,720	108,514	113,642
Paperboard	29,204	21,491	57,928	44,027
Concrete and Aggregates	12,940	14,130	24,263	28,740
Sub-total	160,271	165,198	320,980	321,366
Less: Intersegment Revenues	(10,208)	(10,925)	(21,283)	(21,967)
Net Revenues, including Joint Venture	150,063	154,273	299,697	299,399
Less: Joint Venture	(17,928)	(16,088)	(36,768)	(33,409)
Net Revenues	$ 132,135	$ 138,185	$ 262,929	$ 265,990

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Intersegment Revenues -				
Cement	$ 1,164	$ 1,241	$ 2,156	$ 2,833
Paperboard	8,857	9,488	18,820	18,629
Concrete and Aggregates	187	196	307	505
	$ 10,208	$ 10,925	$ 21,283	$ 21,967
Cement Sales Volume (M Tons) -				
Wholly owned Operations	576	614	1,074	1,079
Joint Venture	199	176	403	363
	775	790	1,477	1,442

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	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Operating Earnings -				
Cement	$ 12,127	$ 19,497	$ 25,760	$ 36,578
Gypsum Wallboard	1,295	1,332	6,496	4,740
Paperboard	3,833	4,369	7,627	9,402
Concrete and Aggregates	454	280	769	1,790
Other, net	175	(84)	892	3
Sub-total	17,884	25,394	41,544	52,513
Corporate General and Administrative	(4,415)	(4,851)	(8,118)	(9,144)
Earnings Before Interest and Income Taxes	13,469	20,543	33,426	43,369
Interest Expense, net	(3,148)	(5,601)	(8,438)	(11,234)
Earnings Before Income Taxes	$ 10,321	$ 14,942	$ 24,988	$ 32,135
Cement Operating Earnings -				
Wholly owned Operations	$ 7,967	$ 14,432	$ 15,088	$ 24,212
Joint Venture	4,160	5,065	10,672	12,366
	$ 12,127	$ 19,497	$ 25,760	$ 36,578
Capital Expenditures [(1)] -				
Cement	$ 1,160	$ 6,914	$ 3,279	$ 9,389
Gypsum Wallboard	435	46	555	62
Paperboard		170	57	170
Concrete and Aggregates	577	186	1,497	243
Other	55		79	
	$ 2,227	$ 7,316	$ 5,467	$ 9,864
Depreciation, Depletion and Amortization [(1)] -				
Cement	$ 3,606	$ 3,560	$ 7,340	$ 7,239
Gypsum Wallboard	5,456	5,598	10,922	11,234
Paperboard	2,260	2,278	4,519	4,559
Concrete and Aggregates	939	991	1,780	2,009
Other, net	128	207	278	412
	$ 12,389	$ 12,634	$ 24,839	$ 25,453

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Identifiable Assets [(1)] -		
Cement	$ 308,709	$ 308,606

Gypsum Wallboard	448,047	466,426
Paperboard	146,863	149,602
Concrete and Aggregates	54,603	51,787
Corporate and Other	42,313	37,355
	$ 1,000,535	$ 1,013,776

[1] Basis conforms with equity method accounting.

Segment operating earnings, including the proportionately consolidated 50% interest in the revenues and expenses of the Joint Venture, represent revenues, less direct operating expenses, segment depreciation, and segment selling, general and administrative expenses. Corporate assets consist primarily of cash and cash equivalents, general office assets and miscellaneous other assets. The segment breakdown of goodwill is as follows:

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Cement	$ 8,359	$ 8,359
Gypsum Wallboard	116,618	116,618
Paperboard	7,538	7,538
	$ 132,515	$ 132,515

We perform our annual test of impairment on goodwill during the fourth quarter of our fiscal year. Due to the decline in operating earnings of the gypsum wallboard segment during the last year, and continuing into this year, we performed an impairment test at the end of the second quarter for the gypsum wallboard assets and goodwill, noting that there was no impairment at that time. We will continue to test for any potential impairment on a quarterly basis throughout fiscal year 2010, or until conditions in the wallboard industry improve enough for us to determine that an impairment loss is not likely to occur.

Summarized financial information for the Joint Venture that is not consolidated is set out below (this summarized financial information includes the total amount for the Joint Venture and not our 50% interest in those amounts):

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Revenues	$ 31,468	$ 29,085	$ 64,701	$ 61,307
Gross Margin	$ 9,242	$ 11,257	$ 23,361	$ 26,975
Earnings Before Income Taxes	$ 8,321	$ 10,130	$ 21,344	$ 24,732

	As of	
	September 30, 2010	March 31, 2010
	(dollars in thousands)	
Current Assets	$39,902	$39,034
Non-Current Assets	$34,425	$37,993
Current Liabilities	$15,206	$11,247

(N) FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of our long-term debt has been estimated based upon our current incremental borrowing rates for similar types of borrowing arrangements. The fair value of our Senior Notes at September 30, 2010 is as follows:

	Fair Value (dollars in thousands)
Series 2005A Tranche A	$ 39,835
Series 2005A Tranche B	82,179
Series 2005A Tranche C	64,657
Series 2007A Tranche A	10,260
Series 2007A Tranche B	12,023
Series 2007A Tranche C	54,325
Series 2007A Tranche D	38,644

All assets and liabilities which are not considered financial instruments have been valued using historical cost accounting. The carrying values of cash and cash equivalents, accounts and notes receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term maturities of these assets and liabilities. The fair value of our Bank Credit Facility also approximates its carrying value at September 30, 2010.

(O) INTEREST EXPENSE

The following components are included in interest expense, net:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2010	2009	2010	2009
	(dollars in thousands)		(dollars in thousands)	
Interest (Income)	$ (2)	$ (6)	$ (4)	$ (23)
Interest Expense	4,444	4,589	8,898	9,323
Interest Expense (Income) - IRS	(1,326)	900	(546)	1,699
Other Expenses	32	118	90	235
Interest Expense, net	$ 3,148	$ 5,601	$ 8,438	$ 11,234

Interest income includes interest on investments of excess cash. Components of interest expense include interest associated with the Senior Notes, the Bank Credit Facility, commitment fees based on the unused portion of the Bank Credit Facility. Other expenses include amortization of debt issuance costs, and bank credit facility costs.

Interest expense (income) IRS relates to interest accrued on our unrecognized tax benefits, primarily related to the Republic Asset Acquisition. During the quarter ended September 30, 2010, we paid or applied cash deposits as payments to the IRS and filed amended state tax returns and made payments for the tax years 2001 through 2006, which resulted in an adjustment of previously accrued interest expense of approximately $1.5 million.

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

Eagle Materials Inc. is a diversified producer of basic building products used in residential, industrial, commercial and infrastructure construction. Information presented for the three and six month periods ended September 30, 2010 and 2009, respectively, reflects the Company s four business segments, consisting of Cement, Gypsum Wallboard, Recycled Paperboard and Concrete and Aggregates. Certain information for each of Concrete and Aggregates is broken out separately in the segment discussions.

We operate in cyclical commodity businesses that are directly related to the overall construction environment. Our operations, depending on each business segment, range from local in nature to national businesses. We have operations in a variety of geographic markets, which subject us to the economic conditions in each such geographic market as well as the national market. General economic downturns or localized downturns in the regions where we have operations generally have a material adverse effect on our business, financial condition and results of operations. Our Cement companies are located in geographic areas west of the Mississippi river and the Chicago, Illinois metropolitan area. Due to the low value-to-weight ratio of cement, cement is usually shipped within a 150 mile radius of the plants by truck and up to 400 miles by rail; though the price of diesel fuel may impact the truck shipping radius. Concrete and Aggregates are even more regional as those operations serve the areas immediately surrounding Austin, Texas and north of Sacramento, California. Cement, concrete and aggregates demand may fluctuate more widely because local and regional markets and economies may be more sensitive to changes than the national markets. Our Wallboard and Paperboard operations are more national in scope and shipments are made throughout the continental U.S.

We conduct one of our cement operations through a joint venture, Texas Lehigh Cement Company LP, which is located in Buda, Texas (the Joint Venture). We own a 50% interest in the joint venture and account for our interest under the equity method of accounting. We proportionately consolidate our 50% share of the Joint Venture s revenues and operating earnings in the presentation of our cement segment, which is the way management organizes the segments within the Company for making operating decisions and assessing performance.

RESULTS OF OPERATIONS

Consolidated Results

	For the Three Months Ended September 30,			For the Six Months Ended September 30,		
	2010	2009	Change	2010	2009	Change
	(In thousands except per share)			(In thousands except per share)		
Revenues [1]	$ 160,271	$ 165,198	(3%)	$ 320,980	$ 321,366	
Operating Costs [1]	(142,562)	(139,720)	2%	(280,328)	(268,940)	4%
Other Income (Expense), net	175	(84)		892	87	
Operating Earnings	17,884	25,394	(30%)	41,544	52,513	(21%)
Corporate General and Administrative	(4,415)	(4,851)	(9%)	(8,118)	(9,144)	(11%)
Interest Expense, net	(3,148)	(5,601)	(44%)	(8,438)	(11,234)	(25%)
Earnings Before Income Taxes	10,321	14,942	(31%)	24,988	32,135	(22%)
Income Tax Expense	(691)	(4,520)	(85%)	(4,831)	(9,793)	(50%)
Net Earnings	$ 9,630	$ 10,422	(8%)	$ 20,157	$ 22,342	(10%)
Diluted Earnings per Share	$ 0.22	$ 0.24	(8%)	$ 0.46	$ 0.51	(10%)

(1) Total of wholly-owned subsidiaries and proportionately consolidated 50% interest in the Joint Venture s results.

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Net Revenues. Net revenues decreased by 3% for the three month period ended September 30, 2010, as compared to the similar period in 2009. The decrease, during the three month period ended September 30, 2010, was due primarily to decreases in sales volume for all of our businesses except recycled paperboard, coupled with declines in average sales prices for all businesses except gypsum wallboard and recycled paperboard. Net revenues for the six months ended September 30, 2010 were relatively flat as compared to the revenues in the six month period ended September 30, 2009. Despite revenues being relatively flat, both sales volumes and average sales prices increased for our recycled paperboard business, while both sales volumes and average sales prices declined in our cement business. Additionally, average sales prices declined in our gypsum wallboard business, offsetting the increases in the recycled paperboard segment. The decreased sales volumes in our gypsum wallboard and cement segments are related to the continued downturn in the residential and commercial construction sectors, which have been disproportionately impacted by the decline in overall economic activity in the U.S. over the last two years.

Operating Costs. Operating costs increased 2% for the three month period ended September 30, 2010, as compared to 2009. The primary reason for the increase is the increased cost of fiber in our recycled paperboard business, offset slightly by lower natural gas costs. Operating costs increased 4% during the six month period ended September 30, 2010 as compared to the same period in 2009. This increase was primarily due to increased fiber costs in our paperboard segment and increased maintenance costs in our cement segment, partially offset by lower costs of natural gas and freight in our wallboard segment.

Other Income. Other income consists of a variety of items that are non-segment operating in nature and includes non-inventoried aggregates income, gypsum wallboard distribution center income, asset sales and other miscellaneous income and cost items.

Operating Earnings. Operating earnings decreased by 30% and 21% during the three and six month periods ended September 30, 2010, respectively, as compared to 2009, primarily due to lower revenues in all of our segments except the recycled paperboard segment. While revenues increased in our recycled paperboard segment, costs of materials, primarily fiber, increased as well, offsetting the benefit of the increased sales prices.

Corporate General and Administrative. Corporate general and administrative expenses declined 9% and 11% for the three and six month periods ended September 20, 2010, respectively, as compared to the similar periods in 2009. The decline in corporate general and administrative expenses is due primarily to lower incentive compensation and benefits costs due to lower operating earnings and improved overhead efficiency.

Interest Expense, Net. Net interest expense decreased 44% and 25% during the three and six month periods ended September 30, 2010, respectively, as compared to similar periods in 2009. The decrease in interest expense during fiscal 2011, as compared to fiscal 2010, is due to our having lower outstanding debt balances as a result of early payments, and our paying the IRS approximately $53 million over the last year related to the Republic Asset Acquisition (See Footnote (L) to the Unaudited Consolidated Financial Statements for more details).

Income Taxes. The effective tax rate for the six month period ended September 30, 2010 was approximately 19% as compared to approximately 30% for the six month period ended September 30, 2009. The effective tax rate during fiscal 2011 was positively impacted by the deduction of interest and state taxes related to the payment of taxes to the IRS and state authorities for fiscal years 2001 through 2006. As of September 30, 2010 the estimated tax rate for fiscal 2011, excluding these discrete items was 25%, as compared to 31% for fiscal 2010. The expected tax rate for the full fiscal year is expected to be 25%, as compared to 26% for fiscal 2010.

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Net Earnings and Diluted Earnings per Share. Pre-tax earnings for the quarter of $10.3 million decreased 31% from last year s pre-tax earnings of $14.9 million; while pre-tax earnings for the six month period ended September 30, 2010 decreased 22% from last year s pre-tax earnings of $32.1 million. Net earnings of $9.6 million and diluted earnings per share of $0.22 for the second quarter of fiscal 2011 both declined 8%, as compared to the second quarter of fiscal 2010. Net earnings of $20.2 million for the six month period ended September 30, 2010 decreased 10%, as compared to the six month period ended September 30, 2009, while diluted earnings per share also decreased 10% for the current six month period as compared to the same six month period of the prior fiscal year.

The following table highlights certain operating information related to our four business segments:

	For the Three Months Ended September 30,			For the Six Months Ended September 30,		
	2010	2009	Percentage	2010	2009	Percentage
	(In thousands except per unit)		Change	(In thousands except per unit)		Change
Revenues [1]						
Cement [2]	$ 67,813	$ 72,857	(7%)	$ 130,275	$ 134,957	(3%)
Gypsum Wallboard	50,314	56,720	(11%)	108,514	113,642	(5%)
Recycled Paperboard	29,204	21,491	36%	57,928	44,027	32%
Concrete and Aggregates	12,940	14,130	(8%)	24,263	28,740	(16%)
Gross Revenues	$ 160,271	$ 165,198	(3%)	$ 320,980	$ 321,366	
Sales Volume						
Cement (M Tons) [2]	775	790	(2%)	1,477	1,442	2%
Gypsum Wallboard (MMSF)	397	469	(15%)	851	914	(7%)
Recycled Paperboard (M Tons)	62	52	19%	121	108	12%
Concrete (M Yards)	123	128	(4%)	240	285	(16%)
Aggregates (M Tons)	794	883	(10%)	1,421	1,460	(3%)
Average Net Sales Prices [3]						
Cement [2]	$ 80.03	$ 85.99	(7%)	$ 80.67	$ 87.29	(8%)
Gypsum Wallboard	96.08	92.71	4%	97.18	96.26	1%
Recycled Paperboard	474.29	415.84	14%	477.82	407.60	17%
Concrete	67.01	67.82	(1%)	65.54	68.16	(4%)
Aggregates	5.90	6.18	(5%)	5.97	6.39	(7%)
Operating Earnings						
Cement [2]	$ 12,127	$ 19,497	(38%)	$ 25,760	$ 36,578	(30%)
Gypsum Wallboard	1,295	1,332	(3%)	6,496	4,740	37%
Recycled Paperboard	3,833	4,369	(12%)	7,627	9,402	(19%)
Concrete and Aggregates	454	280	62%	769	1,790	(57%)
Other, net	175	(84)		892	3	
Net Operating Earnings	$ 17,884	$ 25,394	(30%)	$ 41,544	$ 52,513	(21%)

[1] Gross revenue, before freight and delivery costs.
[2] Includes proportionate share of our Joint Venture.
[3] Net of freight and delivery costs.

Cement Operations. Revenues decreased during the three and six month periods ended September 30, 2010, as compared to the similar periods in 2009, primarily due to lower average sales prices. Sales volumes decreased slightly during the three month period ended September 30, 2010

as compared to the similar period in 2009, primarily due to reduced volumes in the Illinois and Nevada markets, offset slightly by increased volume in the Mountain market. Purchased cement sales increased to approximately 39,000 tons and 84,000 tons during the three and six month periods ended September 30, 2010, respectively, as compared to approximately 15,000 tons and 42,000 tons during the three and six month periods ended September 30, 2009, respectively. Average sales prices during the three and six month periods declined in all of our markets, but were greater in the Illinois and Mountain markets. Operating earnings declined during the second quarter and year to date in fiscal 2011, as compared to the similar periods in fiscal 2010. These declines are due primarily to decreases in the average sales prices, coupled with increased parts, supply and services costs related to major maintenance projects.

Gypsum Wallboard Operations. The decrease in revenues during the three and six month periods ended September 30, 2010, as compared to the similar periods in 2009, is due primarily to the 15% and 7% decrease in sales volume, respectively, offset slightly by increased average sales prices for both periods. Sales volume continues to be adversely impacted by low demand for residential and commercial construction. Residential and commercial demand normally comprises approximately 70% of the demand for gypsum wallboard, and sharp declines in demand have reduced the consumption of gypsum wallboard by approximately 50% since its peak in calendar 2005. Average net sales prices increased slightly for both the three and six month periods ended September 30, 2010, respectively, as compared to the similar periods in 2009, primarily due to price increases implemented in early calendar 2010. Operating earnings for gypsum wallboard decreased slightly during the three month period ended September 30, 2010, as compared to the similar period in 2009, primarily due to a reduction in sales volumes, offset slightly by increased average sales prices. Operating earnings for the six month period ended September 30, 2010 increased over the similar period in 2009, primarily due to reduced operating expenses, primarily natural gas costs, offset slightly by reduced sales volumes.

Recycled Paperboard Operations. Net revenues increased 36% and 32% during the three and six month periods ended September 30, 2010 as compared to the similar periods in 2009, primarily due to the 19% and 12% increase in sales volume and the 14% and 17% increase in average sales price for the three and six month periods, respectively. The increase in sales volume is primarily due to increased sales of non-gypsum paper. The increase in the average selling price per ton during the three and six month periods ended September 30, 2010, as compared to the similar periods in 2009, is primarily due to the price escalators in our long-term sales agreement. Despite the increase in net revenues, operating earnings decreased 12% and 19% for the three and six month periods ended September 30, 2010 as compared to fiscal 2009, primarily due to decreases in the volume of higher margin gypsum paper sales and increases in the cost of recycled fiber, our primary raw material. Sales of gypsum paper represented 54% and 52% of our sales volume for the three and six month periods ended September 30, 2009, as compared to 40% and 42% for the similar periods of the current fiscal year. Old cardboard containers (OCC) represent the majority of our fiber purchases and the average purchase price of OCC increased 91% for the six month period ended September 30, 2010 as compared to the similar period in 2009.

Concrete and Aggregates Operations. The decline in both average net sales prices and sales volumes during the three and six month periods of fiscal 2011, as compared to similar periods in fiscal 2010, was the primary reason for the decline in revenue for both concrete and aggregates. Operating earnings increased during the quarter ended September 30, 2010, as compared to 2009, primarily due to reduced costs in our readymix operations. The decrease in revenues and average net sales prices were the primary reason for the decline in operating earnings during the six month period ended September 30, 2010 as compared to the similar period in 2009.

GENERAL OUTLOOK

Calendar 2010 continues to be a very difficult year economically in the United States, and particularly in the building materials and construction products businesses. Despite the passage of the American Recovery and Reinvestment Act of 2009 (the Act), increases in infrastructure spending have been less than anticipated, and commercial and residential construction activity remains at cyclic low levels. Although we anticipate the administration will continue to address the current financial crisis, there can be no assurance as to the actual impact that these legislative initiatives, or any other similar governmental programs, will have on our business, financial condition or results of operations.

The U.S. wallboard industry continues to be adversely impacted by the current downturn in the residential and commercial construction markets, which has resulted in the industry continuing to operate at a utilization rate of approximately 50%. The reduction in capacity utilization continues to negatively impact gypsum wallboard pricing. We do not anticipate wallboard consumption to improve significantly during the remainder of fiscal 2011.

In response to the continued uncertainty of gypsum wallboard paper demand, our recycled paperboard segment continues to exercise sales opportunities in several other markets to ensure that our paper operation maximizes its operating earnings. Fiber prices, which climbed to an all time historical high in the latter part of fiscal 2010, remain elevated. This elevated price is largely the result of the expiration of the Black Liquor tax credit, the continued presence of export demand and increased demand for recycled containerboard products. It is anticipated that average recycled fiber prices will be greater this year than in fiscal 2010. The expected cost of natural gas, another significant cost component, is anticipated to remain constant during fiscal 2011. Electrical costs will increase in fiscal 2011 as the refund credits received throughout fiscal 2010 (due to improperly allocated prior years trading margins and fuel surcharges) have expired. There is a base rate increase scheduled for review at the Oklahoma Corporation Commission with hearings scheduled to begin in December. Pending the outcome of that rate case, the production costs and operating earnings of our paperboard segment may be negatively impacted by additional increases in electrical costs during the last quarter of fiscal 2011.

Cement demand in all U.S. regions continues to be impacted by reduced residential housing construction, the continued softening of the commercial construction market and the expanding state government budget deficits, which are expected to hinder cement consumption during the remainder of calendar 2010. Cement consumption in the U.S. declined approximately 3% during the first eight months of calendar 2010, as compared to the first eight months of calendar 2009. Imported cement comprised approximately 8% of the total cement consumption through August 2010, which is consistent with the same period in 2009. We anticipate cement consumption for the rest of calendar 2010 to be consistent with cement consumption during calendar 2009.

We anticipate concrete and aggregate sales volumes and sales prices to be depressed throughout the remainder of calendar 2010 in our markets as both residential and infrastructure spending remain soft.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to adopt accounting policies and make significant judgments and estimates to develop amounts reflected and disclosed in the financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare our financial statements. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information.

Information regarding our Critical Accounting Policies and Estimates can be found in our Annual Report. The five critical accounting policies that we believe either require the use of the most judgment, or the selection or application of alternative accounting policies, and are material to our financial statements, are those relating to long-lived assets, goodwill, environmental liabilities, accounts receivable and income taxes. Management has discussed the development and selection of these critical accounting policies and estimates with the Audit Committee of our Board of Directors and with our independent registered public accounting firm. In addition, Note (A) to the financial statements in our Annual Report contains a summary of our significant accounting policies.

Recent Accounting Pronouncements

Refer to Note (A) in the Notes to Consolidated Financial Statements of the Form 10-Q for information regarding recently issued accounting pronouncements that may affect our financial statements.

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LIQUIDITY AND CAPITAL RESOURCES

Cash Flow.

The following table provides a summary of our cash flows:

	For the Six Months Ended September 30, 2010	2009
	(dollars in thousands)	
Net Cash Provided by Operating Activities	$ 26,963	$ 59,045
Investing Activities:		
Capital Expenditures	(5,467)	(9,864)
Proceeds from Sale of Property, Plant and Equipment	600	
Net Cash Used in Investing Activities	(4,867)	(9,864)
Financing Activities:		
Excess Tax Benefits from Share Based Payment Arrangements	375	197
Increase (Decrease) in Notes Payable	(8,000)	(55,000)
Dividends Paid	(8,797)	(8,715)
Proceeds from Stock Option Exercises	911	950
Net Cash Provided by (Used in) Financing Activities	(15,511)	(62,568)
Net Increase (Decrease) in Cash	$ 6,585	$ (13,387)

Cash flow from operating activities decreased by approximately $32.1 million during the six month period ended September 30, 2010, as compared to the similar period in 2009, primarily due to the $29.5 million payment for Federal and state taxes as explained in Footnote (L) of the Unaudited Consolidated Financial Statements. Use of cash from changes in operating assets and liabilities, excluding income taxes payable, was $2.3 million during the six months ended September 30, 2010, as compared to cash provided of $5.7 million during the similar period in 2009. This decrease was caused primarily by timing of accounts payable and greater inventory reductions in fiscal 2010 as compared to fiscal 2011.

Net cash used in investing activities during the six month period ended September 30, 2010 was approximately $5.0 million less than cash used for that purpose in the similar period in 2009. Although capital expenditures decreased during the first six months of fiscal 2011, as compared to fiscal 2010, we still expect capital expenditures for the full year of fiscal 2011 to be consistent with capital expenditures during fiscal 2010.

In June 2010, we received a Notice of Deficiency (Notice) (commonly referred to as a 90 Day Letter) of $71.5 million of taxes and penalties for the fiscal years ended March 31, 2001 through 2006, inclusive, related to the IRS audit of the Republic Asset Acquisition. The Notice was in substantial agreement with our financial accruals, including interest. The total amount related to the Notice, including interest, was approximately $98.7 million, of which $75 million had previously been deposited with the IRS. We deposited the remaining $23.7 million with the IRS in July 2010 and asked the IRS to apply all $98.7 million of deposits to the payment of the tax, penalties and interest. We have filed refund claims with the IRS to recover all $98.7 million and, in the event those refund claims are denied, we will file a lawsuit in Federal District Court to recover the requested refunds. See Footnote (L) of the Unaudited Consolidated Financial Statements for additional information.

Net cash used in financing activities was $15.5 million during the six month period ended September 30, 2010, as compared to net cash used in financing activities of $62.5 million during the six month period ended September 30, 2009. The decrease in cash used in financing activities is primarily due to the reduction in debt repayments during the six months ended September 30, 2010, as compared to the similar period in 2009. Our debt-to-capitalization ratio and net-debt-to-capitalization ratio declined to 38.7% and 38.1%, respectively, at September 30, 2010, as

compared to 40.2% and 40.0%, respectively, at March 31, 2010.

Working capital decreased to $86.8 million at September 30, 2010, compared to $89.4 million at March 31, 2010, primarily due to our classification of $10.0 million owed under our Bank Credit Facility as current during the quarter ended September 30, 2010. The decrease in working capital due to the reclassification of the Bank Credit Facility was slightly offset by increased cash and accounts and notes receivable. We did not have any material contractual obligations related to long-term capital projects at September 30, 2010. We were in compliance at September 30, 2010 with all the terms and covenants of our credit agreements.

Given the relative weakness in the gypsum wallboard earnings over the last year and during the first six months of this year, we determined it was necessary to perform an impairment test on the assets and goodwill of the gypsum wallboard segment. That impairment test was similar to the annual impairment test performed during the first quarter of each calendar year. We estimated the fair value of the gypsum wallboard reporting unit using the income method, which consisted of estimating future earnings and cash flows, and discounting these to a single present value, which was compared to the carrying value. Based upon the above analysis, we noted that there was no impairment at this time. We will continue to assess the potential impairment throughout fiscal year 2011, or until conditions in the wallboard industry improve enough for us to determine that impairment loss is not likely to occur.

Debt Financing Activities.

Bank Credit Facility -

We entered into a $350.0 million credit facility on December 16, 2004. On June 30, 2006, we amended the Bank Credit Facility (the Bank Credit Facility) to extend the expiration date from December 2009 to June 2011, and to reduce the borrowing rates and commitment fees. Borrowings under the Bank Credit Facility are guaranteed by all major operating subsidiaries of the Company. Outstanding principal amounts on the Bank Credit Facility bear interest at a variable rate equal to LIBOR, plus an agreed margin (ranging from 55 to 150 basis points), which is to be established quarterly based upon the Company s ratio of consolidated EBITDA, which is defined as earnings before interest, taxes, depreciation and amortization, to its consolidated indebtedness. Interest payments are payable monthly or at the end of the LIBOR advance periods, which can be up to a period of six months at the option of the Company. Our Bank Credit Facility contains customary covenants that restrict our ability to incur additional debt, encumber our assets, sell assets, make or enter into certain investments, loans or guaranties and enter into sale and leaseback arrangements. The Bank Credit Facility also requires us to maintain a consolidated funded indebtedness ratio (consolidated indebtedness to earnings before interest, taxes, depreciation and amortization) of 3.5 or less and an interest coverage ratio (consolidated earnings before interest and taxes to interest expense) of at least 2.5. The Bank Credit Facility also limits our ability to make certain restricted payments, such as paying cash dividends; however, there are several exceptions to this restriction, including: (i) the Company may pay cash dividends in an aggregate amount of up to $50.0 million each fiscal year if no default exists or would result therefrom; and (ii) the Company may make restricted payments not otherwise permitted so long as no default would result therefrom and our consolidated funded indebtedness ratio does not exceed 3.0.

We have $10 million of borrowings outstanding under the Bank Credit Facility at September 30, 2010, which have been classified as current, as our Bank Credit Facility is scheduled to expire on June 30, 2011. We anticipate having a new credit facility in place before the Bank Credit Facility expires on June 30, 2011. We currently have $330.8 million of borrowings available under the Bank Credit Facility at September 30, 2010.

Senior Notes -

We entered into a Note Purchase Agreement on November 15, 2005 (the 2005 Note Purchase Agreement) related to our sale of $200 million of senior, unsecured notes, designated as Series 2005A Senior Notes (the Series 2005A Senior Notes) in a private placement transaction. The Series 2005A Senior Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in three tranches on November 15, 2005. Since entering into the 2005 Note Purchase Agreement, we have repurchased $22 million in principal of the Series 2005A Senior Notes. Following these repurchases, the amounts outstanding for each of the three tranches are as follows:

	Principal	Maturity Date	Interest Rate
Tranche A	$ 38.6 million	November 15, 2012	5.25%
Tranche B	$ 77.2 million	November 15, 2015	5.38%
Tranche C	$ 62.2 million	November 15, 2017	5.48%

Interest for each tranche of Notes is payable semi-annually on May 15 and November 15 of each year until all principal is paid for the respective tranche.

We entered into an additional Note Purchase Agreement on October 2, 2007 (the 2007 Note Purchase Agreement) related to our sale of $200 million of senior, unsecured notes, designated as Series 2007A Senior Notes (the Series 2007A Senior Notes) in a private placement transaction. The Series 2007A Senior Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in four tranches on October 2, 2007. Since entering into the 2007 Note Purchase Agreement, we have repurchased $93 million in principal of the Series 2007A Senior Notes. Following the repurchase, the amounts outstanding for each of the four tranches are as follows:

	Principal	Maturity Date	Interest Rate
Tranche A	$ 9.5 million	October 2, 2014	6.08%
Tranche B	$ 11.0 million	October 2, 2016	6.27%
Tranche C	$ 50.0 million	October 2, 2017	6.36%
Tranche D	$ 36.5 million	October 2, 2019	6.48%

Interest for each tranche of Notes is payable semi-annually on April 2 and October 2 of each year until all principal is paid for the respective tranche.

Our obligations under the 2005 Note Purchase Agreement and the 2007 Note Purchase Agreement (collectively referred to as the Note Purchase Agreements) and the Series 2005A Senior Notes and the Series 2007A Senior Notes (collectively referred to as the Senior Notes) are equal in right of payment with all other senior, unsecured debt of the Company, including our debt under the Bank Credit Facility. The Note Purchase Agreements contain customary restrictive covenants, including covenants that place limits on our ability to encumber our assets, to incur additional debt, to sell assets, or to merge or consolidate with third parties, as well as certain cross covenants with the Bank Credit Facility.

Other than the Bank Credit Facility, we have no other source of committed external financing in place. In the event the Bank Credit Facility were terminated, no assurance can be given as to our ability to secure a new source of financing. Consequently, if any balance were outstanding on the Bank Credit Facility at the time of termination, and an alternative source of financing could not be secured, it could have a material adverse impact on us. None of our debt is rated by the rating agencies.

Our Bank Credit Facility, under which we currently owe $10.0 million, matures in June 2011. We believe our cash flows from operations provide us with sufficient liquidity and we believe current market conditions provide us with an opportunity to refinance the Bank Credit Facility before the maturity date.

We do not have any off balance sheet debt, except for approximately $12 million of operating leases, which have an average remaining term of approximately fifteen years. Also, we have no outstanding debt guarantees. We have available under the Bank Credit Facility a $25 million Letter of Credit Facility. At September 30, 2010, we had $9.2 million of letters of credit outstanding that renew annually. We are contingently liable for performance under $9.0 million in performance bonds relating primarily to our mining operations.

We believe that our cash flow from operations and available borrowings under our Bank Credit Facility should be sufficient to meet our currently anticipated operating needs, capital expenditures and dividend and debt service requirements for at least the next twelve months. However, our future liquidity and capital requirements may vary depending on a number of factors, including market conditions in the construction industry, our ability to renew our Bank Credit Facility and maintain compliance with the covenants thereunder, the level of competition and general and economic factors beyond our control. These and other developments could reduce our cash flow or require that we seek additional sources of funding. We cannot predict what effect these factors will have on our future liquidity.

Cash Used for Share Repurchases.

We did not repurchase any of our shares during the six month period ended September 30, 2010. As of September 30, 2010, we had a remaining authorization to purchase 717,300 shares. Share repurchases may be made from time-to-time in the open market or in privately negotiated transactions. The timing and amount of any repurchases of shares will be determined by management, based on its evaluation of market and economic conditions and other factors.

During the quarter ended September 30, 2010, 3,401 shares of stock were withheld from employees upon the vesting of Restricted Shares that were granted under the Plan. These shares were withheld by us to satisfy the employees minimum statutory tax withholding, which is required once the Restricted Shares are vested.

Dividends.

Dividends paid were $8.8 million and $8.7 million for the six month periods ended September 30, 2010 and 2009, respectively. Each quarterly dividend payment is subject to review and approval by our Board of Directors, who will continue to evaluate our dividend payment amount on a quarterly basis.

Capital Expenditures.

The following table compares capital expenditures:

	For the Six Months Ended September 30,	
	2010	2009
	(dollars in thousands)	
Land and Quarries	$	$ 4,223
Plants	4,465	4,179
Buildings, Machinery and Equipment	1,002	1,462
Total Capital Expenditures	$ 5,467	$ 9,864

For fiscal 2011, we expect capital expenditures of approximately $15.0 to $20.0 million. Historically, we have financed such expenditures with cash from operations and borrowings under our revolving credit facility.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks related to fluctuations in interest rates on our Bank Credit Facility. From time-to-time we have utilized derivative instruments, including interest rate swaps, in conjunction with our overall strategy to manage the debt outstanding that is subject to changes in interest rates. Outstanding borrowings under the Bank Credit Facility were $10 million at September 30, 2010. At present, we do not utilize derivative financial instruments.

We are subject to commodity risk with respect to price changes principally in coal, coke, natural gas and power. We attempt to limit our exposure to changes in commodity prices by entering into contracts or increasing use of alternative fuels.

Item 4. Controls and Procedures

We have established a system of disclosure controls and procedures that are designed to ensure that information relating to the Company, which is required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (Exchange Act), is recorded, processed, summarized and reported within the time periods specified by the SEC s rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, in a timely fashion. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was performed as of the end of the period covered by this quarterly report. This evaluation was performed under the supervision and with the participation of management, including our CEO and CFO. Based upon that evaluation, our CEO and CFO have concluded that these disclosure controls and procedures were effective.

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Part II. Other Information

ITEM 1. LEGAL PROCEEDINGS

On October 5, 2010, Region IX of the U.S. Environmental Protection Agency (EPA) issued a Notice of Violation and Finding of Violation (NOV) alleging violations by our subsidiary, Nevada Cement Company (NCC), of the Clean Air Act (CAA). NCC had previously responded to an EPA request for information pursuant to Section 114 of the CAA. The NOV alleges that NCC made certain physical changes to its facility in the 1990s without first obtaining permits as required by the Prevention of Significant Deterioration requirements and Title V permit requirements of the CAA. The EPA also alleges that NCC has failed to submit to EPA since 2002 certain reports as required by the National Emissions Standard for Hazardous Air Pollutants General Provisions and the Portland Cement Manufacturing Industry Standards. The NOV states that the EPA may seek penalties although it does not propose or assess any specific level of penalties or specify what relief the EPA will seek for the alleged violations. NCC believes it has substantial meritorious defenses to the allegations in the NOV. NCC has requested a conference with the EPA to present its defenses and to potentially negotiate resolution of the NOV with the EPA. If a negotiated settlement cannot be reached, NCC intends to vigorously defend these matters in any enforcement action that may be pursued by EPA. As a part of a settlement, or should NCC fail in its defense in any enforcement action, NCC could be required to make substantial capital expenditures to modify its facility and incur increased operating costs. NCC could also be required to pay significant civil penalties. If litigation regarding this matter occurs, it could take many years to resolve the underlying issues alleged in the NOV. We are currently unable to determine the final outcome of this matter or the impact of an unfavorable determination upon our financial position or results of operations. Another of our subsidiaries, Mountain Cement Company, is in the process of responding to a separate Section 114 information request letter from EPA under the CAA seeking information similar to the request previously received by NCC.

ITEM 1A. RISK FACTORS

We are affected by the level of demand in the construction industry, which is currently experiencing a significant downturn.

Demand for our products is directly related to the level of activity in the construction industry, which includes residential, commercial and infrastructure construction. In particular, the downturn in residential construction and commercial construction has impacted, and will likely continue to adversely impact, our wallboard business. The residential construction industry is currently undergoing a significant downturn. The effects of this downturn have been exacerbated by market disruptions resulting from the subprime mortgage crisis, which began in the second half of 2007, and the ensuing financial crisis affecting the banking system and financial markets, which became evident in the third quarter of 2008. A similar downturn has occurred in commercial construction as well, beginning in 2008. Furthermore, activity in the infrastructure construction business is directly related to the amount of government funding available for such projects. Any decrease in the amount of government funds available for such projects or any decrease in construction activity in general (including a continued decrease in residential construction or continued weakening of commercial construction) could have a material adverse effect on our business, financial condition and results of operations.

Our business is seasonal in nature, and this causes our quarterly results to vary significantly.

A majority of our business is seasonal with peak revenues and profits occurring primarily in the months of April through November when the weather in our markets is more favorable to construction activity. Quarterly results have varied significantly in the past and are likely to vary significantly from quarter to quarter in the future. Such variations could have a negative impact on the price of our common stock.

Our customers participate in cyclical industries, which are subject to industry downturns.

A majority of our revenues are from customers who are in industries and businesses that are cyclical in nature and subject to changes in general economic conditions, including the current economic recession. In addition, since our operations are in a variety of geographic markets, our businesses are subject to the economic conditions in each such geographic market. General economic downturns or localized downturns in the regions where we have operations, including the current and any future downturns in the residential or commercial construction industries, generally have an adverse effect on demand for our products. Furthermore, additions to the production capacity of industry participants, particularly in the gypsum wallboard industry, have created an imbalance between supply and demand, which could continue to adversely affect the prices at which we sell our products and adversely affect the collectability of our receivables. In general, any further downturns in the industries to which we sell our products or any further increases in capacity in the gypsum wallboard, paperboard and cement industries could have a material adverse effect on our business, financial condition and results of operations.

Our operations and our customers are subject to extensive governmental regulation, which can be costly and burdensome.

Our operations and those of our customers are subject to and affected by federal, state and local laws and regulations with respect to such matters as land usage, street and highway usage, noise level and health and safety and environmental matters. In many instances, various certificates, permits or licenses are required in order for us or our customers to conduct business or for construction and related operations. Although we believe that we are in compliance in all material respects with regulatory requirements, there can be no assurance that we will not incur material costs or liabilities in connection with regulatory requirements or that demand for our products will not be adversely affected by regulatory issues affecting our customers. In addition, future developments, such as the discovery of new facts or conditions, new or stricter laws or regulations (including without limitation, climate change legislation described below), or stricter interpretations of existing laws or regulations, may impose new liabilities on us, require additional investment by us or prevent us from opening or expanding plants or facilities, any of which could have a material adverse effect on our financial condition or results of operations.

Legislative and regulatory measures to address emissions of Green House Gasses (GHG s) are in various phases of discussions or implementation at the international, national, regional and state levels. On the federal level, legislation imposing restrictions on GHGs is under consideration. Proposed legislation has passed the U.S. House of Representatives but failed to clear the U.S. Senate. If enacted, the House bill would establish a cap on emissions of GHGs from certain industries in the United States, including cement manufacturing, beginning in 2013. The bill would require these capped sources of GHG emissions to obtain GHG emission allowances corresponding to their annual emissions of GHGs.

In addition, the EPA is taking steps that would result in the regulation of GHGs as pollutants under the Clean Air Act. On September 22, 2009, the EPA issued a Mandatory Reporting of Greenhouse Gases final rule, which took effect December 29, 2009. This rule establishes a new comprehensive scheme requiring operators of stationary sources in the United States emitting more than established annual thresholds of GHGs to inventory and report their GHG emissions annually on a facility-by-facility basis. In addition, on December 15, 2009, the EPA published a final rule finding that emissions of GHGs from automobiles endanger public health and welfare and proposed a rule to limit GHG emissions from automobiles. This rule, according to EPA, will trigger construction and operating permit requirements for large stationary sources, including cement plants. In a final rule issued on May 13, 2010, known as EPA s Tailoring Rule, any modification or expansion of our existing plants (or construction of a new plant) after January 1, 2011 that triggers New Source Review (NSR) requirements for non-GHG emissions will also trigger NSR for GHG if our proposed GHG emissions exceed 75,000 tons per year. This would require the permitting of, and evaluation of potential controls for, GHG emissions. Effective July 1, 2011, any modification or expansion of our existing plants that results in an increase of our GHG emissions in excess of 75,000 tons per year, or construction of a new plant with the potential to emit 100,000 tons per year, will require NSR permiting and the

implementation best available control technology for GHG emissions. These limitations on emissions of GHGs from our equipment or operations could require us to incur costs to reduce such emissions and could ultimately affect our operations and our ability to obtain air permits for new or modified facilities.

The potential consequences of GHG emission reduction measures for our operations are potentially significant because (1) the cement manufacturing process requires the combustion of large amounts of fuel, (2) in our cement manufacturing process, the production of carbon dioxide is a byproduct of the calcination process, whereby carbon dioxide is removed from calcium carbonate to produce calcium oxide, and (3) our gypsum wallboard manufacturing process combusts a significant amount of fossil fuel, especially natural gas. At this time, it is not possible to accurately estimate how laws or regulations addressing GHG emissions would impact our business. Any imposition of raw materials or production limitations, fuel-use or carbon taxes, or emission limitations or reductions could have a significant impact on the cement manufacturing industry and the gypsum wallboard manufacturing industry and a material adverse effect on us and our results of operations.

On, September 9, 2010, the EPA finalized the National Emissions Standards for Hazardous Air Pollutants, or NESHAP, for Portland cement plants (PC MACT). The PC MACT will require a significant reduction in emissions of certain hazardous air pollutants from Portland cement kilns. The PC MACT sets limits on mercury emissions from existing Portland cement kilns and increases the stringency of emission limits for new kilns. The PC MACT also sets emission limits for total hydrocarbons, particulate matter and sulfur dioxide from cement kilns of all sizes and would reduce hydrochloric acid emissions from kilns that are large emitters. The PC MACT takes full effect in 2013, although there is an opportunity for a one-year delay under certain circumstances. This rule will materially increase capital costs and costs of production for the Company and the industry as a whole.

The EPA recently released proposed regulations to address the storage and disposal of coal combustion products, which include fly ash and flue gas desulfurization gypsum (synthetic gypsum). We use synthetic gypsum in wallboard manufactured at our Georgetown, SC plant. In its release, the EPA is proposing two alternative regulations. Under one proposal, the EPA would characterize coal combustion products destined for disposal as a special waste under Subtitle C of the Resource Conservation and Recovery Act (RCRA), which is the Subtitle that regulates hazardous wastes. However, under this proposal, beneficial use of coal combustion products, including synthetic gypsum, would continue to be exempt under the Bevill Amendment and not warrant regulation. Under the other proposal, the EPA would continue to regulate coal combustion products under Subtitle D of RCRA, which regulates solid wastes that are not hazardous wastes. The EPA has emphasized that it does not wish to discourage the beneficial reuse of coal combustion products under either of its two proposals. Because the EPA s proposed regulations must go through a public comment period before becoming final, it is not possible to accurately predict the regulations that will be ultimately adopted. However, it is possible that EPA s rulemaking could affect our business, financial condition and results of operations, depending on how any such regulation affects our costs or the demand for our products utilizing synthetic gypsum.

We are subject to the risk of unfavorable weather conditions during peak construction periods and other unexpected operational difficulties.

Because a majority of our business is seasonal, unfavorable weather conditions and other unexpected operational difficulties during peak construction periods could adversely affect operating income and cash flow and could have a disproportionate impact on our results of operations for the full year.

Our products are commodities, which are subject to significant changes in supply and demand and price fluctuations.

The products sold by us are commodities and competition among manufacturers is based largely on price. Prices are often subject to material changes in response to relatively minor fluctuations in supply and demand, general economic conditions and other market conditions beyond our control. Increases in the industry s production capacity for products such as gypsum wallboard or cement or increases in cement imports tend to create an oversupply of such products and negatively impact product prices. There can be no assurance that prices for products sold by us will not decline in the future or that such declines will not have a material adverse effect on our business, financial condition and results of operations.

Increases in interest rates could adversely affect demand for our products, which would have an adverse effect on our results of operations.

Our business is significantly affected by the movement of interest rates. Interest rates have a direct impact on the level of residential, commercial and infrastructure construction activity. Higher interest rates could result in decreased demand for our products, which would have a material adverse effect on our business and results of operations. In addition, increases in interest rates could result in higher interest expense related to borrowings under our credit facilities.

Our results of operations are subject to significant changes in the cost and availability of fuel, energy and other raw materials.

Major cost components in each of our businesses are the cost of fuel, energy and raw materials. Significant increases in the cost of fuel, energy or raw materials or substantial decreases in their availability could materially and adversely affect our sales and operating profits. Prices for fuel, energy or raw materials used in connection with our businesses could change significantly in a short period of time for reasons outside our control. Prices for fuel and electrical power, which are significant components of the costs associated with our gypsum wallboard and cement businesses, have fluctuated significantly in recent years and are expected to increase in the future. In the event of large or rapid increases in prices, we may not be able to pass the increases through to our customers in full, which would reduce our operating margin.

We may become subject to significant clean-up, remediation and other liabilities under applicable environmental laws.

Our operations are subject to state, federal and local environmental laws and regulations, which impose liability for cleanup or remediation of environmental pollution and hazardous waste arising from past acts. These laws and regulations also require pollution control and prevention, site restoration and operating permits and/or approvals to conduct certain of our operations. Certain of our operations may from time-to-time involve the use of substances that are classified as toxic or hazardous substances within the meaning of these laws and regulations. Additionally, any future laws or regulations addressing greenhouse gas emissions would likely have a negative impact on our business or results of operations, either through the imposition of raw material or production limitations, fuel-use or carbon taxes or emission limitations or reductions. We are unable to estimate accurately the impact on our business or results of operations of any such law or regulation at this time. Risk of environmental liability (including the incurrence of fines, penalties or other sanctions or litigation liability) is inherent in the operation of our businesses. As a result, it is possible that environmental liabilities and compliance with environmental regulations could have a material adverse effect on our operations in the future. See Item 1. Business Environmental Matters in our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on May 27, 2010, for more information on our regulatory and environmental matters.

Significant changes in the cost and availability of transportation could adversely affect our business, financial condition and results of operations.

Some of the raw materials used in our manufacturing processes, such as coal or coke, are transported to our facilities by truck or rail. In addition, the transportation costs associated with the delivery of our wallboard products are a significant portion of the variable cost of our gypsum wallboard segment. Significant increases in the cost of fuel or energy can result in material increases in the cost of transportation which could materially and adversely affect our operating profits. In addition, reductions in the availability of certain modes of transportation such as rail or trucking could limit our ability to deliver product and therefore materially and adversely affect our operating profits.

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Our debt agreements contain restrictive covenants and require us to meet certain financial ratios and tests, which limit our flexibility and could give rise to a default if we are unable to remain in compliance.

Our amended and restated credit agreement and the note purchase agreements governing our senior notes contain, among other things, covenants that limit our ability to finance future operations or capital needs or to engage in other business activities, including our ability to:

- Incur additional indebtedness;
- Sell assets or make other fundamental changes;
- Engage in mergers and acquisitions;
- Pay dividends and make other restricted payments;
- Make investments, loans, advances or guarantees;
- Encumber the assets of the Company and its restricted subsidiaries;
- Enter into transactions with our affiliates.

In addition, these agreements require us to meet and maintain certain financial ratios and tests, which may require that we take action to reduce our debt or to act in a manner contrary to our business objectives. Events beyond our control, including the severity and duration of the current industry downturn and changes in general business and economic conditions, may impair our ability to comply with these covenants or meet those financial ratios and tests. A breach of any of these covenants or failure to maintain the required ratios and meet the required tests may result in an event of default under those agreements. This may allow the lenders under those agreements to declare all amounts outstanding thereunder to be immediately due and payable, terminate any commitments to extend further credit to us and pursue other remedies available to them under the applicable agreements. If this occurs, our indebtedness may be accelerated and we may not be able to refinance the accelerated indebtedness on favorable terms, or at all, or repay the accelerated indebtedness.

Our production facilities may experience unexpected equipment failures, catastrophic events and scheduled maintenance.

Interruptions in our production capabilities may cause our productivity and results of operations to decline significantly during the affected period. Our manufacturing processes are dependent upon critical pieces of equipment. Such equipment may, on occasion, be out of service as a result of unanticipated events such as fires, explosions, violent weather conditions or unexpected operational difficulties. We also have periodic scheduled shut-downs to perform maintenance on our facilities. Any significant interruption in production capability may require us to make significant capital expenditures to remedy problems or damage as well as cause us to lose revenue due to lost production time, which could have a material adverse effect on our results of operations and financial condition.

Pension assets and costs associated with employee benefit plans generally are affected by economic and market conditions.

The current economic environment could negatively impact the fair value of pension assets, which could increase future funding requirements to our pension trusts. More generally, our costs are significantly affected by expenses related to our employee benefit plans. The recognition of costs and liabilities associated with these plans for financial reporting purposes is affected by assumptions made by management and used by actuaries engaged by us to calculate the projected and accumulated benefit obligations and the annual expense recognized for these plans. Economic and market factors and conditions could affect any of these assumptions and may affect our estimated and actual employee benefit

plan costs and our results of operations.

Inflation and increases in interest rates could adversely affect our business and demand for our products, which would have an adverse effect on our results of operations.

Our business is significantly affected by the movement of interest rates. Interest rates have a direct impact on the level of residential, commercial and infrastructure construction activity by impacting the cost of borrowed funds to builders. Higher interest rates could result in decreased demand for our products, which would have a material adverse effect on our business and results of operations. In addition, increases in interest rates could result in higher interest expense related to borrowings under our credit facilities. Inflation can result in higher interest rates. With inflation, the costs of capital increase, and the purchasing power of our cash resources can decline. Current or future efforts by the government to stimulate the economy may increase the risk of significant inflation and its direct and indirect adverse impact on our business and results of operations.

Volatility and disruption of financial markets could affect access to credit.

The current difficult economic environment has caused a contraction in the availability, and increased the cost, of credit in the marketplace. This could potentially reduce the sources of liquidity for the Company and our customers.

This report includes various forward-looking statements, which are not facts or guarantees of future performance and which are subject to significant risks and uncertainties.

This report and other materials we have filed or will file with the SEC, as well as information included in oral statements or other written statements made or to be made by us, contain or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate to matters of a strictly factual or historical nature and generally discuss or relate to forecasts, estimates or other expectations regarding future events. Generally, the words believe, expect, intend, estimate, anticipate, project, may, could, might, will and similar expressions identify forward-looking statements, including statements related to expected operating and performing results, planned transactions, plans and objectives of management, future developments or conditions in the industries in which we participate, including future prices for our products, audits and legal proceedings to which we are a party and other trends, developments and uncertainties that may affect our business in the future.

Forward-looking statements are not historical facts or guarantees of future performance but instead represent only our beliefs at the time the statements were made regarding future events, which are subject to significant risks, uncertainties, and other factors, many of which are outside of our control. Any or all of the forward-looking statements made by us may turn out to be materially inaccurate. This can occur as a result of incorrect assumptions, changes in facts and circumstances or the effects of known risks and uncertainties. Many of the risks and uncertainties mentioned in this report or other reports filed by us with the SEC, including those discussed in the risk factor section of this report, will be important in determining whether these forward-looking statements prove to be accurate. Consequently, neither our stockholders nor any other person should place undue reliance on our forward-looking statements and should recognize that actual results may differ materially from those that may be anticipated by us.

All forward-looking statements made in this report are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed in this report will increase with the passage of time. We undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise.

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

The disclosure required under this Item is included in Part 1. of this Quarterly Report on Form 10-Q under the heading Cash Used for Share Repurchase and is incorporated herein by reference.

Item 5. Other Information

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which was enacted on July 21, 2010, requires that mine operators provide certain safety information in their periodic reports filed with the SEC, such as the number of certain types of violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the Mine Act) by the Mine Safety and Health Administration (MSHA).

The following table provides the required information for the three-month period ended September 30, 2010 for our locations with reportable information. Our other covered locations did not have any reportable information.

Quarry Site (MSHA ID)	Total # of S&S violations under Mine Act §104	Total # of orders under Mine Act §104(b)	Total # of unwarrantable failure citations and orders under Mine Act §104(d)	Total # of violations under Mine Act §110(b)(2)	Total # of orders under Mine Act §107(a)	Total dollar value of proposed assessments from MSHA ($ in thousands)	Total # of mining related fatalities	Received written notice under Mine Act §104(e) (yes/no)?	Total # of pending legal actions before the Federal Mine Safety and Health Review Commission
American Gypsum Company, LLC Duke, OK (3400256)	1	0	0	0	0	$ 1	0	No	0
Mountain Cement Company Laramie, WY (4800007)	11	0	0	1	0	$108	0	No	2
Illinois Cement Company LaSalle, IL (1100003)	4	0	0	0	0	$ 3	0	No	2
Nevada Cement Company Fernley, NV (2600015)	9	0	3	0	0	$ 2	0	No	3
Centex Materials Buda, TX (4102241)	0	0	0	0	0	$ 1	0	No	0
Western Aggregates Marysville, CA (0404950)	0	0	0	0	0	$ 1	0	No	2

Item 6. Exhibits

10.1*	Eagle Materials Inc. Director Compensation Summary. [(1)]
10.2*	Form of Director Non-Qualified Stock Option Agreement. [(1)]
10.3*	Eagle Materials Inc. Amended and Restated Incentive Plan. [(1)]
12.1*	Computation of Ratio of Earnings to Fixed Charges.
31.1*	Certification of the Chief Executive Officer of Eagle Materials Inc. pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of the Chief Financial Officer of Eagle Materials Inc. pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended.
32.1*	Certification of the Chief Executive Officer of Eagle Materials Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of the Chief Financial Officer of Eagle Materials Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following information from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed with the Securities and Exchange Commission on November 5, 2010, formatted in eXtensible Business Reporting Language (XBRL): (i) the consolidated income statements for the three month periods ended September30, 2010 and September30, 2009, (ii) the consolidated balance sheets at September30, 2010 and March 31, 2010, (iii) the consolidated statements of cash flows for the three months ended September30, 2010 and September30, 2009, and (iv) the notes to the consolidated financial statements (tagged as blocks of text). [(2)]

* Filed herewith.

(1) Management contract or compensatory plan or arrangement.

(2) Pursuant to Rule 406T of Regulation S-T, the interactive files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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.

	EAGLE MATERIALS INC. Registrant
November 5, 2010	/s/ STEVEN R. ROWLEY Steven R. Rowley President and Chief Executive Officer (principal executive officer)
November 5, 2010	/s/ D. CRAIG KESLER D. Craig Kesler Executive Vice President Finance and Administration and Chief Financial Officer (principal financial officer)
November 5, 2010	/s/ WILLIAM R. DEVLIN William R. Devlin Senior Vice President Controller and Chief Accounting Officer (principal accounting officer)