

COMMERCIAL METALS CO

Form 10-Q

July 08, 2009

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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 May 31, 2009  
Commission File Number 1-4304  
COMMERCIAL METALS COMPANY**  
(Exact name of registrant as specified in its charter)

Delaware

75-0725338

(State or other jurisdiction of incorporation of  
organization)

(I.R.S. Employer Identification Number)

6565 N. MacArthur Blvd.  
Irving, Texas 75039  
(Address of principal executive offices)  
(Zip Code)  
(214) 689-4300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes  No

As of July 6, 2009, there were 112,530,648 shares of the Company's common stock issued and outstanding excluding 16,530,016 shares held in the Company's treasury.



**COMMERCIAL METALS COMPANY AND SUBSIDIARIES  
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**Table of Contents****PART 1. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****COMMERCIAL METALS COMPANY AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

| <b>(in thousands, except share data)</b>  | <b>May 31,<br/>2009</b> | <b>August 31,<br/>2008</b> |
|---|-------------------------|----------------------------|
| Assets  |                         |                            |
| Current assets:   |                         |                            |
| Cash and cash equivalents   | \$ 441,389              | \$ 219,026                 |
| Accounts receivable (less allowance for collection losses of \$43,189 and \$17,652) | 710,330                 | 1,369,453                  |
| Inventories   | 745,949                 | 1,400,332                  |
| Other   | 181,329                 | 228,632                    |
| Total current assets  | 2,078,997               | 3,217,443                  |
| Property, plant and equipment:  |                         |                            |
| Land  | 84,059                  | 84,539                     |
| Buildings and improvements  | 483,788                 | 462,186                    |
| Equipment   | 1,356,851               | 1,292,832                  |
| Construction in process   | 329,078                 | 256,156                    |
|   | 2,253,776               | 2,095,713                  |
| Less accumulated depreciation and amortization                                      | (984,615)               | (941,391)                  |
|   | 1,269,161               | 1,154,322                  |
| Goodwill  | 73,700                  | 84,837                     |
| Other assets  | 260,103                 | 289,769                    |
|   | <b>\$3,681,961</b>      | <b>\$4,746,371</b>         |
| Liabilities and stockholders' equity  |                         |                            |
| Current liabilities:  |                         |                            |
| Accounts payable-trade  | \$ 301,459              | \$ 838,777                 |
| Accounts payable-documentary letters of credit                                      | 190,001                 | 192,492                    |
| Accrued expenses and other payables   | 321,648                 | 563,424                    |
| Income taxes payable and deferred income taxes                                      |                         | 156                        |
| Notes payable   | 2,105                   | 31,305                     |
| Current maturities of long-term debt  | 23,647                  | 106,327                    |
| Total current liabilities   | 838,860                 | 1,732,481                  |
| Deferred income taxes   | 50,473                  | 50,160                     |
| Other long-term liabilities   | 111,407                 | 124,171                    |
| Long-term debt  | 1,184,599               | 1,197,533                  |
| Total liabilities   | 2,185,339               | 3,104,345                  |
| Minority interests  | 2,434                   | 3,643                      |

Commitments and contingencies

Stockholders' equity

Capital stock:

Preferred stock

Common stock, par value \$0.01 per share; authorized 200,000,000 shares;

issued 129,060,664 shares; outstanding 112,513,917 and 113,777,152 shares

Additional paid-in capital

Accumulated other comprehensive income (loss)

Retained earnings

Less treasury stock 16,546,747 and 15,283,512 shares at cost

Total stockholders' equity

\$3,681,961 \$4,746,371

See notes to unaudited consolidated financial statements.

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**COMMERCIAL METALS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

| <b>(in thousands, except share data)</b>                                       | <b>Three Months Ended</b> |                | <b>Nine Months Ended</b> |                |
|--|---------------------------|----------------|--------------------------|----------------|
|  | <b>May 31,</b>            | <b>May 31,</b> | <b>May 31,</b>           | <b>May 31,</b> |
|  | <b>2009</b>               | <b>2008</b>    | <b>2009</b>              | <b>2008</b>    |
| Net sales  | \$ 1,340,580              | \$ 2,910,730   | \$ 5,331,580             | \$ 7,280,902   |
| Costs and expenses:  |                           |                |                          |                |
| Cost of goods sold   | 1,147,844                 | 2,617,232      | 4,709,215                | 6,489,009      |
| Selling, general and administrative expenses                                   | 169,974                   | 190,882        | 496,368                  | 498,292        |
| Interest expense   | 18,464                    | 15,827         | 62,310                   | 42,285         |
|  | 1,336,282                 | 2,823,941      | 5,267,893                | 7,029,586      |
| Earnings from continuing operations before income taxes and minority interests | 4,298                     | 86,789         | 63,687                   | 251,316        |
| Income taxes   | 15,341                    | 27,980         | 53,115                   | 84,260         |
| Earnings (loss) from continuing operations before minority interests           | (11,043)                  | 58,809         | 10,572                   | 167,056        |
| Minority interests (benefit)   | (370)                     | 277            | (487)                    | 540            |
| Earnings (loss) from continuing operations                                     | (10,673)                  | 58,532         | 11,059                   | 166,516        |
| Earnings (loss) from discontinued operations before taxes                      | (4,165)                   | 1,501          | 4,024                    | 3,722          |
| Income taxes (benefit)   | (1,761)                   | 549            | 1,461                    | 1,815          |
| Earnings (loss) from discontinued operations                                   | (2,404)                   | 952            | 2,563                    | 1,907          |
| Net earnings (loss)  | \$ (13,077)               | \$ 59,484      | \$ 13,622                | \$ 168,423     |
| Basic earnings (loss) per share:   |                           |                |                          |                |
| Earnings (loss) from continuing operations                                     | \$ (0.10)                 | \$ 0.51        | \$ 0.10                  | \$ 1.44        |
| Earnings (loss) from discontinued operations                                   | (0.02)                    | 0.01           | 0.02                     | 0.02           |
| Net earnings (loss)  | \$ (0.12)                 | \$ 0.52        | \$ 0.12                  | \$ 1.46        |
| Diluted earnings (loss) per share:   |                           |                |                          |                |
| Earnings (loss) from continuing operations                                     | \$ (0.10)                 | \$ 0.50        | \$ 0.10                  | \$ 1.41        |
| Earnings (loss) from discontinued operations                                   | (0.02)                    | 0.01           | 0.02                     | 0.02           |
| Net earnings (loss)  | \$ (0.12)                 | \$ 0.51        | \$ 0.12                  | \$ 1.43        |
| Cash dividends per share   | \$ 0.12                   | \$ 0.12        | \$ 0.36                  | \$ 0.33        |
| Average basic shares outstanding   | 112,191,349               | 113,607,049    | 112,398,000              | 115,438,369    |

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|                                    |             |             |             |             |
|------------------------------------|-------------|-------------|-------------|-------------|
| Average diluted shares outstanding | 112,191,349 | 116,090,369 | 113,855,406 | 118,163,737 |
|------------------------------------|-------------|-------------|-------------|-------------|

See notes to unaudited consolidated financial statements.

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**COMMERCIAL METALS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

| <b>(in thousands)</b>  | <b>Nine Months Ended</b> |                         |
|--|--------------------------|-------------------------|
|  | <b>May 31,<br/>2009</b>  | <b>May 31,<br/>2008</b> |
| Cash flows from (used by) operating activities:  |                          |                         |
| Net earnings   | \$ 13,622                | \$ 168,423              |
| Adjustments to reconcile net earnings to cash from (used by) operating activities:         |                          |                         |
| Depreciation and amortization  | 116,045                  | 96,594                  |
| Minority interests (benefit)   | (487)                    | 540                     |
| Provision for losses on receivables  | 33,615                   | 4,246                   |
| Share-based compensation   | 12,369                   | 14,802                  |
| Net loss on sale of assets and other   | 388                      | 372                     |
| Writedown of inventory   | 110,411                  |                         |
| Asset impairment   | 5,051                    | 530                     |
| Changes in operating assets and liabilities, net of acquisitions:                          |                          |                         |
| (Increase) decrease in accounts receivable   | 677,602                  | (308,168)               |
| Accounts receivable sold, net  | (107,978)                | 47,746                  |
| (Increase) decrease in inventories   | 473,423                  | (238,663)               |
| (Increase) decrease in other assets  | 64,683                   | (109,523)               |
| Increase (decrease) in accounts payable, accrued expenses, other payables and income taxes | (716,579)                | 272,022                 |
| Decrease in deferred income taxes  | (4,099)                  | (13,161)                |
| Increase (decrease) in other long-term liabilities   | (9,242)                  | 10,671                  |
| Net cash flows from (used by) operating activities   | 668,824                  | (53,569)                |
| Cash flows from (used by) investing activities:  |                          |                         |
| Capital expenditures   | (290,318)                | (227,241)               |
| Purchase of minority interests in CMC Zawiercie  | (6)                      | (169)                   |
| Proceeds from the sale of property, plant and equipment and other                          | 2,292                    | 1,460                   |
| Acquisitions, net of cash acquired   | (900)                    | (30,646)                |
| Net cash used by investing activities  | (288,932)                | (256,596)               |
| Cash flows from (used by) financing activities:  |                          |                         |
| Increase (decrease) in documentary letters of credit                                       | (2,491)                  | 58,625                  |
| Short-term borrowings, net change  | (25,611)                 | 34,563                  |
| Repayments on long-term debt   | (102,804)                | (1,704)                 |
| Proceeds from issuance of long term debt   | 36,365                   | 35,138                  |
| Stock issued under incentive and purchase plans  | 1,095                    | 12,569                  |
| Treasury stock acquired  | (18,514)                 | (151,530)               |
| Cash dividends   | (40,636)                 | (38,322)                |
| Tax benefits from stock plans  | 1,472                    | 6,674                   |
| Net cash flows used by financing activities  | (151,124)                | (43,987)                |
| Effect of exchange rate changes on cash  | (6,405)                  | 3,455                   |

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|  |            |           |
|--|------------|-----------|
| Increase (decrease) in cash and cash equivalents | 222,363    | (350,697) |
| Cash and cash equivalents at beginning of year   | 219,026    | 419,275   |
| Cash and cash equivalents at end of period       | \$ 441,389 | \$ 68,578 |

See notes to unaudited consolidated financial statements.

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**COMMERCIAL METALS COMPANY AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF**  
**STOCKHOLDERS' EQUITY (UNAUDITED)**

|  | Common Stock        |         | Additional<br>Paid-In<br>Capital | Accumulated<br>Other<br>Comprehensive<br>Retained |             | Treasury Stock      |             | Total      |
|--|---------------------|---------|----------------------------------|---|-------------|---------------------|-------------|------------|
|  | Number of<br>Shares | Amount  |                                  | Income<br>(Loss)                                  | Earnings    | Number of<br>Shares | Amount      |            |
| Balance, September 1, 2008   | 129,060,664         | \$1,290 | \$371,913                        | \$ 112,781  | \$1,471,542 | (15,283,512)        | \$(319,143) | \$1,638,38 |
| Comprehensive income (loss):                                       |                     |         |                                  |   |             |                     |             |            |
| Net earnings for nine months ended<br>May 31, 2009                 |                     |         |                                  |   | 13,622      |                     |             | 13,62      |
| Other comprehensive income<br>(loss):                              |                     |         |                                  |   |             |                     |             |            |
| Foreign currency translation<br>adjustment, net of taxes (\$6,025) |                     |         |                                  | (125,253)   |             |                     |             | (125,25    |
| Unrealized gain on derivatives, net<br>of taxes (\$2,541)          |                     |         |                                  | 11,650  |             |                     |             | 11,65      |
| Comprehensive loss   |                     |         |                                  |   |             |                     |             | (99,98     |
| Cash dividends   |                     |         |                                  |   | (40,636)    |                     |             | (40,63     |
| Treasury stock acquired  |                     |         |                                  |   |             | (1,752,900)         | (18,514)    | (18,51     |
| Issuance of stock under incentive<br>share purchase plans          |                     |         | (10,560)                         |   |             | 499,575             | 11,655      | 1,09       |
| Share-based compensation   |                     |         | 12,520                           |   |             | (9,910)             | (151)       | 12,36      |
| Tax benefits from stock plans                                      |                     |         | 1,472                            |   |             |                     |             | 1,47       |
| Balance, May 31, 2009  | 129,060,664         | \$1,290 | \$375,345                        | \$ (822)  | \$1,444,528 | (16,546,747)        | \$(326,153) | \$1,494,18 |

See notes to unaudited consolidated financial statements.

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**COMMERCIAL METALS COMPANY AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1 QUARTERLY FINANCIAL DATA**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) on a basis consistent with that used in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ( SEC ) for the year ended August 31, 2008, and include all normal recurring adjustments necessary to present fairly the consolidated balance sheets and statements of operations, cash flows and stockholders' equity for the periods indicated. These notes should be read in conjunction with such Form 10-K. The results of operations for the three and nine month periods are not necessarily indicative of the results to be expected for a full year.

**NOTE 2 ACCOUNTING POLICIES****Share-Based Compensation**

See Note 9, Capital Stock, to the Company's consolidated financial statements for the year ended August 31, 2008 for a description of the Company's stock incentive plans.

The Company recognizes share-based compensation in accordance with SFAS No. 123 (R), *Share-Based Payments* ( SFAS 123 (R) ), which requires compensation cost relating to share-based transactions be recognized at fair value in the financial statements. The Black-Scholes pricing model was used to calculate total compensation cost which is amortized on a straight-line basis over the vesting period of issued awards. The Company recognized share-based compensation expense of \$3.6 million and \$5.7 million (\$0.02 and \$0.03 per diluted share, respectively) for the three months ended May 31, 2009 and May 31, 2008, respectively, and \$12.4 million and \$14.8 million (\$0.07 and \$0.08 per diluted share, respectively) for the nine months ended May 31, 2009 and May 31, 2008, respectively, as a component of selling, general and administrative expenses. At May 31, 2009, the Company had \$9.2 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements. This cost is expected to be recognized over the next 35 months. See Note 1, Summary of Significant Accounting Policies, to the Company's consolidated financial statements for the year ended August 31, 2008 for a description of the Company's assumptions used to calculate share-based compensation.

Combined information for shares subject to options and stock appreciation rights ( SARs ) for the nine months ended May 31, 2009 were as follows:

|                   | Number    | Weighted<br>Average<br>Exercise<br>Price | Price<br>Range<br>Per Share |
|-------------------|-----------|--|-----------------------------|
| September 1, 2008 |           |  |                             |
| Outstanding       | 6,221,406 | \$ 19.60                                 | \$ 3.64 35.38               |
| Exercisable       | 4,057,115 | 11.96                                    | 3.64 34.28                  |
| Granted           | 126,000   | 11.00                                    | 11.00                       |
| Exercised         | (692,103) | 4.72                                     | 3.64 12.31                  |
| Forfeited         | (51,849)  | 29.20                                    | 7.78 35.38                  |
| May 31, 2009      |           |  |                             |
| Outstanding       | 5,603,454 | \$ 21.15                                 | \$ 3.64 35.38               |
| Exercisable       | 3,890,947 | 15.95                                    | 3.64 35.38                  |

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Share information for options and SARs at May 31, 2009:

| Range of<br>Exercise<br>Price | Outstanding |   |  | Exercisable |  |  |
|-------------------------------|-------------|---|--|-------------|--|--|
|                               | Number      | Weighted<br>Average<br>Remaining<br>Contractual<br>Life<br>(Yrs.) | Weighted<br>Average<br>Exercise<br>Price | Number      | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Exercise<br>Price |
| \$3.64 3.78                   | 508,392     | 0.7   | \$ 3.65                                  | 508,392     | \$ 3.65                                  | \$ 3.65                                  |
| 7.53 7.78                     | 1,331,892   | 1.7   | 7.76                                     | 1,331,892   | 7.76                                     | 7.76                                     |
| 11.00 13.58                   | 829,929     | 3.6   | 12.14                                    | 703,929     | 12.34                                    | 12.34                                    |
| 21.81 24.71                   | 556,444     | 3.9   | 24.52                                    | 552,977     | 24.54                                    | 24.54                                    |
| 31.75 35.38                   | 2,376,797   | 5.4   | 34.76                                    | 793,757     | 34.76                                    | 34.76                                    |
| \$3.64 35.38                  | 5,603,454   | 3.7   | \$21.15                                  | 3,890,947   | \$15.95                                  | \$15.95                                  |

Of the Company's previously granted restricted stock awards, 147,050 and 113,479 shares vested during the nine months ended May 31, 2009 and May 31, 2008, respectively.

**Intangible Assets**

The total gross carrying amounts of the Company's intangible assets that were subject to amortization were \$94.2 million and \$83.8 million at May 31, 2009 and August 31, 2008, respectively, and are included in other non-current assets. During the nine months ended May 31, 2009, the gross carrying value of intangible assets increased due to final purchase price allocations for certain acquisitions acquired in the fourth quarter of fiscal 2008. There were no other significant changes in either the components or the lives of intangible assets during the nine months ended May 31, 2009. Aggregate amortization expense for the three months ended May 31, 2009 and May 31, 2008 was \$2.8 million and \$1.6 million, respectively. Aggregate amortization expense for each of the nine months ended May 31, 2009 and May 31, 2008 was \$12.0 million and \$5.2 million, respectively.

**Severance Charges**

During the three and nine months ended May 31, 2009, the Company incurred severance costs of \$2.8 million and \$9.3 million, respectively, related to involuntary employee terminations initiated as part of the Company's focus on operating expense management and reductions in headcount to meet current production levels. These termination benefits have been included in selling, general and administrative expenses in the Company's consolidated financial statements. Additionally, during 2008, the Company accrued severance costs related to the division classified as a discontinued operation of \$4.1 million. As of May 31, 2009 and August 31, 2008, the remaining liability to be paid in the future related to termination benefits was \$1.4 million and \$4.1 million, respectively.

**Impairment of Long-Lived Assets**

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144), the Company assesses long-lived assets for impairment whenever there is an indication that the carrying amount of the assets may not be recoverable. During the second quarter of 2009, the Company recorded an impairment charge of \$5.1 million to write down the value of plant, property and equipment at two divisions. This charge is included in selling, general and administrative expense in the Company's consolidated financial statements.

**Recent Accounting Pronouncements**

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* (FSP 107-1). FSP 107-1 requires disclosures regarding fair value of financial instruments for interim and annual reporting periods of publicly traded companies to provide financial statement users with more timely and transparent information. The Company is required to adopt the provisions of this statement in the first quarter of 2010. The adoption is not expected to have any impact on the Company's consolidated financial statements.

In April 2009, the FASB issued FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* ( FSP 141(R)-1 ). FSP 141(R)-1 amends and clarifies SFAS 141 (revised 2007), *Business Combinations*, to address application issues raised on initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. The Company is required to

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adopt the provisions of this statement in the first quarter of 2010. This standard will impact our accounting treatment for future business combinations.

In May 2009, the FASB issued Statement of Financial Accounting Standards No. 165, *Subsequent Events* ( SFAS 165 ). SFAS 165 establishes general standards of accounting for and disclosure of events after the balance sheet date but before financial statements are issued or are available to be issued. The provisions of this statement are effective for the Company's fourth quarter of 2009. The adoption is not expected to have a material impact on the Company's consolidated financial statements.

**NOTE 3 SALES OF ACCOUNTS RECEIVABLE**

The Company has an accounts receivable securitization program which it utilizes as a cost-effective, short-term financing alternative. Under this program, the Company and several of its subsidiaries periodically sell certain eligible trade accounts receivable to the Company's wholly-owned consolidated special purpose subsidiary ( CMCRV ). CMCRV is structured to be a bankruptcy-remote entity and was formed for the sole purpose of buying and selling receivables generated by the Company. The Company, irrevocably and without recourse, transfers all applicable trade accounts receivable to CMCRV. CMCRV, in turn, sells an undivided percentage ownership interest in the pool of receivables to affiliates of two third party financial institutions. On June 12, 2009, the agreement with the financial institution affiliates was amended and extended to December 18, 2009. The amended agreement reduced the total facility from \$200 million to \$100 million.

The Company accounts for its transfers of receivables to CMCRV together with CMCRV's sales of undivided interests in these receivables to the financial institutions as sales in accordance with SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. Additionally, during the second quarter of 2009, the Company adopted FSP No. 140-4 and FIN 46(R)-8, *Disclosures by Public Entities (Enterprises) about Transfers of Financial Assets and Interests in Variable Interest Entities*, to provide additional disclosures about transfers of financial assets and involvement with variable interest entities. At the time an undivided interest in the pool of receivables is sold, the amount is removed from the consolidated balance sheet and the proceeds from the sale are reflected as cash provided by operating activities.

At May 31, 2009 and August 31, 2008, accounts receivable of \$217 million and \$420 million, respectively, had been sold to CMCRV. The Company's undivided interest in these receivables (representing the Company's retained interest) was 100% at May 31, 2009 and August 31, 2008, respectively.

In addition to the securitization program described above, the Company's international subsidiaries in Europe and Australia periodically sell accounts receivable without recourse. These arrangements constitute true sales, and once the accounts are sold, they are no longer available to satisfy the Company's creditors in the event of bankruptcy. Uncollected accounts receivable sold under these arrangements and removed from the consolidated balance sheets were \$122.0 million and \$222.9 million at May 31, 2009 and August 31, 2008, respectively. The average monthly amounts of international accounts receivable sold were \$122.5 million and \$197.1 million for the nine months ended May 31, 2009 and May 31, 2008, respectively.

During the nine months ended May 31, 2009, proceeds from the sale of receivables were \$819.9 million and cash payments to the owners of receivables were \$920.8 million. The Company is responsible for servicing the entire pool of receivables; however, no servicing asset or liability is recorded as these receivables are collected in the normal course of business and the collection of receivables are normally short term in nature. Discounts on domestic and international sales of accounts receivable were \$3.9 million and \$8.3 million for the nine months ended May 31, 2009 and May 31, 2008, respectively. These losses primarily represented the costs of funds and were included in selling, general and administrative expenses.

**NOTE 4 INVENTORIES**

Inventories are stated at the lower of cost or market. Inventory cost for most domestic inventories is determined by the last-in, first-out method ( LIFO ). LIFO inventory reserves were \$279.2 million and \$562.3 million at May 31, 2009 and August 31, 2008. Inventory cost for international inventories and the remaining inventories are determined by the first-in, first-out method ( FIFO ). Lower of cost or market adjustments reduced inventories by \$62.3 million and \$13.7 million at May 31, 2009 and August 31, 2008, respectively. The majority of the Company's inventories are in the form of finished goods, with minimal work in process. At May 31, 2009 and August 31, 2008, \$45.6 million and

\$104.5 million, respectively, were in raw materials.



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On August 30, 2007, the Company's board of directors approved a plan to sell a division (the Division) which is involved with the buying, selling and distribution of nonferrous metals, namely copper, aluminum and stainless steel semi-finished products. The Company expected the sale to be completed in fiscal 2008, however, circumstances changed and the Division was not sold in fiscal 2008 though it did begin the process of curtailing its operations. The Company expects the majority of product lines of this Division to be sold, absorbed by other divisions of the Company or liquidated during fiscal 2009. In connection with the closure, the Division established a \$2.4 million reserve for the termination of the office lease during the third quarter of 2009. During the three and nine months ended May 31, 2009, the Division recorded LIFO income of \$5.5 million and \$24.9 million, respectively, as compared to LIFO income of \$0.4 million and \$6.3 million for the three and nine months ended May 31, 2008, respectively. The Division is in the International Fabrication and Distribution segment. Financial information for the Division is as follows:

| (in thousands)         | May 31,<br>2009 | August 31,<br>2008 |
|------------------------|-----------------|--------------------|
| Current assets         | \$ 9,275        | \$83,048           |
| Noncurrent assets      | 2,643           | 2,650              |
| Current liabilities    | 11,209          | 31,258             |
| Noncurrent liabilities | 438             | 580                |

| (in thousands)               | Three Months Ended |                 | Nine Months Ended |                 |
|------------------------------|--------------------|-----------------|-------------------|-----------------|
|                              | May 31,<br>2009    | May 31,<br>2008 | May 31,<br>2009   | May 31,<br>2008 |
| Revenue                      | \$ 9,085           | \$85,716        | \$90,447          | \$255,863       |
| Earnings (loss) before taxes | (4,165)            | 1,501           | 4,024             | 3,722           |

**NOTE 6 CREDIT ARRANGEMENTS**

At May 31, 2009, and August 31, 2008, no borrowings were outstanding under the commercial paper program or related revolving credit agreements. The Company was in compliance with the covenants related to the revolving credit facility at May 31, 2009.

The Company has numerous informal credit facilities available from domestic and international banks. No commitment fees or compensating balances are required under these credit facilities. These credit facilities are used in general to support import Letters of Credit (including accounts payable settled under bankers' acceptances as described in Note 1. Summary of Significant Accounting Policies in the Company's consolidated financial statements for the year ended August 31, 2008), foreign exchange and short term advances which are priced on a cost of funds basis.

Long-term debt was as follows:

| (in thousands)                   | May 31,<br>2009 | August 31,<br>2008 |
|----------------------------------|-----------------|--------------------|
| 6.75% notes due February 2009    | \$              | \$ 100,000         |
| 5.625% notes due November 2013   | 200,000         | 200,000            |
| 6.50% notes due July 2017        | 400,000         | 400,000            |
| 7.35% notes due August 2018      | 500,000         | 500,000            |
| CMCZ term note due May 2013      | 78,444          | 77,037             |
| CMCP term note due August 2013   | 18,827          | 17,608             |
| Other, including equipment notes | 10,975          | 9,215              |

|                         |             |             |
|-------------------------|-------------|-------------|
|                         | 1,208,246   | 1,303,860   |
| Less current maturities | 23,647      | 106,327     |
|                         | \$1,184,599 | \$1,197,533 |

The 5.625% notes due November 2013, 6.50% notes due July 2017 and the 7.35% notes due August 2018 require compliance with debt covenants on a quarterly basis. As of May 31, 2009, the Company was in compliance with all debt requirements for these notes. The CMC Zawiercie ( CMCZ ) and CMC Poland ( CMCP ) notes require compliance with debt covenants on a semiannual basis, every February and August. Interest on the notes is payable quarterly, except for the CMCZ and CMCP notes, which is payable semiannually.

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In February 2009, the Company repaid the \$100 million of 6.75% coupon rate notes.

CMCZ had a revolving credit facility with maximum borrowings of PLN 100 million. As of May 31, 2009, no amounts were outstanding under this facility. This facility expired on June 3, 2009. CMCZ intends to enter into a new revolving credit facility in fiscal 2010.

CMCZ has a five year term note of PLN 400 million (\$125.5 million) with a group of four banks. At May 31, 2009, the notes had an outstanding balance of PLN 250 million (\$78.4 million). The note has scheduled principal and interest payments in 15 equal quarterly installments beginning in November 2009. Interest is accrued at the Warsaw Interbank Offered Rate ( WIBOR ) plus 0.79%. The weighted average rate at May 31, 2009 was 6.1%. There are no guarantees by the Company or any of its subsidiaries for any of CMCZ's debt.

CMCP has a five year term note of PLN 80 million (\$25.1 million) with two banks. At May 31, 2009, the notes had an outstanding balance of PLN 60 million (\$18.8 million). The note has scheduled principal and interest payments in 17 equal quarterly installments beginning in August 2009. The interest rate is variable based on the WIBOR, plus an applicable margin. The weighted average rate at May 31, 2009 was 6.3%. The term note is guaranteed by Commercial Metals International.

CMCP owns and operates equipment at the CMCZ mill site. In connection with the equipment purchase, CMCP issued equipment notes under a term agreement dated September 2005 with PLN 8.9 million (\$2.8 million) outstanding at May 31, 2009. Installment payments under these notes are due through 2010. Interest rates are variable based on the Poland Monetary Policy Council's rediscount rate, plus an applicable margin. The weighted average rate at May 31, 2009 was 5.2%. The notes are secured by shredder equipment.

CMC Sisak had current notes to banks with maximum borrowings of HRK 140 million. The outstanding balance in the amount of \$24.8 million was repaid in December 2008.

Interest of \$8.2 million and \$4.4 million was capitalized in the cost of property, plant and equipment constructed in the nine months ended May 31, 2009 and May 31, 2008, respectively. Interest of \$59.0 million and \$40.6 million was paid in the nine months ended May 31, 2009 and May 31, 2008, respectively.

**NOTE 7 INCOME TAXES**

The Company paid \$25.5 million and \$104.0 million in income taxes during the nine months ended May 31, 2009 and May 31, 2008, respectively.

Reconciliations of the United States statutory rates to the Company's effective tax rates from continuing operations were as follows:

|  | <b>Three Months Ended</b> |                | <b>Nine Months Ended</b> |                |
|--|---------------------------|----------------|--------------------------|----------------|
|  | <b>May 31,</b>            | <b>May 31,</b> | <b>May 31,</b>           | <b>May 31,</b> |
|  | <b>2009</b>               | <b>2008</b>    | <b>2009</b>              | <b>2008</b>    |
| Statutory rate                         | 35.0%                     | 35.0%          | 35.0%                    | 35.0%          |
| State and local taxes                  | 138.2                     | 1.2            | 23.7                     | 1.9            |
| Foreign rate differential              | 197.0                     | (3.1)          | 30.8                     | (2.4)          |
| Domestic production activity deduction | (77.5)                    | (0.7)          | (8.4)                    | (0.9)          |
| Other                                  | 64.2                      | (0.2)          | 2.3                      | (0.1)          |
| Effective rate                         | 356.9%                    | 32.2%          | 83.4%                    | 33.5%          |

The tax rate for the three and nine months ended May 31, 2009 varies significantly from the Company's statutory rate due to the global downturn where our lower tax rate jurisdictions (predominately international) are incurring losses and our higher tax rate jurisdictions are generating income. Other items impacting the rate include permanent differences of nondeductible items and discrete items that have a greater impact at lower levels of pre-tax income. The Company accounts for uncertainty in income taxes in accordance with FIN 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement 109* ( FIN 48 ). As of May 31, 2009, the reserve for unrecognized tax benefits was \$4.1 million exclusive of interest and penalties. If recognized, \$1.9 million would impact the

Company's effective tax rate. The difference between the total amount of unrecognized tax benefits and the amounts that would impact the effective tax rate relates to amounts attributable to deferred income tax assets and liabilities. These amounts are net of federal and state income taxes. During the third quarter of 2009, the Company recorded a decrease in FIN 48 liabilities of \$0.8 million, which related to state income tax filings. In addition, the corresponding deferred tax asset associated with the benefit relating to state income tax expense was also reduced by \$0.3 million in the consolidated balance sheet.

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The Company classifies any interest recognized on an underpayment of income taxes as interest expense and classifies any statutory penalties recognized on a tax position taken as selling, general and administrative expense. At May 31, 2009, before any tax benefits, the Company had \$1.9 million of accrued interest and penalties on unrecognized tax benefits. During the nine months ended May 31, 2009, the Company recognized an increase to interest expense of \$0.8 million and statutory penalties of \$0.4 million.

During the next twelve months, it is reasonably possible that the statute of limitations may lapse pertaining to positions taken by the Company in prior year tax returns or that income tax audits in various taxing jurisdictions could be finalized. As a result, the total amount of unrecognized tax benefits may decrease, which would reduce the provision for taxes on earnings up to \$2.0 million.

Open tax years subject to examination are as follows:

U.S Federal 2006 and forward

U.S. States 2005 and forward

Foreign 2001 and forward

During the nine months ended May 31, 2009, the Company received a refund from the Internal Revenue Service ( IRS ) relating to the fiscal year ended August 31, 2002 in the amount of \$2.1 million which included interest of \$0.4 million. In addition, the Company filed an amended return for the fiscal year ended August 31, 2005 reflecting a \$0.8 million refund due to the Company. The IRS is currently examining the Company s federal tax return for fiscal year 2006. The Company believes the recorded tax liabilities as of May 31, 2009 are sufficient, and the Company does not anticipate material adjustments to be made by the IRS upon the completion of their examination.

**NOTE 8 STOCKHOLDERS EQUITY AND EARNINGS PER SHARE**

In calculating earnings per share, there were no adjustments to net earnings (loss) to arrive at earnings for any years presented. The reconciliation of the denominators of the earnings (loss) per share calculations is as follows:

|   | <b>Three Months Ended</b> |                         | <b>Nine Months Ended</b> |                         |
|---|---------------------------|-------------------------|--------------------------|-------------------------|
|   | <b>May 31,<br/>2009</b>   | <b>May 31,<br/>2008</b> | <b>May 31,<br/>2009</b>  | <b>May 31,<br/>2008</b> |
| Shares outstanding for basic earnings per share   | 112,191,349               | 113,607,049             | 112,398,000              | 115,438,369             |
| Effect of dilutive securities:                    |                           |                         |                          |                         |
| Stock based incentive/purchase plans              |                           | 2,483,320               | 1,457,406                | 2,725,368               |
| Shares outstanding for diluted earnings per share | 112,191,349               | 116,090,369             | 113,855,406              | 118,163,737             |

For the three months ended May 31, 2009, no stock options, restricted stock, or SARs were included in the calculation of dilutive shares because the Company reported a loss from continuing operations. For the nine months ended May 31, 2009 and May 31, 2008, stock options and SARs of 2.9 million and 2.4 million, respectively, were antidilutive and therefore excluded from the calculation of diluted earnings per share. All stock options and SARs expire by 2016.

The Company s restricted stock is included in the number of shares of common stock issued and outstanding, but omitted from the basic earnings per share calculation until the shares vest.

For the nine months ended May 31, 2009, the Company purchased 1,752,900 common shares for treasury. The Company s board of directors authorized the purchase of an additional 10,000,000 shares on October 21, 2008 and the Company had remaining authorization to purchase 8,259,647 of its common stock at May 31, 2009.

**NOTE 9 DERIVATIVES AND RISK MANAGEMENT**

On December 1, 2008, the Company adopted SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* ( SFAS 161 ), which requires enhanced disclosures about a company s derivative instruments and hedging activities. The adoption of SFAS 161 did not have any financial impact

on the Company's consolidated financial statements.

The Company's worldwide operations and product lines expose it to risks from fluctuations in metals commodity prices, foreign currency exchange rates and natural gas prices. The objective of the Company's risk management program is to mitigate these risks using futures or forward contracts (derivative instruments). The Company enters into metal commodity futures contracts to mitigate the risk

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of unanticipated declines in gross margin due to the volatility of the commodities prices, enters into foreign currency forward contracts which match the expected settlements for purchases and sales denominated in foreign currencies and enters into natural gas forward contracts to mitigate the risk of unanticipated increase of operating cost due to the volatility of natural gas prices. Also, when sales commitments to customers include a fixed price freight component, the Company occasionally enters into freight forward contracts to minimize the effect of the volatility of ocean freight rates.

The following tables provide certain information regarding the foreign exchange and commodity financial instruments discussed above.

Gross foreign currency exchange contract commitments as of May 31, 2009 (in thousands):

| Functional Currency |         | Contract Currency |         |
|---------------------|---------|-------------------|---------|
| Type                | Amount  | Type              | Amount  |
| AUD                 | 34      | EUR               | 19      |
| AUD                 | 110,363 | USD               | 82,444  |
| EUR                 | 13      | USD               | 18      |
| GBP                 | 1,091   | EUR               | 1,237   |
| GBP                 | 46      | USD               | 74      |
| HRK*                | 69,152  | USD               | 11,950  |
| PLN                 | 386,165 | EUR               | 93,639  |
| PLN                 | 143,058 | USD               | 43,321  |
| SGD**               | 5,961   | USD               | 4,100   |
| USD                 | 19,368  | EUR               | 13,799  |
| USD                 | 33,087  | GBP               | 20,500  |
| USD                 | 1,183   | JPY               | 113,456 |
| USD                 | 998     | PLN               | 3,318   |
| USD                 | 827     | SGD**             | 1,200   |

\* Croatian kuna

\*\* Singapore dollar

Commodity contract commitments as of May 31, 2009:

| Commodity   | Long/Short | Total         |
|-------------|------------|---------------|
| Aluminum    | Long       | 8,225 MT      |
| Aluminum    | Short      | 650 MT        |
| Copper      | Long       | 1,225 MT      |
| Copper      | Short      | 6,602 MT      |
| Natural Gas | Long       | 130,000 MMBtu |

MT = Metric  
Ton

MMBtu = One  
million British  
thermal units

The Company designates only those contracts which closely match the terms of the underlying transaction as hedges for accounting purposes. These hedges resulted in substantially no ineffectiveness in the statements of operations, and there were no components excluded from the assessment of hedge effectiveness for the three and nine months ended

May 31, 2009. Certain of the foreign currency and commodity contracts were not designated as hedges for accounting purposes, although management believes they are essential economic hedges.

The following tables summarize activities related to the Company's derivative instruments and hedged (underlying) items recognized within the statements of operations (in thousands):



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| <b>Derivatives Not Designated as Hedging<br/>Instruments</b> | <b>Location</b>    | <b>Three Months<br/>Ended<br/>May 31, 2009</b> | <b>Nine Months<br/>Ended<br/>May 31, 2009</b> |
|--|--------------------|--|---|
| Commodity  | Cost of goods sold | \$ 6,164                                       | \$ 16,551                                     |
| Foreign exchange   | Net sales          | (12,794)                                       | 86  |
| Foreign exchange   | Cost of goods sold | (66)   | (66)  |
| Foreign exchange   | SG&A expenses      | 1,475  | (6,770)                                       |
| Other  | Cost of goods sold | (366)  | (702)   |
| Other  | SG&A expenses      | 287  | (220)   |
| Gain (loss) recognized into operations before taxes          |                    | \$ (5,300)                                     | \$ 8,879                                      |

The Company's fair value hedges are designated for accounting purposes with gains and losses on the hedged item (underlying) items offsetting the gain or loss on the related derivative transaction. Hedged (underlying) items mainly relate to firm commitments on commercial sales and purchases and capital expenditures.

| <b>Derivatives Designated as Fair Value Hedging<br/>Instruments</b> | <b>Location</b>    | <b>Three Months<br/>Ended<br/>May 31, 2009</b> | <b>Nine Months<br/>Ended<br/>May 31, 2009</b> |
|---|--------------------|--|---|
| Foreign exchange  | Cost of goods sold | \$ (857)                                       | \$ 3,954                                      |
| Foreign exchange  | SG&A expenses      | 4,672  | 54,355  |
| Gain recognized into operations before taxes                        |                    | \$ 3,815                                       | \$ 58,309                                     |

| <b>Hedged (Underlying) Items Designated as Fair<br/>Value Hedging Instruments</b> | <b>Location</b> | <b>Three Months<br/>Ended<br/>May 31, 2009</b> | <b>Nine Months<br/>Ended<br/>May 31, 2009</b> |
|---|-----------------|--|---|
| Foreign exchange  | Net sales       | \$ 233   | \$ (3,947)                                    |
| Foreign exchange  | SG&A expenses   | (3,895)  | (54,288)                                      |
| Loss recognized into operations before taxes                                      |                 | \$ (3,662)                                     | \$ (58,235)                                   |

| <b>Effective Portion of Derivatives Designated as<br/>Cash Flow Hedging Instruments</b> | <b>Three Months<br/>Ended<br/>May 31, 2009</b> | <b>Nine Months<br/>Ended<br/>May 31, 2009</b> |          |
|---|--|---|----------|
| Commodity   | \$ 403   | \$ (291)                                      |          |
| Foreign exchange  | (3,502)  | 10,160  |          |
| Gain (loss) recognized in accumulated other comprehensive income (loss), net of taxes   |  | \$ (3,099)                                    | \$ 9,869 |

| Effective Portion of Derivatives Designated as<br>Cash Flow Hedging Instruments                    | Location           | Three Months<br>Ended<br>May 31, 2009 | Nine Months<br>Ended<br>May 31, 2009 |
|--|--------------------|---------------------------------------|--------------------------------------|
| Commodity  | Cost of goods sold | \$ (482)                              | \$ (369)                             |
| Foreign exchange   | Net sales          | (12)                                  | (92)                                 |
| Foreign exchange   | SG&A expenses      | (689)                                 | (689)                                |
| Interest rate  | Interest expense   | 115                                   | 344                                  |
| Loss reclassified from accumulated other comprehensive income (loss) into operations, net of taxes |                    | \$ (1,068)                            | \$ (806)                             |

The Company's derivative instruments were recorded at their respective fair values as follows on the consolidated balance sheets (in thousands):

|   | May 31, 2009        |
|---|---------------------|
| Commodity not designated                                      | \$ 733              |
| Foreign exchange designated                                   | 7,567               |
| Foreign exchange not designated                               | 3,513               |
| Derivative assets (other current assets)*                     | \$ 11,813           |
|   | <b>May 31, 2009</b> |
| Commodity designated  | \$ 7                |
| Commodity not designated                                      | 11,360              |
| Foreign exchange designated                                   | 7,688               |
| Foreign exchange not designated                               | 2,513               |
| Derivative liabilities (accrued expenses and other payables)* | \$ 21,568           |

\* Derivative assets and liabilities disclosed under SFAS 161 do not include the hedged (underlying) items designated as fair value hedges.

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During the twelve months following May 31, 2009, \$0.3 million in gains related to commodity hedges and capital expenditures are anticipated to be reclassified into net earnings (loss) as the related transactions mature and the assets are placed into service. Also, an additional \$0.5 million in gains will be reclassified as interest income related to an interest rate lock.

As of May 31, 2009, all of the Company's derivative instruments designated to hedge exposure to the variability in future cash flows of the forecasted transactions will mature within five months.

All of the instruments are highly liquid, and none are entered into for trading purposes.

**NOTE 10 FAIR VALUE**

On September 1, 2008, the Company adopted SFAS No. 159, *The Fair Value Option for Financial Assets and Liabilities* ( SFAS 159 ), which permits entities to choose to measure certain financial assets and liabilities at fair value. The adoption of SFAS 159 had no impact on the consolidated financial statements because the Company did not elect the fair value option for any financial assets or financial liabilities that were not already recorded at fair value.

On September 1, 2008, the Company adopted SFAS No. 157, *Fair Value Measurements* ( SFAS 157 ), which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosure about fair value measurements. The adoption of SFAS 157 did not have any impact on the Company's consolidated financial statements. In February 2008, the Financial Accounting Standards Board ( FASB ) issued Staff Position No. FAS 157-2, *Effective Date of FASB Statement No. 157*, which delayed the effective date of SFAS 157 for nonfinancial assets and nonfinancial liabilities. The Company is currently evaluating the potential impact of SFAS 157 as it relates to nonfinancial assets and nonfinancial liabilities on the consolidated financial statements which is effective for the first quarter of fiscal 2010.

SFAS 157 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three levels. These levels are determined based on the lowest level input that is significant to the fair value measurement.

The following table summarizes information regarding the Company's financial assets and financial liabilities that are measured at fair value:

| (in thousands)                          | May 31,<br>2009 | Fair Value Measurements at Reporting Date<br>Using                               |   |  |
|---|-----------------|--|---|--|
|   |                 | Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Cash equivalents                        | \$401,445       | \$ 401,445   | \$  | \$   |
| Derivative assets                       | 11,813          |  | 11,813  |  |
| Nonqualified benefit plan assets *      | 52,958          |  | 52,958  |  |
| Derivative liabilities                  | 21,568          |  | 21,568  |  |
| Nonqualified benefit plan liabilities * | 90,353          |  | 90,353  |  |

\* The Company provides a nonqualified benefit restoration plan to certain eligible

executives equal to amounts that would have been available under tax qualified ERISA plans but for limitations of ERISA, tax laws and regulations. Though under no obligation to fund this plan, the Company has segregated assets in a trust. The plan assets and liabilities consist of securities included in various mutual funds.

**NOTE 11 COMMITMENTS AND CONTINGENCIES**

See Note 11, Commitments and Contingencies, to the consolidated financial statements for the year ended August 31, 2008 relating to environmental and other matters. There have been no significant changes to the matters noted therein. In the ordinary course of conducting its business, the Company becomes involved in litigation, administrative proceedings and governmental investigations, including environmental matters. Management believes that adequate provision has been made in the consolidated financial statements for the potential impact of these issues, and that the outcomes will not significantly impact the results of operations or the financial position of the Company, although they may have a material impact on earnings for a particular quarter.

**Guarantees** In February 2007, the Company entered into a guarantee agreement with a bank in connection with a credit facility granted by the bank to a supplier of the Company. The fair value of the guarantee is negligible. As of May 31, 2009, the maximum credit facility with the bank was \$80 million and the maximum Company exposure was \$2.7 million.

**Table of Contents****NOTE 12 BUSINESS SEGMENTS**

The Company's reportable segments are based on strategic business areas, which offer different products and services. These segments have different lines of management responsibility as each business requires different marketing strategies and management expertise.

The Company structures the business into the following five segments: Americas Recycling, Americas Mills, Americas Fabrication and Distribution, International Mills and International Fabrication and Distribution.

The Americas Recycling segment consists of the scrap metal processing and sales operations primarily in Texas, Florida and the southern United States including the scrap processing facilities which directly support the Company's domestic steel mills. The Americas Mills segment includes the Company's domestic steel minimills and the copper tube minimill. The copper tube minimill is aggregated with the Company's steel minimills because it has similar economic characteristics. The Americas Fabrication and Distribution segment includes the Company's rebar and joist and deck fabrication operations, fence post manufacturing plants, construction-related and other products facilities. Additionally, the Americas Fabrication and Distribution includes the CMC Dallas Trading division which markets and distributes steel semi-finished long and flat products into the Americas from a diverse base of international and domestic sources. The International Mills segment includes the minimills in Poland and Croatia and subsidiaries in Poland which have been presented as a separate segment because the economic characteristics of their markets and the regulatory environment in which they operate are different from that of the Company's domestic minimills.

International Fabrication and Distribution includes international operations for the sales, distribution and processing of both ferrous and nonferrous metals and other industrial products in addition to rebar fabrication operations in Europe. The domestic and international distribution operations consist only of physical transactions and not positions taken for speculation. Corporate contains expenses of the Company's corporate headquarters, expenses related to its deployment of SAP, and interest expense relating to its long-term public debt and commercial paper program.

The financial information presented for the International Fabrication and Distribution segment includes its copper, aluminum, and stainless steel import operating division. This division has been classified as a discontinued operation in the consolidated financial statements. Net sales of this division have been removed in the eliminations/discontinued operations column in the table below to reconcile net sales by segment to net sales in the consolidated financial statements. See Note 5 for more detailed information.

The Company uses adjusted operating profit to measure segment performance. Intersegment sales are generally priced at prevailing market prices. Certain corporate administrative expenses are allocated to segments based upon the nature of the expense. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in the Company's 10-K for the year ended August 31, 2008.

The following is a summary of certain financial information by reportable segment:

| (in thousands)                   | Three Months Ended May 31, 2009 |                   |  |                        |   |           |   | Consolidated |
|----------------------------------|---------------------------------|-------------------|--|------------------------|---|-----------|---|--------------|
|                                  | Americas<br>Recycling           | Americas<br>Mills | Americas<br>Fabrication<br>and<br>Distribution | International<br>Mills | International<br>Fabrication<br>and<br>Distribution | Corporate | Eliminations/<br>Discontinued<br>Operations |              |
| Net sales-unaffiliated customers | \$ 116,818                      | \$ 162,806        | \$ 482,976                                     | \$ 103,258             | \$ 470,533  | \$ 13,274 | \$ (9,085)                                  | \$ 1,340,580 |
| Intersegment sales               | 35,621                          | 114,021           | 1,438  | 44,524                 | 4,290   |           | (199,894)                                   |              |
| Net sales                        | 152,439                         | 276,827           | 484,414  | 147,782                | 474,823   | 13,274    | (208,979)                                   | 1,340,580    |
| Adjusted operating profit (loss) | (6,712)                         | 42,066            | 17,714   | (17,687)               | (10,126)  | (17,824)  | 12,177                                      | 19,608       |

## Three Months Ended May 31, 2008

| (in thousands)                   | Americas  |           |                                    | International |                                    | Corporate | Eliminations/<br>Discontinued<br>Operations | Consolidated |
|----------------------------------|-----------|-----------|------------------------------------|---------------|------------------------------------|-----------|---|--------------|
|                                  | Recycling | Mills     | Fabrication<br>and<br>Distribution | Mills         | Fabrication<br>and<br>Distribution |           |   |              |
| Net sales-unaffiliated customers | \$507,881 | \$387,197 | \$749,007                          | \$269,664     | \$1,078,072                        | \$ 4,625  | \$ (85,716)                                 | \$2,910,730  |
| Intersegment sales               | 120,736   | 132,355   | 2,862                              | 71,810        | 12,325                             |           | (340,088)                                   |              |
| Net sales                        | 628,617   | 519,552   | 751,869                            | 341,474       | 1,090,397                          | 4,625     | (425,804)                                   | 2,910,730    |
| Adjusted operating profit (loss) | 50,371    | 34,044    | (22,291)                           | 30,656        | 40,342                             | (30,792)  | 4,684                                       | 107,014      |

**Table of Contents****Nine Months Ended May 31, 2009**

| (in thousands)                   | Americas  |           |                                    | International |                                    | Corporate   | Eliminations/<br>Discontinued<br>Operations | Consolidated |
|----------------------------------|-----------|-----------|------------------------------------|---------------|------------------------------------|-------------|---|--------------|
|                                  | Recycling | Mills     | Fabrication<br>and<br>Distribution | Mills         | Fabrication<br>and<br>Distribution |             |   |              |
| Net sales-unaffiliated customers | \$439,868 | \$575,637 | \$2,077,431                        | \$381,689     | \$1,962,886                        | \$ (15,484) | \$ (90,447)                                 | \$5,331,580  |
| Intersegment sales               | 111,812   | 369,964   | 9,258                              | 126,830       | 30,279                             |             | (648,143)                                   |              |
| Net sales                        | 551,680   | 945,601   | 2,086,689                          | 508,519       | 1,993,165                          | (15,484)    | (738,590)                                   | 5,331,580    |
| Adjusted operating profit (loss) | (70,843)  | 233,851   | 101,314                            | (58,746)      | (7,079)                            | (60,417)    | (3,583)                                     | 134,497      |
| Goodwill                         | 7,467     |           | 58,878                             | 857           | 6,498                              |             |   | 73,700       |
| Total assets (1)                 | 228,175   | 569,335   | 1,105,982                          | 492,237       | 633,105                            | 653,127     |   | 3,681,961    |

**Nine Months Ended May 31, 2008**

| (in thousands)                   | Americas    |            |                                    | International |                                    | Corporate | Eliminations/<br>Discontinued<br>Operations | Consolidated |
|----------------------------------|-------------|------------|------------------------------------|---------------|------------------------------------|-----------|---|--------------|
|                                  | Recycling   | Mills      | Fabrication<br>and<br>Distribution | Mills         | Fabrication<br>and<br>Distribution |           |   |              |
| Net sales-unaffiliated customers | \$1,277,251 | \$ 994,772 | \$2,021,253                        | \$669,921     | \$2,569,027                        | \$ 4,541  | \$ (255,863)                                | \$7,280,902  |
| Intersegment sales               | 254,761     | 395,380    | 8,806                              | 85,617        | 31,295                             |           | (775,859)                                   |              |
| Net sales                        | 1,532,012   | 1,390,152  | 2,030,059                          | 755,538       | 2,600,322                          | 4,541     | (1,031,722)                                 | 7,280,902    |
| Adjusted operating profit (loss) | 92,882      | 158,520    | 507                                | 39,730        | 88,609                             | (76,433)  | 1,821                                       | 305,636      |
| Goodwill                         | 7,467       |            | 29,830                             |               | 4,421                              |           |   | 41,718       |
| Total assets                     | 416,995     | 605,456    | 1,188,925                          | 617,775       | 1,040,205                          | 249,320   |   | 4,118,676    |

(1) Total assets decreased from May 31, 2008 due to a reduction in accounts receivable and inventories in all of our segments.

Corporate total assets increased due to higher cash equivalent balances of \$395 million from May 31, 2008.

The following table provides a reconciliation of consolidated adjusted operating profit to net earnings (loss):

| (in thousands)  | Three Months Ended |              | Nine Months Ended |              |
|---|--------------------|--------------|-------------------|--------------|
|   | May 31, 2009       | May 31, 2008 | May 31, 2009      | May 31, 2008 |
| Net earnings (loss)   | \$ (13,077)        | \$ 59,484    | \$ 13,622         | \$ 168,423   |
| Minority interests (benefit)                                  | (370)              | 277          | (487)             | 540          |
| Income taxes  | 13,580             | 28,529       | 54,576            | 86,075       |
| Interest expense  | 18,482             | 15,909       | 62,874            | 42,278       |
| Discounts on sales of accounts receivable                     | 993                | 2,815        | 3,912             | 8,320        |
| Adjusted operating profit                                     | \$ 19,608          | \$ 107,014   | \$ 134,497        | \$ 305,636   |
| Adjusted operating profit (loss) from discontinued operations | (4,148)            | 1,786        | 4,587             | 4,615        |
| Adjusted operating profit from continuing operations          | \$ 23,756          | \$ 105,228   | \$ 129,910        | \$ 301,021   |

The following presents external net sales by major product and geographic area for the Company:

| (in thousands)             | Three Months Ended |              | Nine Months Ended |              |
|----------------------------|--------------------|--------------|-------------------|--------------|
|                            | May 31, 2009       | May 31, 2008 | May 31, 2009      | May 31, 2008 |
| Major product information: |                    |              |                   |              |
| Steel products             | \$ 944,470         | \$ 1,780,301 | \$ 3,727,089      | \$ 4,542,625 |
| Industrial materials       | 125,805            | 409,239      | 738,443           | 904,186      |
| Nonferrous scrap           | 99,228             | 286,856      | 288,173           | 728,637      |
| Construction materials     | 70,130             | 85,758       | 225,549           | 232,930      |
| Ferrous scrap              | 36,008             | 239,140      | 181,685           | 573,643      |
| Non-ferrous products       | 35,157             | 71,190       | 112,264           | 218,678      |
| Other                      | 29,782             | 38,246       | 58,377            | 80,203       |
| Net sales*                 | \$ 1,340,580       | \$ 2,910,730 | \$ 5,331,580      | \$ 7,280,902 |



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| (in thousands)        | Three Months Ended |                 | Nine Months Ended |                 |
|-----------------------|--------------------|-----------------|-------------------|-----------------|
|                       | May 31,<br>2009    | May 31,<br>2008 | May 31,<br>2009   | May 31,<br>2008 |
| Geographic area:      |                    |                 |                   |                 |
| United States         | \$ 770,123         | \$1,594,965     | \$3,269,635       | \$4,144,725     |
| Europe                | 242,485            | 682,390         | 999,966           | 1,658,419       |
| Asia                  | 169,955            | 297,199         | 488,532           | 686,772         |
| Australia/New Zealand | 104,790            | 161,175         | 411,956           | 434,074         |
| Other                 | 53,227             | 175,001         | 161,491           | 356,912         |
| Net sales*            | \$1,340,580        | \$2,910,730     | \$5,331,580       | \$7,280,902     |

\* Excludes a division classified as discontinued operations. See Note 5.

**NOTE 13 RELATED PARTY TRANSACTIONS**

One of the Company's international subsidiaries has a marketing and distribution agreement with a key supplier of which the Company owns an 11% interest. The following presents related party transactions:

| (in thousands)      | Nine Months Ended |                    |
|---------------------|-------------------|--------------------|
|                     | May 31,<br>2009   | May 31,<br>2008    |
| Sales               | \$229,565         | \$278,695          |
| Purchases           | 266,741           | 300,230            |
| (in thousands)      | May 31,<br>2009   | August 31,<br>2008 |
| Accounts Receivable | \$30,412          | \$46,594           |
| Accounts Payable    | 19,451            | 35,314             |

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This Management's Discussion and Analysis should be read in conjunction with our Form 10-K filed with the Securities and Exchange Commission (SEC) for the year ended August 31, 2008.

**CRITICAL ACCOUNTING POLICIES**

Our critical accounting policies are not different from the information set forth in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Form 10-K filed with the SEC for the year ended August 31, 2008 and are, therefore, not presented herein.

**CONSOLIDATED RESULTS OF OPERATIONS**

| (in millions)       | Three Months Ended |              |            | Nine Months Ended |              |            |
|---------------------|--------------------|--------------|------------|-------------------|--------------|------------|
|                     | May 31, 2009       | May 31, 2008 | Decrease % | May 31, 2009      | May 31, 2008 | Decrease % |
| Net sales*          | \$1,340.6          | \$2,910.7    | (54%)      | \$5,331.6         | \$7,280.9    | (27%)      |
| Net earnings (loss) | (13.1)             | 59.5         | (122%)     | 13.6              | 168.4        | (92%)      |
| EBITDA              | 56.4               | 136.6        | (59%)      | 247.1             | 393.4        | (37%)      |

\* Excludes the net sales of a division classified as discontinued operations.

In the table above, we have included a financial statement measure that was not derived in accordance with accounting principles generally accepted in the United States (GAAP). We use EBITDA (earnings (loss) before interest expense, income taxes, depreciation and amortization) as a non-GAAP performance measure. In calculating EBITDA, we exclude our largest recurring non-cash charge, depreciation and amortization. EBITDA provides a core operational performance measurement that compares results without the need to adjust for federal, state and local taxes which have considerable variation between domestic jurisdictions. Tax regulations in international operations add additional complexity. Also, we exclude interest cost in our calculation of EBITDA. The results are, therefore, without consideration of financing alternatives of capital employed. We use EBITDA as one guideline to assess our unleveraged performance return on our investments. EBITDA is also the target benchmark for our long-term cash incentive performance plan for management. Reconciliations to net earnings (loss) are provided below:

| (in millions)                       | Three Months Ended |              |                       | Nine Months Ended |              |                       |
|-------------------------------------|--------------------|--------------|-----------------------|-------------------|--------------|-----------------------|
|                                     | May 31, 2009       | May 31, 2008 | Increase (Decrease) % | May 31, 2009      | May 31, 2008 | Increase (Decrease) % |
| Net earnings (loss)                 | \$ (13.1)          | \$ 59.5      | (122%)                | \$ 13.6           | \$ 168.4     | (92%)                 |
| Interest expense                    | 18.5               | 15.9         | 16%                   | 62.9              | 42.3         | 49%                   |
| Income taxes                        | 13.6               | 28.5         | (52%)                 | 54.6              | 86.1         | (37%)                 |
| Depreciation and amortization       | 37.4               | 32.7         | 14%                   | 116.0             | 96.6         | 20%                   |
| EBITDA                              | \$ 56.4            | \$ 136.6     | (59%)                 | \$ 247.1          | \$ 393.4     | (37%)                 |
| EBITDA from discontinued operations | (4.1)              | 1.9          | (316%)                | 4.8               | 4.8          | 0%                    |

|                                   |         |          |       |          |          |       |
|-----------------------------------|---------|----------|-------|----------|----------|-------|
| EBITDA from continuing operations | \$ 60.5 | \$ 134.7 | (55%) | \$ 242.3 | \$ 388.6 | (38%) |
|-----------------------------------|---------|----------|-------|----------|----------|-------|

Our EBITDA does not include interest expense, income taxes and depreciation and amortization. Because we have borrowed money in order to finance our operations, interest expense is a necessary element of our costs and our ability to generate revenues. Because we use capital assets, depreciation and amortization are also necessary elements of our costs. Also, the payment of income taxes is a necessary element of our operations. Therefore, any measures that exclude these elements have material limitations. To compensate for these limitations, we believe that it is appropriate to consider both net earnings (loss) determined under GAAP, as well as EBITDA, to evaluate our performance. Also, we separately analyze any significant fluctuations in interest expense, depreciation and amortization and income taxes. The following events and performances had a significant impact during our third quarter ended May 31, 2009:

In response to price declines, demand destruction, and a global liquidity and credit crisis, we recorded the following consolidated expenses during the third quarter: lower of cost or market inventory adjustments of \$27.0 million, other charges relating to contractual noncompliance of \$8.9 million, bad debt expense of \$10.2 million and severance costs of \$2.8 million.

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We experienced volatile foreign exchange rates during the third quarter of 2009 which resulted in a decrease in operating loss of approximately \$9 million.

We continued to focus on liquidity and working capital which resulted in cash flows provided by operating activities of \$380 million during the third quarter of 2009 and an increase in our cash and cash equivalents to \$441 million.

We recorded pre-tax LIFO income of \$45.3 million (after tax of \$0.26 per share) for the third quarter of 2009 compared to pre-tax LIFO expense \$127.2 million (after tax of \$0.71 per diluted share) for the third quarter of 2008.

Net sales of the Americas Recycling segment decreased 76% and adjusted operating profit (loss) decreased by \$57.1 million compared to the prior year's third quarter primarily due to weak demand resulting in a decline in both prices and shipments during the quarter.

Net sales of the Americas Mills segment decreased 47% from the prior year's third quarter due to the decrease in the average selling price and a decline in shipments, while adjusted operating profit increased 24% from the prior year's third quarter primarily due to pre-tax LIFO income.

Our Americas Fabrication and Distribution segment showed a 36% decrease in sales primarily from a decline in shipments but a \$40.0 million increase in adjusted operating profit (loss) over the prior year's third quarter attributable to pre-tax LIFO income and margin expansion from the deflation in material costs.

Our International Mills segment showed a 57% decline in net sales and a \$48.3 million decrease in adjusted operating profit (loss) compared to the prior year's third quarter due primarily from rapidly falling sales prices within weak international steel markets, metal margin compression, mill start-up costs and lower of cost or market inventory adjustments.

Our International Fabrication and Distribution segment showed a 56% decline in net sales and a \$50.5 million decrease in adjusted operating profit (loss) compared to the prior year's third quarter due primarily from reductions in market demand and inventory valuation adjustments due to declining prices.

Expense of \$10.8 million and capital expenditures of \$5.6 million were recorded as compared to expense of \$18.2 million and capital expenditures of \$8.7 million during the third quarter of 2008 related to the global implementation of SAP.

**SEGMENT OPERATING DATA**

Unless otherwise indicated, all dollar amounts below are calculated before minority interests and income taxes. Financial results for our reportable segments are consistent with the basis and manner in which we internally disaggregate financial information for making operating decisions. See Note 12, Business Segments, to the consolidated financial statements.

We use adjusted operating profit (loss) to compare and evaluate the financial performance of our segments. Adjusted operating profit (loss) is the sum of our earnings (loss) before income taxes and financing costs. Adjusted operating profit (loss) is equal to earnings (loss) before income taxes for Americas Mills and Americas Fabrication and Distribution segments because these segments require minimal outside financing.

The following table shows net sales and adjusted operating profit (loss) by business segment:

| (in thousands) | Three Months Ended |                 | Increase        | Nine Months Ended |                 | Increase        |
|----------------|--------------------|-----------------|-----------------|-------------------|-----------------|-----------------|
|                | May 31,<br>2009    | May 31,<br>2008 | (Decrease)<br>% | May 31,<br>2009   | May 31,<br>2008 | (Decrease)<br>% |

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Net sales:

|  |              |              |       |              |              |        |
|--|--------------|--------------|-------|--------------|--------------|--------|
| Americas Recycling                         | \$ 152,439   | \$ 628,617   | (76%) | \$ 551,680   | \$ 1,532,012 | (64%)  |
| Americas Mills                             | 276,827      | 519,552      | (47%) | 945,601      | 1,390,152    | (32%)  |
| Americas Fabrication and Distribution      | 484,414      | 751,869      | (36%) | 2,086,689    | 2,030,059    | 3%     |
| International Mills                        | 147,782      | 341,474      | (57%) | 508,519      | 755,538      | (33%)  |
| International Fabrication and Distribution | 474,823      | 1,090,397    | (56%) | 1,993,165    | 2,600,322    | (23%)  |
| Corporate                                  | 13,274       | 4,625        | 187%  | (15,484)     | 4,541        | (441%) |
| Eliminations/Discontinued Operations       | (208,979)    | (425,804)    | 51%   | (738,590)    | (1,031,722)  | 28%    |
|  | \$ 1,340,580 | \$ 2,910,730 | (54%) | \$ 5,331,580 | \$ 7,280,902 | (27%)  |

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| (in thousands)                             | Three Months |           |            | Nine Months Ended |           |            |
|--|--------------|-----------|------------|-------------------|-----------|------------|
|  | Ended        |           | Increase   | May 31,           |           | Increase   |
|  | May 31,      | May 31,   | (Decrease) | May 31,           | May 31,   | (Decrease) |
|  | 2009         | 2008      | %          | 2009              | 2008      | %          |
| Adjusted operating profit (loss):          |              |           |            |                   |           |            |
| Americas Recycling                         | \$ (6,712)   | \$ 50,371 | (113%)     | \$ (70,843)       | \$ 92,882 | (176%)     |
| Americas Mills                             | 42,066       | 34,044    | 24%        | 233,851           | 158,520   | 48%        |
| Americas Fabrication and Distribution      | 17,714       | (22,291)  | 179%       | 101,314           | 507       | 19,883%    |
| International Mills                        | (17,687)     | 30,656    | (158%)     | (58,746)          | 39,730    | (248%)     |
| International Fabrication and Distribution | (10,126)     | 40,342    | (125%)     | (7,079)           | 88,609    | (108%)     |
| Corporate                                  | (17,824)     | (30,792)  | 42%        | (60,417)          | (76,433)  | 21%        |
| Eliminations                               | 12,177       | 4,684     | 160%       | (3,583)           | 1,821     | (297%)     |

**LIFO Impact on Adjusted Operating Profit (Loss)** LIFO is an inventory costing method that assumes the most recent inventory purchases or goods manufactured are sold first. This results in current sales prices offset against current inventory costs. In periods of rising prices it has the effect of eliminating inflationary profits from net income. In periods of declining prices it has the effect of eliminating deflationary losses from net income. In either case the goal is to reflect economic profit. The table below reflects LIFO income or (expense) representing decreases or (increases) in the LIFO inventory reserve. International Mills is not included in this table as it uses FIFO valuation exclusively for its inventory:

| (in thousands)   | Three Months Ended |              | Nine Months Ended |              |
|--|--------------------|--------------|-------------------|--------------|
|  | May                |              | May 31,           |              |
|  | 31,                | May 31,      | May 31,           | May 31,      |
|  | 2009               | 2008         | 2009              | 2008         |
| Americas Recycling   | \$ 2,004           | \$ (15,187)  | \$ 35,302         | \$ (21,988)  |
| Americas Mills   | 16,442             | (55,327)     | 144,254           | (69,657)     |
| Americas Fabrication and Distribution                          | 19,000             | (57,023)     | 73,145            | (96,490)     |
| International Fabrication and Distribution*                    | 7,832              | 385          | 30,375            | 6,291        |
| Consolidated increase (decrease) to adjusted profit before tax | \$ 45,278          | \$ (127,152) | \$ 283,076        | \$ (181,844) |

\* LIFO income includes a division classified as discontinued operations.

**Americas Recycling** During the third quarter of 2009, this segment continued to experience a decline in scrap prices and market demand resulting in a decline in net sales and adjusted operating profit (loss). The decline in metal margins for both ferrous and nonferrous was two-thirds attributable to volume and one-third to price as compared to the third quarter of 2008. Ferrous scrap prices began showing signs of stability as the third quarter did not exhibit tremendous volatility as seen in previous quarters. Nonferrous prices declined as compared to the third quarter of 2008 but based on a recovery in copper pricing increased 20% as compared to the second quarter of 2009.

The following table reflects our Americas Recycling segment's average selling prices per ton and tons shipped (in thousands):

|                                    | Three Months Ended |              |                 |       | Nine Months Ended |              |                 |       |
|------------------------------------|--------------------|--------------|-----------------|-------|-------------------|--------------|-----------------|-------|
|                                    | May 31, 2009       | May 31, 2008 | Decrease Amount | %     | May 31, 2009      | May 31, 2008 | Decrease Amount | %     |
| Average ferrous sales price        | \$ 146             | \$ 398       | \$ (252)        | (63%) | \$ 177            | \$ 310       | \$ (133)        | (43%) |
| Average nonferrous sales price     | 1,556              | 3,270        | (1,714)         | (52%) | 1,767             | 2,989        | (1,222)         | (41%) |
| Ferrous tons shipped               | 371                | 811          | (440)           | (54%) | 1,304             | 2,271        | (967)           | (43%) |
| Nonferrous tons shipped            | 50                 | 78           | (28)            | (36%) | 147               | 226          | (79)            | (35%) |
| Total volume processed and shipped | 424                | 900          | (476)           | (53%) | 1,463             | 2,520        | (1,057)         | (42%) |

**Americas Mills** We include our four domestic steel minimills and our copper tube minimill in our Americas Mills segment. While this segment had a decrease in net sales for the three and nine months of 2009 as compared to the same periods last year, adjusted operating profit increased due to pre-tax LIFO income recorded for the three and nine months of 2009 as compared to pre-tax LIFO expense during the three and nine months of 2008.

Within the segment, the steel mills adjusted operating profit was \$39.2 million for the third quarter of 2009 as compared to \$33.3 million from the prior year's third quarter. Metal margins, though still at historically strong levels, eroded from the second quarter of 2009. Tons shipped declined as compared to the third quarter of 2008 but increased 9% as compared to the second quarter of 2009, which is more likely seasonal rather than sustainable demand. Our mills ran at 58% of utilization this quarter which was higher than utilization in the second quarter of 2009. We rolled approximately 15% less than we shipped in every quarter this year as we reduced inventories to meet lagging demand. Rebar accounted for 58% of tonnage shipped, a consistent percentage throughout the year. The price premium of merchant bar over reinforcing bar averaged \$154 per ton, down \$103 per ton from the second quarter of 2009. Lower production rates as well as price decreases in some alloys and natural gas rates resulted in an overall decrease of \$22.7 million in electrode, alloys, and energy costs. We have invested \$133.5 million of the expected \$175 million total cost for our micro mill project in Arizona.

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The table below reflects steel and ferrous scrap prices per ton:

|   | Three Months Ended |              |                            |       | Nine Months Ended |              |                            |       |
|---|--------------------|--------------|----------------------------|-------|-------------------|--------------|----------------------------|-------|
|   | May 31, 2009       | May 31, 2008 | Increase (Decrease) Amount | %     | May 31, 2009      | May 31, 2008 | Increase (Decrease) Amount | %     |
| Average mill selling price (finished goods) | \$583              | \$749        | \$(166)                    | (22%) | \$694             | \$677        | \$ 17                      | 3%    |
| Average mill selling price (total sales)    | 564                | 718          | (154)                      | (21%) | 673               | 643          | 30                         | 5%    |
| Average cost of ferrous scrap consumed      | 199                | 399          | (200)                      | (50%) | 251               | 316          | (65)                       | (21%) |
| Average FIFO metal margin                   | 365                | 319          | 46                         | 14%   | 422               | 327          | 95                         | 29%   |
| Average ferrous scrap purchase price        | 152                | 382          | (230)                      | (60%) | 193               | 301          | (108)                      | (36%) |

The table below reflects our domestic steel minimills operating statistics (short tons in thousands):

|              | Three Months Ended |              |                 |       | Nine Months Ended |              |                 |       |
|--------------|--------------------|--------------|-----------------|-------|-------------------|--------------|-----------------|-------|
|              | May 31, 2009       | May 31, 2008 | Decrease Amount | %     | May 31, 2009      | May 31, 2008 | Decrease Amount | %     |
| Tons melted  | 396                | 634          | (238)           | (38%) | 1,130             | 1,778        | (648)           | (36%) |
| Tons rolled  | 365                | 564          | (199)           | (35%) | 1,049             | 1,555        | (506)           | (33%) |
| Tons shipped | 427                | 673          | (246)           | (37%) | 1,250             | 1,897        | (647)           | (34%) |

Our copper tube minimill's adjusted operating profit for the third quarter of 2009 increased \$2.2 million to \$2.9 million, compared to the third quarter of 2008, due to a decrease in pre-tax LIFO expense of \$9.9 million over the prior year's third quarter offset against declining prices. The remaining strength in construction is found in education and healthcare.

The table below reflects our copper tube minimill's prices per pound and operating statistics:

|                                      | Three Months Ended |              |                            |       | Nine Months Ended |              |                 |       |
|--------------------------------------|--------------------|--------------|----------------------------|-------|-------------------|--------------|-----------------|-------|
|                                      | May 31, 2009       | May 31, 2008 | Increase (Decrease) Amount | %     | May 31, 2009      | May 31, 2008 | Decrease Amount | %     |
| (pounds in millions)                 |                    |              |                            |       |                   |              |                 |       |
| Pounds shipped                       | 14.2               | 13.3         | 0.9                        | 7%    | 35.4              | 39.5         | (4.1)           | (10%) |
| Pounds produced                      | 13.7               | 12.7         | 1.0                        | 8%    | 33.2              | 37.1         | (3.9)           | (11%) |
| Average copper selling price         | \$2.48             | \$4.71       | \$(2.23)                   | (47%) | \$2.85            | \$4.28       | \$(1.43)        | (33%) |
| Average copper scrap production cost | \$1.46             | \$2.97       | \$(1.51)                   | (51%) | \$1.87            | \$3.08       | \$(1.21)        | (39%) |
| Average copper metal margin          | \$1.02             | \$1.74       | \$(0.72)                   | (41%) | \$0.98            | \$1.20       | \$(0.22)        | (18%) |
| Average copper scrap purchase price  | \$1.80             | \$3.59       | \$(1.79)                   | (50%) | \$2.03            | \$3.33       | \$(1.30)        | (39%) |

**Americas Fabrication and Distribution** Consistent with the trend during 2009, fabrication, rebar, structural, decking, and construction services were profitable, but post and joist incurred losses. Profits were attributable to margin improvements on lower material costs supplying relatively high-priced backlog shipments. Losses in post operations were caused by high-priced raw material in inventory running through production and fierce competition



for dwindling tons in joist operations. The composite average fabrication selling price was \$1,071 per ton, flat with last year's third quarter, but down \$172 per ton from the second quarter of 2009. Our domestic steel import and distribution business incurred substantial losses. The decline in spot pricing coupled with customer liquidity issues has led to unprecedented and unwarranted contract cancellations, market claims, price negotiations and unanticipated inventory positions resulting in charges of approximately \$16.1 million during the third quarter. Rebar shipments have been positively impacted by recent acquisitions of CMC Coating and CMC Regional Steel.

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The tables below show our average fabrication selling prices per short ton and total fabrication plant shipments:

|                               | <b>Three Months Ended</b> |                | <b>Increase</b>   |          | <b>Nine Months Ended</b> |                | <b>Increase</b>   |          |
|-------------------------------|---------------------------|----------------|-------------------|----------|--------------------------|----------------|-------------------|----------|
|                               | <b>May 31,</b>            | <b>May 31,</b> | <b>(Decrease)</b> |          | <b>May 31,</b>           | <b>May 31,</b> | <b>(Decrease)</b> |          |
| <b>Average selling price*</b> | <b>2009</b>               | <b>2008</b>    | <b>Amount</b>     | <b>%</b> | <b>2009</b>              | <b>2008</b>    | <b>Amount</b>     | <b>%</b> |
| Rebar                         | \$ 924                    | \$ 919         | \$ 5              | 1%       | \$1,036                  | \$ 881         | \$155             | 18%      |
| Joist                         | 1,457                     | 1,307          | 150               | 11%      | 1,509                    | 1,304          | 205               | 16%      |
| Structural                    | 2,811                     | 2,843          | (32)              | (1%)     | 3,198                    | 2,589          | 609               | 24%      |
| Post                          | 941                       | 807            | 134               | 17%      | 1,000                    | 766            | 234               | 31%      |
| Deck                          | 1,521                     | 1,295          | 226               | 17%      | 1,569                    | 1,274          | 295               | 23%      |

\* Excludes stock and buyout sales.

|                                    | <b>Three Months Ended</b> |                | <b>Decrease</b> |          | <b>Nine Months Ended</b> |                | <b>Decrease</b> |          |
|------------------------------------|---------------------------|----------------|-----------------|----------|--------------------------|----------------|-----------------|----------|
|                                    | <b>May 31,</b>            | <b>May 31,</b> | <b>Amount</b>   |          | <b>May 31,</b>           | <b>May 31,</b> | <b>Amount</b>   |          |
| <b>Tons shipped (in thousands)</b> | <b>2009</b>               | <b>2008</b>    | <b>Amount</b>   | <b>%</b> | <b>2009</b>              | <b>2008</b>    | <b>Amount</b>   | <b>%</b> |
| Rebar                              | 236                       | 278            | (42)            | (15%)    | 766                      | 766            |                 | 0%       |
| Joist                              | 30                        | 59             | (29)            | (49%)    | 131                      | 187            | (56)            | (30%)    |
| Structural                         | 12                        | 23             | (11)            | (48%)    | 57                       | 60             | (3)             | (5%)     |
| Post                               | 22                        | 32             | (10)            | (31%)    | 48                       | 77             | (29)            | (38%)    |
| Deck                               | 27                        | 60             | (33)            | (55%)    | 98                       | 166            | (68)            | (41%)    |

**International Mills** Weak international steel markets, metal margin compression, mill start-up costs and lower of cost or market inventory adjustments caused by rapidly falling sales prices resulted in an adjusted operating loss for this segment for the three and nine months ended May 31, 2009. The Polish zloty and Croatian kuna strengthened against both the U.S. dollar and euro during the third quarter. The effect of volatile foreign exchange rates during the third quarter of 2009 as compared to 2008 decreased operating loss by approximately \$6 million. CMC Zawiercie ( CMCZ ) had an adjusted operating loss of \$9.2 million during the third quarter 2009 compared to an adjusted operating profit of \$36.3 million during the third quarter 2008 primarily due to compressed metal margins as the volumes were constant with last year. Shipments included 69 thousand tons of billets compared to 82 thousand tons of billets in the prior year's third quarter. We successfully rolled 14 thousand tons of material on our newly commissioned wire rod block and we will continue to trial different sizes and grades incurring additional start-up costs during the fourth quarter.

The table below reflects CMCZ's operating statistics (in thousands) and average prices per short ton:

|  | <b>Three Months Ended</b> |                | <b>Decrease</b> |          | <b>Nine Months Ended</b> |                | <b>Decrease</b> |          |
|--|---------------------------|----------------|-----------------|----------|--------------------------|----------------|-----------------|----------|
|  | <b>May 31,</b>            | <b>May 31,</b> | <b>Amount</b>   |          | <b>May 31,</b>           | <b>May 31,</b> | <b>Amount</b>   |          |
|  | <b>2009</b>               | <b>2008</b>    | <b>Amount</b>   | <b>%</b> | <b>2009</b>              | <b>2008</b>    | <b>Amount</b>   | <b>%</b> |
| Tons melted                              | 324                       | 428            | (104)           | (24%)    | 857                      | 1,107          | (250)           | (23%)    |
| Tons rolled                              | 253                       | 284            | (31)            | (11%)    | 716                      | 834            | (118)           | (14%)    |
| Tons shipped                             | 328                       | 339            | (11)            | (3%)     | 860                      | 1,010          | (150)           | (15%)    |
| Average mill selling price (total sales) | 1,172 PLN                 | 1,708 PLN      | (536) PLN       | (31%)    | 1,440 PLN                | 1,533 PLN      | (93) PLN        | (6%)     |
| Average ferrous scrap production cost    | 695 PLN                   | 1,039 PLN      | (344) PLN       | (33%)    | 822 PLN                  | 908 PLN        | (86) PLN        | (9%)     |

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|  |         |         |           |       |         |         |           |       |
|--|---------|---------|-----------|-------|---------|---------|-----------|-------|
| Average metal margin                     | 477 PLN | 669 PLN | (192) PLN | (29%) | 618 PLN | 625 PLN | (7) PLN   | (1%)  |
| Average ferrous scrap purchase price     | 553 PLN | 878 PLN | (325) PLN | (37%) | 626 PLN | 812 PLN | (186) PLN | (23%) |
| Average mill selling price (total sales) | \$351   | \$771   | \$(420)   | (54%) | \$494   | \$ 644  | \$(150)   | (23%) |
| Average ferrous scrap production cost    | \$206   | \$467   | \$(261)   | (56%) | \$266   | \$ 374  | \$(108)   | (29%) |
| Average metal margin                     | \$145   | \$304   | \$(159)   | (52%) | \$228   | \$ 270  | \$ (42)   | (16%) |
| Average ferrous scrap purchase price     | \$165   | \$395   | \$(230)   | (58%) | \$210   | \$ 334  | \$(124)   | (37%) |

PLN Polish zlotys

CMC Sisak ( CMCS ) reported an adjusting operating loss of \$8.5 million for the third quarter of 2009 as compared to an adjusted operating loss of \$5.6 million in the third quarter of 2008 primarily due to a decreased demand and inventory valuation adjustments. CMCS produced 21 thousand tons and sold a quarterly record 22 thousand tons during the third quarter as compared to 22 thousand tons produced and 19 thousand tons sold during the prior year's third quarter. Our yields have steadily improved during the year and we have successfully completed castings of all major sizes of billets from phase one of our updated melt shop. The installation of the

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renovated furnace is underway and should be completed late in calendar 2009. The turnaround at CMCS is contingent upon the successful completion of our capital expenditure programs for a replacement furnace and improvements to the continuous caster.

**International Fabrication and Distribution** This segment's net sales and adjusted operating profit (loss) decreased for the third quarter of 2009 driven by reduced market demand and inventory valuation adjustments as pricing fell during 2009 offset by pre-tax LIFO income primarily related to a division classified as a discontinued operation. The downturn in steel markets is most pronounced in Western Europe and is now impacting Australia. Parts of Asia, primarily China, appear to be showing signs of recovery. The effect of volatile foreign exchange rates decreased operating loss by approximately \$3 million during the third quarter of 2009. The global financial crisis contributed to customer noncompliance with contracts, market claims and price renegotiation. Additionally, demand was negatively impacted as customers were not willing to be exposed to lead times for imported material in the volatile pricing environment. This segment recorded over \$20 million in charges for inventory adjustments and customer non-compliance during this quarter. During the third quarter, our raw materials import business remained profitable and we opened a fabrication facility in Zyrardow, Poland, located west of Warsaw.

**Corporate** Our corporate expenses for the three and nine months ended May 31, 2009 decreased \$13.0 million and \$16.0 million, respectively, compared to the same period in the previous year, primarily due to reductions in bonus and profit sharing expenses offset by an increase in salary expense.

**Discontinued Operations** Adjusted operating loss for our division classified as a discontinued operation was \$4.1 million for the third quarter of 2009 as compared to profit of \$1.8 million for the third quarter of 2008. The change was primarily due to lower activity and ongoing closing costs, including lease termination costs of \$2.4 million, offset by an increase in pre-tax LIFO income of \$5.1 million over the previous year's third quarter. This division is included in our International Fabrication and Distribution segment.

**Consolidated Data** On a consolidated basis, the LIFO method of inventory valuation decreased our net loss on a pre-tax basis by \$45.3 million (after tax of \$0.26 per share) for the third quarter of 2009 as compared to decreasing net earnings on a pre-tax basis by \$127.2 million (after tax of \$0.71 per diluted share) for last year's third quarter. The LIFO method of inventory valuation increased our net earnings on a pre-tax basis by \$283.1 million (after tax of \$1.62 per diluted share) and decreased our net earnings on a pre-tax basis by \$181.8 million (after tax of \$1.00 per diluted share) for the nine months ending May 31, 2009 and May 31, 2008, respectively. Our overall selling, general and administrative expenses decreased by \$20.9 million and \$1.9 million, for the three and nine months ended May 31, 2009 compared to the same periods last year, primarily from a decrease in bonus and profit sharing expenses, offset by increased salary expense because of company growth, including acquisitions, increased bad debt expense and severance expense.

During the three and nine months ended May 31, 2009, our interest expense increased by \$2.6 million and \$20.6 million, respectively, as compared to the same periods in 2008 primarily due to the issuance of \$500 million in senior unsecured notes in the fourth quarter of 2008 and increased debt outstanding internationally during the current fiscal year.

For the three and nine months ended May 31, 2009, our effective tax rate for continuing operations was 356.9% and 83.4%, respectively, compared to 32.2% and 33.5% for the same periods last year. Our effective tax rate for the third quarter and nine months ending May 31, 2009 varies significantly from our statutory rate due to lower tax rate jurisdictions (predominantly international) incurring losses, higher rate jurisdictions generating income and the effect of permanent differences having a greater impact at lower levels of pre-tax income.

**OUTLOOK**

We expect that market conditions in the U.S. will remain difficult for our fourth quarter and the remainder of calendar 2009. We believe we are positioned to weather the crisis due to our strong balance sheet, vertical integration and geographic dispersion. We anticipate prices will stabilize at or near current levels negating the need for further significant inventory valuation adjustments. We estimate that our domestic mills may operate around 65% of capacity in the fourth quarter. Ferrous scrap prices and volumes should increase based on improving export markets and small improvements in domestic demand. In the short term, our fabrication backlogs are likely to reduce further with additional margin pressure due to fewer jobs being awarded. Our industrial products business should remain

profitable. Internationally, we are likely to see modest improvements in Poland, as well as in our operations in Asia and Australia. Overall, we anticipate our fourth quarter results to be similar to the third quarter.

**Table of Contents****LIQUIDITY AND CAPITAL RESOURCES**

See Note 6 Credit Arrangements, to the consolidated financial statements.

We believe we have adequate access to several sources of contractually committed borrowings and other available credit facilities. However, we could be adversely affected if our banks, the buyers of our commercial paper or other of the traditional sources supplying our short term borrowing requirements refuse to honor their contract commitments, cease lending or declare bankruptcy. While we believe the lending institutions participating in our credit arrangements are financially capable, recent events in the global credit markets, including the failure, takeover or rescue by various government entities of major financial institutions, have created uncertainty of credit availability to an extent not experienced in recent decades.

Our sources, facilities and availability of liquidity and capital resources as of May 31, 2009 (dollars in thousands):

| <b>Source</b>                                      | <b>Total<br/>Facility</b> | <b>Availability</b> |
|--|---------------------------|---------------------|
| Cash and cash equivalents                          | \$ 441,389                | \$ N/A              |
| Net cash flows from operating activities           | 668,824                   | N/A                 |
| Commercial paper program*                          | 400,000                   | 372,100             |
| Domestic accounts receivable securitization        | 100,000                   | 100,000             |
| International accounts receivable sales facilities | 270,955                   | 148,971             |
| Bank credit facilities uncommitted                 | 1,040,888                 | 649,527             |
| Notes due from 2013 to 2018                        | 1,197,271                 | **                  |
|  |                           | As                  |
| Trade financing arrangements                       | **                        | required            |
| Equipment notes                                    | 10,975                    |                     |

\* The commercial paper program is supported by our \$400 million unsecured revolving credit agreement. The availability under the revolving credit agreement is reduced by \$27.9 million of stand-by letters of credit issued as of May 31, 2009.

\*\* With our investment grade credit ratings, we believe we have access to

additional  
financing and  
refinancing, if  
needed.

Certain of our financing agreements include various covenants. Our domestic notes require compliance with covenants on a quarterly basis, which we were in compliance with as of May 31, 2009. The CMCZ and CMC Poland ( CMCP ) notes require compliance with covenants on a semiannual basis, every February and August. There are no guarantees by the Company or any of its subsidiaries for any of CMCZ s debt. The CMCP notes are guaranteed by Commercial Metals International.

**Off-Balance Sheet Arrangements** For added flexibility, we may secure financing through securitization and sales of certain accounts receivable both in the U.S. and internationally. See Note 3, Sales of Accounts Receivable, to the consolidated financial statements. We may sell accounts receivable on an ongoing basis to replace those receivables that have been collected from our customers. Our domestic securitization program contains certain cross-default provisions whereby a termination event could occur should we default under another credit arrangement, and contains covenants that conform to the same requirements contained in our revolving credit agreement.

**Cash Flows** Our cash flows from operating activities primarily result from sales of steel and related products, and to a lesser extent, sales of nonferrous metal products. We also sell and rent construction-related products and accessories. We have a diverse and generally stable customer base. We use futures or forward contracts as needed to mitigate the risks from fluctuations in foreign currency exchange rates and nonferrous metals commodity prices.

During the nine months ended May 31, 2009, we generated \$668.8 million of cash flows from operating activities as compared to using \$53.6 million in the first nine months of 2008.

Significant fluctuations in working capital were as follows:

Decreased accounts receivable decreased sales and prices during the first nine months of 2009;

Decreased inventories decreased inventory on hand and lower inventory costs; and

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Decreased accounts payable more cash was used in the first nine months of 2009 as current liabilities increased at the end of 2008 due to higher volume. Additionally, lower volume led to less purchasing of material and reduced accounts payable.

During the first nine months ended May 31, 2009, we used \$288.9 million of cash flows from investing activities as compared to \$256.6 million in the first nine months of 2008. We invested \$290.3 million in property, plant and equipment during 2009, an increase of \$63.1 million over 2008. This was offset by a \$29.9 million reduction in cash used for acquisitions as we had no significant acquisitions in 2009.

We expect our total capital spending for 2009 to be approximately \$395 million, including \$113 million for the continued construction of the micro mill in Mesa, Arizona, \$97 million to complete installation of a new flexible section mill in CMCZ and \$42 million for melt shop and caster upgrades at CMCS. We continually assess our capital spending and reevaluate our requirements based upon current and expected results.

During the first nine months ended May 31, 2009, we used \$151.1 million of cash flows from financing activities as compared to \$44.0 million in the first nine months of 2008. The increase in cash used was primarily due to net repayments of short term borrowings and long-term debt in the first nine months of 2009 of \$92.1 million as compared to net proceeds in the first nine months of 2008 of \$68.0 million. During 2009, we used \$18.5 million to purchase 1.8 million shares of our common stock as part of our stock repurchase program, a decrease of \$133.0 million as compared to 2008. Additionally, we decreased documentary letters of credit which resulted in a use of cash of \$61.1 million as compared to the same period in the prior year.

Our contractual obligations for the next twelve months of \$1.0 billion are typically expenditures with normal revenue producing activities. We believe our cash flows from operating activities and debt facilities are adequate to fund our ongoing operations and planned capital expenditures.

**CONTRACTUAL OBLIGATIONS**

The following table represents our contractual obligations as of May 31, 2009 (in thousands):

|                                    | Total        | Payments Due By Period* |            |            | More than<br>5 Years |
|------------------------------------|--------------|-------------------------|------------|------------|----------------------|
|                                    |              | Less than<br>1 Year     | 1 3 Years  | 3 5 Years  |                      |
| Contractual Obligations:           |              |                         |            |            |                      |
| Long-term debt(1)                  | \$ 1,208,246 | \$ 23,647               | \$ 56,280  | \$ 228,258 | \$ 900,061           |
| Notes payable(1)                   | 2,105        | 2,105                   |            |            |                      |
| Interest(2)                        | 614,034      | 80,025                  | 155,072    | 143,027    | 235,910              |
| Operating leases(3)                | 183,713      | 43,004                  | 69,232     | 44,809     | 26,668               |
| Purchase obligations(4)            | 990,007      | 844,977                 | 82,835     | 33,731     | 28,464               |
| Total contractual cash obligations | \$ 2,998,105 | \$ 993,758              | \$ 363,419 | \$ 449,825 | \$ 1,191,103         |

\* We have not discounted the cash obligations in this table.

(1) Total amounts are included in the May 31, 2009 consolidated balance sheet. See Note 6,



Credit Arrangements, to the consolidated financial statements.

(2) Interest payments related to our short-term debt are not included in the table as they do not represent a significant obligation as of May 31, 2009.

(3) Includes minimum lease payment obligations for non-cancelable equipment and real estate leases in effect as of May 31, 2009.

(4) Approximately 45% of these purchase obligations are for inventory items to be sold in the ordinary course of business. Purchase obligations include all enforceable, legally binding agreements to purchase goods or services that specify all significant terms, regardless of the duration of the

agreement.  
Agreements  
with variable  
terms are  
excluded  
because we are  
unable to  
estimate the  
minimum  
amounts.  
Another  
significant  
obligation  
relates to capital  
expenditures.

**Other Commercial Commitments** We maintain stand-by letters of credit to provide support for certain transactions that our insurance providers and suppliers request. At May 31, 2009, we had committed \$32.0 million under these arrangements. All of the commitments expire within one year.

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See Note 11 Commitments and Contingencies, to the consolidated financial statements regarding our guarantees.

**CONTINGENCIES**

See Note 11 Commitments and Contingencies, to the consolidated financial statements.

In the ordinary course of conducting our business, we become involved in litigation, administrative proceedings and government investigations, including environmental matters. We may incur settlements, fines, penalties or judgments because of some of these matters. While we are unable to estimate precisely the ultimate dollar amount of exposure or loss in connection with these matters, we make accruals as warranted. The amounts we accrue could vary substantially from amounts we pay due to several factors including the following: evolving remediation technology, changing regulations, possible third-party contributions, the inherent shortcomings of the estimation process, and the uncertainties involved in litigation. Accordingly, we cannot always estimate a meaningful range of possible exposure. We believe that we have adequately provided in our consolidated financial statements for the estimable probable impact of these contingencies. We also believe that the outcomes will not significantly affect the long-term results of operations or our financial position. However, they may have a material impact on earnings for a particular quarter. We are subject to federal, state and local pollution control laws and regulations in all locations where we have operating facilities. We anticipate that compliance with these laws and regulations will involve continuing capital expenditures and operating costs.

**FORWARD-LOOKING STATEMENTS**

This Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995, with respect to our financial condition, results of operations, cash flows and business, and our expectations or beliefs concerning future events, including net earnings (loss), economic conditions, credit availability, product pricing and demand, currency valuation, production rates, energy expense, interest rates, inventory levels, acquisitions, construction and operation of new facilities and general market conditions. These forward-looking statements can generally be identified by phrases such as we or our management expects, anticipates, believes, plans to, ought, could, will, should, projects, forecasts, outlook or other similar words or phrases. There are inherent risks and uncertainties in any forward-looking statements. Variances will occur and some could be materially different from our current opinion. Developments that could impact our expectations include the following:

solvency of financial institutions and their ability or willingness to lend;

success or failure of governmental efforts to stimulate the economy including restoring credit availability and confidence in a recovery;

customer non-compliance with contracts;

construction activity;

decisions by governments affecting the level of steel imports, including tariffs and duties;

ability to integrate acquisitions into operations;

litigation claims and settlements;

difficulties or delays in the execution of construction contracts resulting in cost overruns or contract disputes;

unsuccessful implementation of new technology;

metals pricing over which we exert little influence;

increased capacity and product availability from competing steel minimills and other steel suppliers including import quantities and pricing;

court decisions;

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industry consolidation or changes in production capacity or utilization;

global factors including political and military uncertainties;

currency fluctuations;

interest rate changes;

scrap metal, energy, insurance and supply prices; and

the pace of overall economic activity, particularly China.

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

The information required hereunder for the Company is not materially different from the information set forth in Item 7a. Quantitative and Qualitative Disclosures about Market Risk included in the Company's Annual Report on Form 10-K for the year ended August 31, 2008, filed with the Securities Exchange Commission and is, therefore, not presented herein.

Additionally, see Note 9 Derivatives and Risk Management, to the consolidated financial statements.

**ITEM 4. CONTROLS AND PROCEDURES**

The term disclosure controls and procedures is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods, including controls and disclosures designed to ensure that this information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Our Chief Executive Officer and our Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report, and they have concluded that as of that date, our disclosure controls and procedures were effective.

During the third quarter of 2009, the Company implemented SAP at certain domestic fabrication divisions in connection with the Company-wide rollout of SAP. The implementation resulted in modifications to internal controls over the related accounting and operating processes at these locations. We evaluated the control environment as affected by the implementation and believe our controls remained effective. We intend to implement SAP globally to most business segments within the next several years. Other than the changes mentioned above, no other changes to our internal control over financial reporting occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

Reference is made to the information incorporated by reference from Item 3. Legal Proceedings in the Company's Annual Report on Form 10-K for the year ended August 31, 2008, filed October 30, 2008, with the Securities and Exchange Commission.

**Table of Contents****ITEM 1A. RISK FACTORS**

Our Annual Report on Form 10-K for the fiscal year ended August 31, 2008 included a detailed discussion of our risk factors. The information presented below updates those risk factors and should be read in conjunction with the risk factors disclosed in the Form 10-K.

**POTENTIAL IMPACT OF OUR CUSTOMERS' NON-COMPLIANCE WITH EXISTING COMMERCIAL CONTRACTS AND COMMITMENTS**

Most consumers of the metals products we sell have been negatively impacted by the recession. Many of our customers have experienced reductions, some substantial, in their operations. Prices for many of the metals products we sell have declined, some substantially. These factors have contributed to attempts by some customers to seek renegotiation or cancellation of their existing purchase commitments. Some of our customers have breached previously agreed upon contracts to buy our products by refusing delivery of the products. Where appropriate we have and will in the future pursue litigation to recover our damages resulting from customer contract defaults. If a large number of our customers default on existing contractual obligations to purchase our products this could have a material impact on our results of operations.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****Issuer Purchases of Equity Securities**

|                          | Total<br>Number<br>of<br>Shares<br>Purchased<br>As Part<br>of<br>Publicly<br>Announced<br>Plans or<br>Programs | Average<br>Price<br>Paid<br>Per<br>Share | Total<br>Number<br>of<br>Shares<br>Purchased | Maximum<br>Number of<br>Shares that<br>May Yet Be<br>Purchased<br>Under the<br>Plans or<br>Programs |
|--------------------------|--|--|--|---|
| As of March 1, 2009      |  |  |  | 8,259,647(1)  |
| March 1 - March 31, 2009 |  |  |  |   |
| April - April 30, 2009   |  |  |  |   |
| May 1 - May 31, 2009     |  |  |  |   |
| As of May 31, 2009       |  |  |  | 8,259,647(1)  |

(1) Shares available to be purchased under the Company's Share Repurchase Program publicly announced October 21, 2008.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not Applicable

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

Not. Applicable

**ITEM 5. OTHER INFORMATION**

Not Applicable

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**ITEM 6. EXHIBITS**

Exhibits required by Item 601 of Regulation S-K.

- 31.1 Certification of Murray R. McClean, Chairman of the Board, President and Chief Executive Officer of Commercial Metals Company, pursuant to Section 302 to the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification of William B. Larson, Senior Vice President and Chief Financial Officer of Commercial Metals Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification of Murray R. McClean, Chairman of the Board, President and Chief Executive Officer of Commercial Metals Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.2 Certification of William B. Larson, Senior Vice President and Chief Financial Officer of Commercial Metals Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).



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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.

COMMERCIAL METALS COMPANY

July 8, 2009

/s/ William B. Larson  
William B. Larson  
Senior Vice President  
& Chief Financial Officer

July 8, 2009

/s/ Leon K. Rusch  
Leon K. Rusch  
Controller

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INDEX TO EXHIBITS

| Exhibit No. | Description of Exhibit  |
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