

VALMONT INDUSTRIES INC
Form 10-Q
July 29, 2011

Table of Contents

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

Form 10-Q

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended June 25, 2011

Or

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-31429

Valmont Industries, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

47-0351813

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

**One Valmont Plaza,
Omaha, Nebraska**

(Address of principal executive offices)

68154-5215

(Zip Code)

402-963-1000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

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

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

26,428,678

Outstanding shares of common stock as of July 20, 2011

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

INDEX TO FORM 10-Q

| | Page No. |
|--|--------------|
| <u>PART I. FINANCIAL INFORMATION</u> | |
| Item 1. Financial Statements: | |
| <u>Condensed Consolidated Statements of Operations for the thirteen and twenty-six weeks ended June 25, 2011 and June 26, 2010</u> | <u>3</u> |
| <u>Condensed Consolidated Balance Sheets as of June 25, 2011 and December 25, 2010</u> | <u>4</u> |
| <u>Condensed Consolidated Statements of Cash Flows for the twenty-six weeks ended June 25, 2011 and June 26, 2010</u> | <u>5</u> |
| <u>Condensed Consolidated Statements of Shareholders' Equity for the twenty-six weeks ended June 25, 2011 and June 26, 2010</u> | <u>6</u> |
| <u>Notes to Condensed Consolidated Financial Statements</u> | <u>7-25</u> |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>26-35</u> |
| <u>Item 3. Quantitative and Qualitative Disclosure about Market Risk</u> | <u>35</u> |
| <u>Item 4. Controls and Procedures</u> | <u>35</u> |
| <u>PART II. OTHER INFORMATION</u> | |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>36</u> |
| <u>Item 5. Other Information</u> | <u>36</u> |
| <u>Item 6. Exhibits</u> | <u>36</u> |
| <u>Signatures</u> | <u>37</u> |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except per share amounts)

(Unaudited)

| | Thirteen Weeks Ended | | Twenty-six Weeks Ended | |
|---|----------------------|------------------|------------------------|------------------|
| | June 25, 2011 | June 26, 2010 | June 25, 2011 | June 26, 2010 |
| Product sales | \$ 589,208 | \$ 448,007 | \$ 1,090,376 | \$ 787,827 |
| Services sales | 79,401 | 33,552 | 146,182 | 61,134 |
| Net sales | 668,609 | 481,559 | 1,236,558 | 848,961 |
| Product cost of sales | 447,167 | 332,290 | 832,167 | 580,933 |
| Services cost of sales | 53,460 | 20,623 | 99,916 | 38,652 |
| Cost of sales | 500,627 | 352,913 | 932,083 | 619,585 |
| Gross profit | 167,982 | 128,646 | 304,475 | 229,376 |
| Selling, general and administrative expenses | 99,363 | 91,345 | 190,555 | 160,425 |
| Operating income | 68,619 | 37,301 | 113,920 | 68,951 |
| Other income (expenses): | | | | |
| Interest expense | (10,783) | (8,429) | (19,044) | (14,391) |
| Interest income | 2,001 | 1,092 | 3,778 | 1,448 |
| Other | 504 | 47 | 894 | (30) |
| | (8,278) | (7,290) | (14,372) | (12,973) |
| Earnings before income taxes and equity in earnings of nonconsolidated subsidiaries | 60,341 | 30,011 | 99,548 | 55,978 |
| Income tax expense (benefit): | | | | |
| Current | 24,533 | 17,252 | 37,037 | 23,958 |
| Deferred | (10,982) | (5,570) | (10,198) | (2,830) |
| | 13,551 | 11,682 | 26,839 | 21,128 |
| Earnings before equity in earnings of nonconsolidated subsidiaries | 46,790 | 18,329 | 72,709 | 34,850 |
| Equity in earnings of nonconsolidated subsidiaries | 1,201 | 805 | 2,155 | 919 |
| Net earnings | 47,991 | 19,134 | 74,864 | 35,769 |
| Less: Earnings attributable to noncontrolling interests | (2,164) | (2,019) | (3,428) | (2,191) |
| Net earnings attributable to Valmont Industries, Inc. | 45,827 | \$ 17,115 | 71,436 | \$ 33,578 |

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| | | | | |
|---|----------|----------|----------|----------|
| Earnings per share attributable to Valmont Industries, Inc. Basic | \$ 1.74 | \$ 0.66 | \$ 2.72 | \$ 1.29 |
| Earnings per share attributable to Valmont Industries, Inc. Diluted | \$ 1.72 | \$ 0.65 | \$ 2.69 | \$ 1.27 |
| Cash dividends per share | \$ 0.180 | \$ 0.165 | \$ 0.345 | \$ 0.315 |
| Weighted average number of shares of common stock outstanding Basic (000 omitted) | 26,333 | 26,087 | 26,302 | 26,059 |
| Weighted average number of shares of common stock outstanding Diluted (000 omitted) | 26,585 | 26,448 | 26,561 | 26,434 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

(Unaudited)

| | June 25, 2011 | December 25, 2010 |
|---|------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 326,790 | \$ 346,904 |
| Receivables, net | 453,066 | 410,566 |
| Inventories | 366,185 | 280,223 |
| Prepaid expenses and other current assets | 30,862 | 23,806 |
| Refundable and deferred income taxes | 34,850 | 32,727 |
| Total current assets | 1,211,753 | 1,094,226 |
| Property, plant and equipment, at cost | 906,706 | 865,287 |
| Less accumulated depreciation and amortization | 458,689 | 425,678 |
| Net property, plant and equipment | 448,017 | 439,609 |
| Goodwill | 322,350 | 314,847 |
| Other intangible assets, net | 182,740 | 185,535 |
| Other assets | 58,420 | 56,526 |
| Total assets | \$ 2,223,280 | \$ 2,090,743 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current installments of long-term debt | \$ 272 | \$ 238 |
| Notes payable to banks | 11,415 | 8,824 |
| Accounts payable | 223,948 | 179,814 |
| Accrued employee compensation and benefits | 65,841 | 75,981 |
| Accrued expenses | 75,427 | 77,705 |
| Income tax payable | 13,740 | |
| Dividends payable | 4,757 | 4,352 |
| Total current liabilities | 395,400 | 346,914 |
| Deferred income taxes | 86,606 | 89,922 |
| Long-term debt, excluding current installments | 489,130 | 468,596 |
| Defined benefit pension liability | 100,069 | 104,171 |
| Deferred compensation | 31,130 | 23,300 |
| Other noncurrent liabilities | 45,118 | 47,713 |
| Shareholders' equity: | | |
| Preferred stock | | |
| Authorized 500,000 shares; none issued | | |
| Common stock of \$1 par value | | |
| Authorized 75,000,000 shares; 27,900,000 issued | 27,900 | 27,900 |
| Retained earnings | 927,712 | 850,269 |
| Accumulated other comprehensive income | 91,259 | 63,645 |

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| | | |
|--|--------------|--------------|
| Treasury stock | (25,288) | (25,922) |
| Total Valmont Industries, Inc. shareholders' equity | 1,021,583 | 915,892 |
| Noncontrolling interest in consolidated subsidiaries | 54,244 | 94,235 |
| Total shareholders' equity | 1,075,827 | 1,010,127 |
| Total liabilities and shareholders' equity | \$ 2,223,280 | \$ 2,090,743 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

| | Twenty-six Weeks Ended | |
|---|------------------------|------------------|
| | June 25, 2011 | June 26, 2010 |
| Cash flows from operating activities: | | |
| Net earnings | \$ 74,864 | \$ 35,769 |
| Adjustments to reconcile net earnings to net cash flow from operations: | | |
| Depreciation and amortization | 35,870 | 24,580 |
| Stock-based compensation | 2,618 | 3,168 |
| Defined benefit pension plan expense | 2,962 | |
| Contribution to defined benefit pension plan | (10,086) | |
| Loss (gain) on sale of assets | (239) | 123 |
| Equity in earnings of nonconsolidated subsidiaries | (2,155) | (919) |
| Deferred income taxes | (10,198) | (2,830) |
| Other | | 19 |
| Changes in assets and liabilities, net of the effects of acquisitions: | | |
| Receivables | (31,063) | (32,071) |
| Inventories | (78,956) | (6,110) |
| Prepaid expenses | (5,628) | 61 |
| Accounts payable | 38,894 | 11,386 |
| Accrued expenses | (9,474) | 1,669 |
| Other noncurrent liabilities | (4,402) | 7,896 |
| Income taxes payable/refundable | 16,908 | 11,241 |
| Net cash flows from operating activities | 19,915 | 53,982 |
| Cash flows from investing activities: | | |
| Purchase of property, plant and equipment | (27,911) | (11,025) |
| Proceeds from sale of assets | 2,455 | 96 |
| Acquisitions, net of cash acquired | (1,539) | (245,310) |
| Other, net | 1,948 | 1,516 |
| Net cash flows from investing activities | (25,047) | (254,723) |
| Cash flows from financing activities: | | |
| Net borrowings (payments) under short-term agreements | 2,160 | (2,148) |
| Proceeds from long-term borrowings | 187,770 | 491,000 |
| Principal payments on long-term obligations | (167,230) | (133,228) |
| Purchase of noncontrolling interest | (25,253) | |
| Settlement of financial derivative | (3,568) | |
| Dividends paid | (8,710) | (7,892) |
| Dividends to noncontrolling interests | (4,958) | (3,477) |
| Debt issuance costs | (1,284) | (3,858) |
| Proceeds from exercises under stock plans | 16,933 | 3,197 |
| Excess tax benefits from stock option exercises | 2,533 | 1,216 |

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| | | |
|--|------------|------------|
| Purchase of treasury shares | (4,802) | (877) |
| Purchase of common treasury shares stock plan exercises | (18,443) | (1,961) |
| Net cash flows from financing activities | (24,852) | 341,972 |
| Effect of exchange rate changes on cash and cash equivalents | 9,870 | (7,644) |
| Net change in cash and cash equivalents | (20,114) | 133,587 |
| Cash and cash equivalents beginning of year | 346,904 | 180,786 |
| Cash and cash equivalents end of period | \$ 326,790 | \$ 314,373 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in thousands)

(Unaudited)

| | Common stock | Additional paid-in capital | Retained earnings | Accumulated other comprehensive income (loss) | Treasury stock | Noncontrolling interest in consolidated subsidiaries | Total shareholders' equity |
|--|-----------------|----------------------------------|----------------------|---|-------------------|---|----------------------------------|
| Balance at December 26, 2009 | \$ 27,900 | \$ | \$ 767,398 | \$ 16,953 | \$ (25,990) | \$ 22,046 | \$ 808,307 |
| Comprehensive income: | | | | | | | |
| Net earnings | | | 33,578 | | | 2,191 | 35,769 |
| Currency translation adjustment | | | | (30,466) | | (4,189) | (34,655) |
| Total comprehensive income | | | | | | | 1,114 |
| Cash dividends (\$0.315 per share) | | | (8,293) | | | | (8,293) |
| Dividends to noncontrolling interests | | | | | | (3,477) | (3,477) |
| Purchase of noncontrolling interest | | (1,875) | | | | (1,520) | (3,395) |
| Acquisition of Delta plc | | | | | | 79,529 | 79,529 |
| Purchase of 12,351 treasury shares | | | | | (877) | | (877) |
| Stock options exercised; 72,075 shares issued | | (2,509) | 3,114 | | 2,668 | | 3,273 |
| Stock plan exercises; 27,230 shares purchased | | | | | (1,961) | | (1,961) |
| Tax benefit from exercise of stock options | | 1,216 | | | | | 1,216 |
| Stock option expense | | 2,457 | | | | | 2,457 |
| Stock awards; 9,088 shares issued | | 711 | | | 650 | | 1,361 |
| Balance at June 26, 2010 | \$ 27,900 | \$ | \$ 795,797 | \$ (13,513) | \$ (25,510) | \$ 94,580 | \$ 879,254 |
| Balance at December 25, 2010 | \$ 27,900 | \$ | \$ 850,269 | \$ 63,645 | \$ (25,922) | \$ 94,235 | \$ 1,010,127 |
| Comprehensive income: | | | | | | | |
| Net earnings | | | 71,436 | | | 3,428 | 74,864 |
| Currency translation adjustment | | | | 31,182 | | 2,860 | 34,042 |
| Loss on cash flow hedge | | | | (3,568) | | | (3,568) |
| Total comprehensive income | | | | | | | 105,338 |
| | | | (9,115) | | | | (9,115) |

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| | | | | | | | |
|--|------------------|-----------|-------------------|------------------|--------------------|------------------|---------------------|
| Cash dividends (\$0.18 per share) | | | | | | | |
| Dividends to noncontrolling interests | | | | (4,958) | | | (4,958) |
| Purchase of noncontrolling interest | 16,592 | | | (41,845) | | | (25,253) |
| Acquisitions | | | | 524 | | | 524 |
| Purchase of 53,847 treasury shares | | | | (4,802) | | | (4,802) |
| Stock options exercised; 263,407 shares issued | (21,743) | 15,122 | | 23,554 | | | 16,933 |
| Stock plan exercises; 168,573 shares purchased | | | | (18,443) | | | (18,443) |
| Tax benefit from exercise of stock options | 2,533 | | | | | | 2,533 |
| Stock option expense | 2,467 | | | | | | 2,467 |
| Stock awards; 2,992 shares issued | 151 | | | 325 | | | 476 |
| Balance at June 25, 2011 | \$ 27,900 | \$ | \$ 927,712 | \$ 91,259 | \$ (25,288) | \$ 54,244 | \$ 1,075,827 |

See accompanying notes to condensed consolidated financial statements.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share amounts)

(Unaudited)

1. Summary of Significant Accounting Policies*Condensed Consolidated Financial Statements*

The Condensed Consolidated Balance Sheet as of June 25, 2011, the Condensed Consolidated Statements of Operations for the thirteen and twenty-six week periods ended June 25, 2011 and June 26, 2010, the Condensed Consolidated Statements of Cash Flows and Shareholders' Equity for the twenty-six week periods then ended have been prepared by the Company, without audit. In the opinion of management, all necessary adjustments (which include normal recurring adjustments) have been made to present fairly the financial statements as of June 25, 2011 and for all periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These Condensed Consolidated Financial Statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 2010. The accounting policies and methods of computation followed in these interim financial statements are the same as those followed in the financial statements for the year ended December 25, 2010. The results of operations for the periods ended June 25, 2011 are not necessarily indicative of the operating results for the full year.

Inventories

At June 25, 2011, approximately 37% of inventory is valued at the lower of cost, determined on the last-in, first-out (LIFO) method, or market. All other inventory is valued at the lower of cost, determined on the first-in, first-out (FIFO) method or market. Finished goods and manufactured goods inventories include the costs of acquired raw materials and related factory labor and overhead charges required to convert raw materials to manufactured and finished goods. The excess of replacement cost of inventories over the LIFO value was approximately \$54,400 and \$42,500 at June 25, 2011 and December 25, 2010, respectively.

Inventories consisted of the following:

| | June 25, 2011 | December 25, 2010 |
|---------------------------------------|------------------|----------------------|
| Raw materials and purchased parts | \$ 187,897 | \$ 133,380 |
| Work-in-process | 33,529 | 25,891 |
| Finished goods and manufactured goods | 199,155 | 163,511 |
| Subtotal | 420,581 | 322,782 |
| LIFO reserve | 54,396 | 42,559 |
| Net inventory | \$ 366,185 | \$ 280,223 |

Stock Plans

The Company maintains stock-based compensation plans approved by the shareholders, which provide that the Human Resource Committee of the Board of Directors may grant incentive stock options, nonqualified stock options, stock appreciation rights, non-vested stock awards and bonuses of

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

1. Summary of Significant Accounting Policies (Continued)

common stock. At June 25, 2011, 856,165 shares of common stock remained available for issuance under the plans. Shares and options issued and available are subject to changes in capitalization.

Under the plans, the exercise price of each option equals the market price at the date of the grant. Options vest beginning on the first anniversary of the grant in equal amounts over three to six years or on the fifth anniversary of the grant. Expiration of grants is from six to ten years from the date of grant. The Company's compensation expense (included in selling, general and administrative expenses) and associated income tax benefits related to stock option for the thirteen and twenty-six weeks ended June 25, 2011 and June 26, 2010, respectively, were as follows:

| | Thirteen Weeks Ended June 25, 2011 | Thirteen Weeks Ended June 26, 2010 | Twenty-six Weeks Ended June 25, 2011 | Twenty-six Weeks Ended June 26, 2010 |
|----------------------|---|---|---|---|
| Compensation expense | \$ 1,215 | \$ 1,229 | \$ 2,467 | \$ 2,457 |
| Income tax benefits | 468 | 467 | 950 | 934 |

Fair Value

The Company applies the provisions of Accounting Standards Codification 820, *Fair Value Measurements* ("ASC 820") which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of ASC 820 apply to other accounting pronouncements that require or permit fair value measurements. As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820 establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Inputs refers broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

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

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value.

Trading Securities: The assets and liabilities recorded for the investments held in the Valmont Deferred Compensation Plan represent mutual funds, invested in debt and equity securities, classified as trading securities in accordance with Accounting Standards Codification 320, *Accounting for Certain*

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

1. Summary of Significant Accounting Policies (Continued)

Investments in Debt and Equity Securities, considering the employee's ability to change investment allocation of their deferred compensation at any time. Quoted market prices are available for these securities in an active market and therefore categorized as a Level 1 input.

| | Carrying Value June 25, 2011 | Fair Value Measurement Using: | | |
|--------------------|------------------------------------|--|---|--|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | | |
| Trading Securities | \$ 19,361 | \$ 19,361 | \$ | \$ |

| | Carrying Value December 25, 2010 | Fair Value Measurement Using: | | |
|--------------------|--|--|---|--|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | | |
| Trading Securities | \$ 18,433 | \$ 18,433 | \$ | \$ |

Accumulated Other Comprehensive Income (Loss)

Results of operations for foreign subsidiaries are translated using the average exchange rates during the period. Assets and liabilities are translated at the exchange rates in effect on the balance sheet dates. "Accumulated other comprehensive income (loss)" consisted of the following at June 25, 2011 and December 25, 2010:

| | June 25, 2011 | December 25, 2010 |
|--|---------------|-------------------|
| Foreign currency translation adjustment | \$ 64,810 | \$ 34,693 |
| Actuarial gain in defined benefit pension plan | 30,017 | 28,952 |
| Loss on cash flow hedge | (3,568) | |
| | \$ 91,259 | \$ 63,645 |

Derivative Instrument

During the second quarter of 2011, the Company executed a contract to lock in the treasury rate related to the issuance of the \$150,000 of principal amount of senior notes due in 2020. The contract, for a notional amount of \$130,000, was executed to hedge the risk of potential fluctuations in the treasury rates which would change the amount of net proceeds received from the debt offering. As the benchmark rate component of the fixed rate debt issuance and the cash flow hedged risk is based on that same benchmark, this was deemed an effective hedge at inception. On June 8, 2011, this contract was settled with the Company paying approximately \$3,568 to the counterparty. As such, the Company has recorded the \$3,568 in accumulated other comprehensive income and will amortize this loss to interest expense as interest payments are

made over the term of the debt.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

1. Summary of Significant Accounting Policies (Continued)*Recently Issued Accounting Pronouncements*

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220)*, requiring entities to present net income and other comprehensive income in either a single continuous statement or in two separate, but consecutive, statements of net income and other comprehensive income. Reclassification adjustments between net income and other comprehensive income must be shown on the face of the statement(s), with no resulting change in net earnings. ASU 2011-05 is effective for statements issued by the Company after January 1, 2012. The Company will provide the required financial reporting presentation upon the effective date.

2. Acquisitions

On May 12, 2010, the Company acquired Delta, plc. ("Delta") a public limited company incorporated in Great Britain, and listed on the London Stock Exchange (LSE: DLTA). The price paid per share was 185 pence in cash for each Delta share, or £284,463, or \$436,736 based on the contracted average exchange rate of \$1.5353 / £. Delta has manufacturing operations employing over 2,500 people in Australia, Asia, South Africa and the United States. Delta's businesses include engineered steel products, galvanizing services and manganese materials.

The Company's pro forma results of operations for the thirteen and twenty-six weeks ended June 26, 2010, assuming that the acquisition occurred at the beginning of fiscal 2010 was as follows:

| | Thirteen Weeks Ended June 26, 2010 | Twenty-six Weeks Ended June 26, 2010 |
|----------------------------|---|---|
| Net sales | \$ 545,192 | \$ 1,041,379 |
| Net earnings | 29,578 | 37,985 |
| Earnings per share diluted | \$ 1.14 | \$ 1.46 |

On June 24, 2011, the Company acquired the remaining 40% of Donhad Pty. Ltd. ("Donhad") we did not own for \$25,253. As this transaction was the acquisition of the remaining shares of a consolidated subsidiary with no change in control, it was recorded within shareholders' equity. On June 1, 2011, the Company acquired 60% of an irrigation monitoring services company for \$1,539. This acquisition did not have a significant effect on the Company's fiscal 2011 financial results.

3. Goodwill and Intangible Assets

The Company's annual impairment testing of goodwill and intangible assets was performed and completed during the third quarter of 2010. As a result of that testing, it was determined that the goodwill and other intangible assets on the Company's Condensed Consolidated Balance Sheet were not impaired. The Company continues to monitor changes in the global economy and its reporting units that could impact future operating results of its reporting units and related components.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

3. Goodwill and Intangible Assets (Continued)*Amortized Intangible Assets*

The components of amortized intangible assets at June 25, 2011 and December 25, 2010 were as follows:

| | As of June 25, 2011 | | Weighted Average Life |
|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Gross Carrying Amount | Accumulated Amortization | |
| Customer Relationships | \$ 158,589 | \$ 44,459 | 13 years |
| Proprietary Software & Database | 2,609 | 2,609 | 6 years |
| Patents & Proprietary Technology | 9,710 | 3,156 | 8 years |
| Non-compete Agreements | 1,701 | 1,184 | 6 years |
| | \$ 172,609 | \$ 51,408 | |

| | As of December 25, 2010 | | Weighted Average Life |
|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Gross Carrying Amount | Accumulated Amortization | |
| Customer Relationships | \$ 155,664 | \$ 37,932 | 13 years |
| Proprietary Software & Database | 2,609 | 2,568 | 6 years |
| Patents & Proprietary Technology | 9,486 | 2,336 | 8 years |
| Non-compete Agreements | 1,674 | 1,054 | 6 years |
| | \$ 169,433 | \$ 43,890 | |

Amortization expense for intangible assets for the thirteen and twenty-six weeks ended June 25, 2011 and June 26, 2010, respectively was as follows:

| | Thirteen Weeks Ended June 25, 2011 | Thirteen Weeks Ended June 26, 2010 | Twenty-six Weeks Ended June 25, 2011 | Twenty-six Weeks Ended June 26, 2010 |
|--|---|---|---|---|
| | \$3,664 | \$2,734 | \$7,196 | \$4,774 |

| | Estimated Amortization Expense |
|------|--------------------------------------|
| 2011 | \$ 14,307 |
| 2012 | 14,181 |
| 2013 | 13,287 |
| 2014 | 12,864 |
| 2015 | 11,980 |

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The useful lives assigned to finite-lived intangible assets included consideration of factors such as the Company's past and expected experience related to customer retention rates, the remaining legal or

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

3. Goodwill and Intangible Assets (Continued)

contractual life of the underlying arrangement that resulted in the recognition of the intangible asset and the Company's expected use of the intangible asset.

Non-amortized intangible assets

Intangible assets with indefinite lives are not amortized. The carrying values of trade names at June 25, 2011 and December 25, 2010 were as follows:

| | June 25, 2011 | December 25, 2010 |
|--------------------------------|------------------|----------------------|
| Webforge | \$ 17,190 | \$ 16,478 |
| Newmark | 11,111 | 11,111 |
| Ingal EPS/Ingal Civil Products | 9,126 | 8,795 |
| Donhad | 6,884 | 6,635 |
| PiRod | 4,750 | 4,750 |
| Industrial Galvanizers | 4,803 | 4,632 |
| Other | 7,675 | 7,591 |
| | \$ 61,539 | \$ 59,992 |

The Company's trade names were tested for impairment separately from goodwill in the third quarter of 2010. The values of the trade names were determined using the relief-from-royalty method. Based on this evaluation, the Company determined that its trade names were not impaired.

In its determination of these intangible assets as indefinite-lived, the Company considered such factors as its expected future use of the intangible asset, legal, regulatory, technological and competitive factors that may impact the useful life or value of the intangible asset and the expected costs to maintain the value of the intangible asset. The Company expects that these intangible assets will maintain their value indefinitely. Accordingly, these assets are not amortized.

Goodwill

The carrying amount of goodwill as of June 25, 2011 was as follows:

| | Engineered Infrastructure Products Segment | Utility Support Structures Segment | Coatings Segment | Irrigation Segment | Other | Total |
|---------------------------------|---|---|---------------------|-----------------------|-----------|------------|
| Balance December 25, 2010 | \$ 152,062 | \$ 77,141 | \$ 64,868 | \$ 2,064 | \$ 18,712 | \$ 314,847 |
| Acquisition | | | | 939 | | 939 |
| Foreign currency translation | 5,294 | | 710 | | 560 | 6,564 |
| Balance June 25, 2011 | \$ 157,356 | \$ 77,141 | \$ 65,578 | \$ 3,003 | \$ 19,272 | \$ 322,350 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

4. Cash Flows

The Company considers all highly liquid temporary cash investments purchased with a maturity of three months or less to be cash equivalents. Cash payments for interest and income taxes (net of refunds) for the twenty-six weeks ended were as follows:

| | June 25, 2011 | June 26, 2010 |
|--------------|------------------|------------------|
| Interest | \$ 17,409 | \$ 9,534 |
| Income taxes | 18,639 | 11,869 |

5. Earnings Per Share

The following table reconciles Basic and Diluted earnings per share (EPS):

| | Basic EPS | Dilutive Effect of Stock Options | Diluted EPS |
|---|-----------|-------------------------------------|-------------|
| Thirteen weeks ended June 25, 2011: | | | |
| Net earnings attributable to Valmont Industries, Inc. | \$ 45,827 | | \$ 45,827 |
| Shares outstanding | 26,333 | 252 | 26,585 |
| Per share amount | \$ 1.74 | (.02) | \$ 1.72 |
| Thirteen weeks ended June 26, 2010: | | | |
| Net earnings attributable to Valmont Industries, Inc. | \$ 17,115 | | \$ 17,115 |
| Shares outstanding | 26,087 | 361 | 26,448 |
| Per share amount | \$ 0.66 | (.01) | \$ 0.65 |
| Twenty-six weeks ended June 25, 2011: | | | |
| Net earnings attributable to Valmont Industries, Inc. | \$ 71,436 | | \$ 71,436 |
| Shares outstanding | 26,302 | 259 | 26,561 |
| Per share amount | \$ 2.72 | (.03) | \$ 2.69 |
| Twenty-six weeks ended June 26, 2010: | | | |
| Net earnings attributable to Valmont Industries, Inc. | \$ 33,578 | | \$ 33,578 |
| Shares outstanding | 26,059 | 375 | 26,434 |
| Per share amount | \$ 1.29 | (.02) | \$ 1.27 |

At June 25, 2011 there were 16,828 shares of outstanding stock options with exercise prices exceeding the market price of common stock that were excluded from the computation of diluted earnings per share for the thirteen and twenty-six weeks ended June 25, 2011. At June 26, 2010 there were 455,153 of outstanding stock options with exercise prices exceeding the market price of common stock that were excluded from the computation of diluted earnings per share for the thirteen and twenty-six weeks ended June 26, 2010.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

6. Long-term Debt

| | June 25, 2011 | December 25, 2010 |
|---|-------------------|----------------------|
| 6.625% Senior Unsecured Notes(a) | \$ 450,000 | \$ 300,000 |
| Unamortized premium on senior unsecured notes(a) | 14,770 | |
| 6.875% Senior Subordinated Notes(b) | | 150,000 |
| Revolving credit agreement(c) | 14,000 | 8,000 |
| IDR Bonds(d) | 8,500 | 8,500 |
| 1.75% to 3.485% notes | 2,132 | 2,334 |
| Total long-term debt | 489,402 | 468,834 |
| Less current installments of long-term debt | 272 | 238 |
| Long-term debt, excluding current installments | \$ 489,130 | \$ 468,596 |

-
- (a) The senior unsecured notes include an aggregate principal amount of \$450,000 on which interest is paid and an unamortized premium balance of \$14,770 at June 25, 2011. \$300,000 principal amount of the notes were issued in April 2010 and \$150,000 principal amount of the notes were issued in June 2011. The notes bear interest at 6.625% per annum and are due in April 2020. The premium will be amortized against interest expense as interest payments are made over the term of the notes. These notes may be repurchased at specified prepayment premiums. These notes and the senior subordinated notes are guaranteed by certain subsidiaries of the Company.
- (b) The \$150,000 of senior subordinated notes were redeemed on June 16, 2011 at a redemption price of 101.146% of the principal amount plus accrued and unpaid interest thereon. The redemption premium of approximately \$1,700 was recorded in interest expense.
- (c) The revolving credit agreement is with a group of banks for up to \$280,000. The Company may increase the credit agreement by up to an additional \$100,000 at any time, subject to the participating banks increasing the amount of their lending commitments. The interest rate on outstanding borrowings is, at the Company's option, either:
- (i) LIBOR (based on a 1, 2, 3 or 6 month interest period, as selected by the Company) plus 125 to 200 basis points (inclusive of facility fees), depending on the Company's ratio of debt to EBITDA, or;
- (ii) the higher of
- The higher of (a) the prime lending rate and (b) the Federal Funds rate plus 50 basis points plus, in each case, 25 to 100 basis points (inclusive of facility fees), depending on the Company's ratio of debt to EBITDA, or

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LIBOR (based on a 1 week interest period) plus 125 to 200 basis points (inclusive of facility fees), depending on the Company's ratio of debt to EBITDA

At June 25, 2011, the Company had \$14,000 in outstanding borrowings under the revolving credit agreement, at an annual interest rate of 1.39%, not including facility fees. The revolving

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

6. Long-term Debt (Continued)

credit agreement has a termination date of October 16, 2013 and contains certain financial covenants that may limit additional borrowing capability under the agreement. At June 25, 2011, the Company had the ability to borrow an additional \$246,869 under this facility.

(d)

The Industrial Development Revenue Bonds were issued to finance the construction of a manufacturing facility in Jasper, Tennessee. Variable interest is payable until final maturity June 1, 2025. The effective interest rates at June 25, 2011 and December 25, 2010 were .50% and .50%, respectively.

The lending agreements include certain maintenance covenants, including financial leverage and interest coverage. The Company was in compliance with all debt covenants at June 25, 2011.

The minimum aggregate maturities of long-term debt for each of the four years following 2011 are: \$334, \$14,256, \$262 and \$275.

7. Business Segments

The Company aggregates its operating segments into four reportable segments. Aggregation is based on similarity of operating segments as to economic characteristics, products, production processes, types or classes of customer and the methods of distribution. Net corporate expense is net of certain service-related expenses that are allocated to business units generally on the basis of employee headcounts and sales dollars.

Reportable segments are as follows:

ENGINEERED INFRASTRUCTURE PRODUCTS: This segment consists of the manufacture of engineered metal structures and components for the global lighting and traffic, wireless communication, roadway safety and access systems applications;

UTILITY SUPPORT STRUCTURES: This segment consists of the manufacture of engineered steel and concrete structures for the global utility industry;

COATINGS: This segment consists of galvanizing, anodizing and powder coating services on a global basis; and

IRRIGATION: This segment consists of the manufacture of agricultural irrigation equipment and related parts and services for the global agricultural industry.

In addition to these four reportable segments, the Company has other businesses and activities that individually are not more than 10% of consolidated sales. These include the manufacture of forged steel grinding media for the mining industry, tubular products for industrial customers, the electrolytic manganese dioxide for disposable batteries and the distribution of industrial fasteners and are reported in the "Other" category.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

7. Business Segments (Continued)

In the fourth quarter of 2010, the Company reorganized its segment reporting structure to reflect the management structure as a result of the acquisition of Delta plc. The main business units of Delta are organized as follows in the reportable segment structure:

Engineered Infrastructure Products segment includes Delta's lighting, communication, access systems and roadway safety products;

Coatings segment includes Delta's galvanizing operations in the U.S., Australia and Asia;

Delta's forged steel grinding media and electrolytic manganese dioxide operations are included an "Other", and;

Delta's management administration expenses are included in "Net corporate expense".

Fiscal 2010 figures have been reclassified to conform to the fiscal 2011 presentation.

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

7. Business Segments (Continued)

The accounting policies of the reportable segments are the same as those described in Note 1. The Company evaluates the performance of its business segments based upon operating income and invested capital. The Company does not allocate interest expense, non-operating income and deductions, or income taxes to its business segments.

| | Thirteen Weeks Ended | | Twenty-six Weeks Ended | |
|---|----------------------|---------------|------------------------|---------------|
| | June 25, 2011 | June 26, 2010 | June 25, 2011 | June 26, 2010 |
| Sales: | | | | |
| Engineered Infrastructure Products segment: | | | | |
| Lighting & Traffic | \$ 145,538 | \$ 117,375 | \$ 262,849 | \$ 205,486 |
| Communication Structures | 28,297 | 28,248 | 48,720 | 47,143 |
| Access Systems | 32,582 | 17,729 | 63,778 | 17,729 |
| Engineered Infrastructure Products segment | 206,417 | 163,352 | 375,347 | 270,358 |
| Utility Support Structures segment | | | | |
| Steel | 123,221 | 101,834 | 233,119 | 200,907 |
| Concrete | 13,339 | 13,004 | 29,088 | 27,159 |
| Utility Support Structures segment | 136,560 | 114,838 | 262,207 | 228,066 |
| Coatings segment | 84,161 | 54,441 | 157,611 | 82,371 |
| Irrigation segment | 183,701 | 112,159 | 334,749 | 220,798 |
| Other | 84,121 | 47,996 | 158,107 | 70,285 |
| Total | 694,960 | 492,786 | 1,288,021 | 871,878 |
| Intersegment Sales: | | | | |
| Engineered Infrastructure Products segment | 5,480 | 674 | 11,424 | 1,776 |
| Utility Support Structures segment | 1,951 | 336 | 2,259 | 635 |
| Coatings segment | 10,926 | 6,453 | 22,431 | 12,217 |
| Irrigation segment | 5 | 3 | 8 | 6 |
| Other | 7,989 | 3,761 | 15,341 | 8,283 |
| Total | 26,351 | 11,227 | 51,463 | 22,917 |
| Net Sales: | | | | |
| Engineered Infrastructure Products segment | 200,937 | 162,678 | 363,923 | 268,582 |
| Utility Support Structures segment | 134,609 | 114,502 | 259,948 | 227,431 |
| Coatings segment | 73,235 | 47,988 | 135,180 | 70,154 |
| Irrigation segment | 183,696 | 112,156 | 334,741 | 220,792 |
| Other | 76,132 | 44,235 | 142,766 | 62,002 |
| Total | \$ 668,609 | \$ 481,559 | \$ 1,236,558 | \$ 848,961 |
| Operating Income (Loss): | | | | |
| Engineered Infrastructure Products segment | \$ 11,515 | \$ 12,082 | \$ 13,718 | \$ 14,693 |
| Utility Support Structures segment | 12,984 | 12,542 | 26,483 | 27,248 |
| Coatings segment | 15,070 | 9,884 | 25,362 | 14,416 |
| Irrigation segment | 32,964 | 16,596 | 56,858 | 31,994 |
| Other | 11,380 | 8,708 | 20,294 | 12,972 |

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| | | | | |
|-----------------------|-----------|-----------|------------|-----------|
| Net corporate expense | (15,294) | (22,511) | (28,795) | (32,372) |
| Total | \$ 68,619 | \$ 37,301 | \$ 113,920 | \$ 68,951 |

17

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information

On April 8, 2010, the Company issued \$300,000 of senior unsecured notes at a coupon interest rate of 6.625% per annum. In June 2011, the Company issued an additional \$150,000 principal amount of these notes to redeem the Senior Subordinated Notes that were issued in 2004. The notes are guaranteed, jointly, severally, fully and unconditionally by certain of the Company's current and future direct and indirect domestic and foreign subsidiaries (collectively the "Guarantors"), excluding its other current domestic and foreign subsidiaries which do not guarantee the debt (collectively referred to as the "Non-Guarantors"). All Guarantors are 100% owned by the parent company.

On May 4, 2004, the Company completed a \$150,000 offering of 6⁷/₈% Senior Subordinated Notes. The notes were redeemed on June 16, 2011 at a redemption price of 101.146% of the principal amount plus accrued and unpaid interest thereon. The notes were guaranteed, jointly, severally, fully and unconditionally, on a senior subordinated basis by the Guarantors.

Condensed consolidated financial information for the Company ("Parent"), the Guarantor subsidiaries and the Non-Guarantor subsidiaries is as follows:

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Thirteen Weeks Ended June 25, 2011

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|------------|------------|----------------|--------------|------------|
| Net sales | \$ 302,497 | \$ 87,273 | \$ 324,846 | \$ (46,007) | \$ 668,609 |
| Cost of sales | 223,712 | 68,513 | 254,565 | (46,163) | 500,627 |
| Gross profit | 78,785 | 18,760 | 70,281 | 156 | 167,982 |
| Selling, general and administrative expenses | 41,144 | 11,510 | 46,709 | | 99,363 |
| Operating income | 37,641 | 7,250 | 23,572 | 156 | 68,619 |
| Other income (expense): | | | | | |
| Interest expense | (10,676) | | (107) | | (10,783) |
| Interest income | 39 | | 1,962 | | 2,001 |
| Other | (179) | 19 | 664 | | 504 |
| | (10,816) | 19 | 2,519 | | (8,278) |
| Earnings before income taxes and equity in earnings/(losses) of nonconsolidated subsidiaries | 26,825 | 7,269 | 26,091 | 156 | 60,341 |
| Income tax expense (benefit): | | | | | |
| Current | 12,863 | 3,172 | 8,498 | | 24,533 |
| Deferred | (3,970) | (707) | (6,305) | | (10,982) |
| | 8,893 | 2,465 | 2,193 | | 13,551 |
| Earnings before equity in earnings/(losses) of nonconsolidated subsidiaries | 17,932 | 4,804 | 23,898 | 156 | 46,790 |
| Equity in earnings/(losses) of nonconsolidated subsidiaries | 27,895 | 13,970 | 1,234 | (41,898) | 1,201 |

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| | | | | | |
|---|-----------|-----------|-----------|-------------|-----------|
| Net Earnings | 45,827 | 18,774 | 25,132 | (41,742) | 47,991 |
| Less: Earnings attributable to noncontrolling interests | | | (2,164) | | (2,164) |
| Net Earnings attributable to Valmont Industries, Inc. | \$ 45,827 | \$ 18,774 | \$ 22,968 | \$ (41,742) | \$ 45,827 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Twenty-six Weeks Ended June 25, 2011

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|------------|------------|----------------|--------------|--------------|
| Net sales | \$ 565,143 | \$ 161,114 | \$ 594,915 | \$ (84,614) | \$ 1,236,558 |
| Cost of sales | 422,015 | 126,819 | 467,950 | (84,701) | 932,083 |
| Gross profit | 143,128 | 34,295 | 126,965 | 87 | 304,475 |
| Selling, general and administrative expenses | 78,253 | 22,261 | 90,041 | | 190,555 |
| Operating income | 64,875 | 12,034 | 36,924 | 87 | 113,920 |
| Other income (expense): | | | | | |
| Interest expense | (18,855) | | (189) | | (19,044) |
| Interest income | 34 | | 3,744 | | 3,778 |
| Other | 192 | 30 | 672 | | 894 |
| | (18,629) | 30 | 4,227 | | (14,372) |
| Earnings before income taxes and equity in earnings/(losses) of nonconsolidated subsidiaries | 46,246 | 12,064 | 41,151 | 87 | 99,548 |
| Income tax expense (benefit): | | | | | |
| Current | 19,352 | 5,276 | 12,409 | | 37,037 |
| Deferred | (3,910) | (968) | (5,320) | | (10,198) |
| | 15,442 | 4,308 | 7,089 | | 26,839 |
| Earnings before equity in earnings/(losses) of nonconsolidated subsidiaries | 30,804 | 7,756 | 34,062 | 87 | 72,709 |
| Equity in earnings/(losses) of nonconsolidated subsidiaries | 40,632 | 20,337 | 2,120 | (60,934) | 2,155 |
| Net Earnings | 71,436 | 28,093 | 36,182 | (60,847) | 74,864 |
| Less: Earnings attributable to noncontrolling interests | | | (3,428) | | (3,428) |
| Net Earnings attributable to Valmont Industries, Inc. | \$ 71,436 | \$ 28,093 | \$ 32,754 | \$ (60,847) | \$ 71,436 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Thirteen Weeks Ended June 26, 2010

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|------------|------------|----------------|--------------|------------|
| Net sales | \$ 217,433 | \$ 68,299 | \$ 228,568 | \$ (32,741) | \$ 481,559 |
| Cost of sales | 161,324 | 51,803 | 172,746 | (32,960) | 352,913 |
| Gross profit | 56,109 | 16,496 | 55,822 | 219 | 128,646 |
| Selling, general and administrative expenses | 46,088 | 11,206 | 34,051 | | 91,345 |
| Operating income | 10,021 | 5,290 | 21,771 | 219 | 37,301 |
| Other income (expense): | | | | | |
| Interest expense | (7,929) | (187) | (313) | | (8,429) |
| Interest income | 101 | 27 | 964 | | 1,092 |
| Other | 64 | (525) | 508 | | 47 |
| | (7,764) | (685) | 1,159 | | (7,290) |
| Earnings before income taxes and equity in earnings/(losses) of nonconsolidated subsidiaries | 2,257 | 4,605 | 22,930 | 219 | 30,011 |
| Income tax expense (benefit): | | | | | |
| Current | 8,240 | 1,766 | 7,246 | | 17,252 |
| Deferred | (4,503) | (256) | (811) | | (5,570) |
| | 3,737 | 1,510 | 6,435 | | 11,682 |
| Earnings before equity in earnings/(losses) of nonconsolidated subsidiaries | (1,480) | 3,095 | 16,495 | 219 | 18,329 |
| Equity in earnings/(losses) of nonconsolidated subsidiaries | 18,595 | 4,326 | 362 | (22,478) | 805 |
| Net Earnings | 17,115 | 7,421 | 16,857 | (22,259) | 19,134 |
| Less: Earnings attributable to noncontrolling interests | | | (2,019) | | (2,019) |
| Net Earnings attributable to Valmont Industries, Inc. | \$ 17,115 | \$ 7,421 | \$ 14,838 | \$ (22,259) | \$ 17,115 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Twenty-six Weeks Ended June 26, 2010

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|------------|------------|----------------|--------------|------------|
| Net sales | \$ 416,521 | \$ 132,763 | \$ 360,060 | \$ (60,383) | \$ 848,961 |
| Cost of sales | 308,597 | 100,732 | 271,289 | (61,033) | 619,585 |
| Gross profit | 107,924 | 32,031 | 88,771 | 650 | 229,376 |
| Selling, general and administrative expenses | 81,780 | 22,639 | 56,006 | | 160,425 |
| Operating income | 26,144 | 9,392 | 32,765 | 650 | 68,951 |
| Other income (expense): | | | | | |
| Interest expense | (13,683) | (187) | (521) | | (14,391) |
| Interest income | 112 | 27 | 1,309 | | 1,448 |
| Other | 222 | (500) | 248 | | (30) |
| | (13,349) | (660) | 1,036 | | (12,973) |
| Earnings before income taxes and equity in earnings/(losses) of nonconsolidated subsidiaries | 12,795 | 8,732 | 33,801 | 650 | 55,978 |
| Income tax expense (benefit): | | | | | |
| Current | 11,043 | 3,360 | 9,555 | | 23,958 |
| Deferred | (2,918) | (285) | 373 | | (2,830) |
| | 8,125 | 3,075 | 9,928 | | 21,128 |
| Earnings before equity in earnings/(losses) of nonconsolidated subsidiaries | 4,670 | 5,657 | 23,873 | 650 | 34,850 |
| Equity in earnings/(losses) of nonconsolidated subsidiaries | 28,908 | 4,326 | 362 | (32,677) | 919 |
| Net Earnings | 33,578 | 9,983 | 24,235 | (32,027) | 35,769 |
| Less: Earnings attributable to noncontrolling interests | | | (2,191) | | (2,191) |
| Net Earnings attributable to Valmont Industries, Inc. | \$ 33,578 | \$ 9,983 | \$ 22,044 | \$ (32,027) | \$ 33,578 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED BALANCE SHEETS

June 25, 2011

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|--------------|------------|----------------|----------------|--------------|
| ASSETS | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ 8,269 | \$ 481 | \$ 318,040 | \$ | \$ 326,790 |
| Receivables, net | 122,808 | 47,872 | 282,386 | | 453,066 |
| Inventories | 105,230 | 47,349 | 213,606 | | 366,185 |
| Prepaid expenses | 4,748 | 977 | 25,137 | | 30,862 |
| Refundable and deferred income taxes | 15,971 | 3,662 | 15,217 | | 34,850 |
| Total current assets | 257,026 | 100,341 | 854,386 | | 1,211,753 |
| Property, plant and equipment, at cost | 416,545 | 104,750 | 385,411 | | 906,706 |
| Less accumulated depreciation and amortization | 277,747 | 52,703 | 128,239 | | 458,689 |
| Net property, plant and equipment | 138,798 | 52,047 | 257,172 | | 448,017 |
| Goodwill | 20,108 | 107,542 | 194,700 | | 322,350 |
| Other intangible assets | 742 | 65,334 | 116,664 | | 182,740 |
| Investment in subsidiaries and intercompany accounts | 1,245,517 | 604,337 | (7,420) | (1,842,434) | |
| Other assets | 29,584 | | 28,836 | | 58,420 |
| Total assets | \$ 1,691,775 | \$ 929,601 | \$ 1,444,338 | \$ (1,842,434) | \$ 2,223,280 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| Current liabilities: | | | | | |
| Current installments of long-term debt | \$ 187 | \$ | \$ 85 | \$ | \$ 272 |
| Notes payable to banks | | | 11,415 | | 11,415 |
| Accounts payable | 73,698 | 18,304 | 145,686 | | 237,688 |
| Accrued expenses | 56,903 | 8,983 | 75,382 | | 141,268 |
| Dividends payable | 4,757 | | | | 4,757 |
| Total current liabilities | 135,545 | 27,287 | 232,568 | | 395,400 |
| Deferred income taxes | 16,687 | 25,101 | 44,818 | | 86,606 |
| Long-term debt, excluding current installments | 488,094 | | 1,036 | | 489,130 |
| Other noncurrent liabilities | 29,866 | | 146,451 | | 176,317 |
| Shareholders' equity: | | | | | |
| Common stock of \$1 par value | 27,900 | 457,950 | 2,582 | (460,532) | 27,900 |
| Additional paid-in capital | | 181,542 | 156,188 | (337,730) | |
| Retained earnings | 927,712 | 237,721 | 709,050 | (946,771) | 927,712 |
| Accumulated other comprehensive income (loss) | 91,259 | | 97,401 | (97,401) | 91,259 |
| Treasury stock | (25,288) | | | | (25,288) |

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| | | | | | |
|--|--------------|------------|--------------|----------------|--------------|
| Total Valmont Industries, Inc. shareholders' equity | 1,021,583 | 877,213 | 956,221 | (1,842,434) | 1,021,583 |
| Noncontrolling interest in consolidated subsidiaries | | | 54,244 | | 54,244 |
| Total shareholders' equity | 1,021,583 | 877,213 | 1,019,465 | (1,842,434) | 1,075,827 |
| Total liabilities and shareholders' equity | \$ 1,691,775 | \$ 929,601 | \$ 1,444,338 | \$ (1,842,434) | \$ 2,223,280 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONSOLIDATED BALANCE SHEETS

December 25, 2010

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|--|--------------|------------|----------------|----------------|--------------|
| ASSETS | | | | | |
| Current assets: | | | | | |
| Cash and cash equivalents | \$ 8,015 | \$ 619 | \$ 338,270 | \$ | \$ 346,904 |
| Receivables, net | 106,181 | 50,663 | 253,722 | | 410,566 |
| Inventories | 63,887 | 32,030 | 184,306 | | 280,223 |
| Prepaid expenses | 3,478 | 920 | 19,408 | | 23,806 |
| Refundable and deferred income taxes | 14,978 | 2,597 | 15,152 | | 32,727 |
| Total current assets | 196,539 | 86,829 | 810,858 | | 1,094,226 |
| Property, plant and equipment, at cost | 413,149 | 98,019 | 354,119 | | 865,287 |
| Less accumulated depreciation and amortization | 269,831 | 50,406 | 105,441 | | 425,678 |
| Net property, plant and equipment | 143,318 | 47,613 | 248,678 | | 439,609 |
| Goodwill | 20,108 | 107,542 | 187,197 | | 314,847 |
| Other intangible assets | 823 | 68,310 | 116,402 | | 185,535 |
| Investment in subsidiaries and intercompany accounts | 1,146,364 | 587,231 | 30,017 | (1,742,468) | 21,144 |
| Other assets | 24,426 | | 10,956 | | 35,382 |
| Total assets | \$ 1,531,578 | \$ 897,525 | \$ 1,404,108 | \$ (1,742,468) | \$ 2,090,743 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| Current liabilities: | | | | | |
| Current installments of long-term debt | \$ 187 | \$ | \$ 51 | \$ | \$ 238 |
| Notes payable to banks | | | 8,824 | | 8,824 |
| Accounts payable | 45,854 | 15,254 | 118,706 | | 179,814 |
| Accrued expenses | 54,368 | 8,147 | 91,171 | | 153,686 |
| Dividends payable | 4,352 | | | | 4,352 |
| Total current liabilities | 104,761 | 23,401 | 218,752 | | 346,914 |
| Deferred income taxes | 16,083 | 25,004 | 48,835 | | 89,922 |
| Long-term debt, excluding current installments | 467,511 | | 1,085 | | 468,596 |
| Other noncurrent liabilities | 27,331 | | 147,853 | | 175,184 |
| Commitments and contingencies | | | | | |
| Shareholders' equity: | | | | | |
| Common stock of \$1 par value | 27,900 | 457,950 | 2,582 | (460,532) | 27,900 |
| Additional paid-in capital | | 181,542 | 156,188 | (337,730) | |
| Retained earnings | 850,269 | 209,628 | 670,933 | (880,561) | 850,269 |
| Accumulated other comprehensive income | 63,645 | | 63,645 | (63,645) | 63,645 |
| Treasury stock | (25,922) | | | | (25,922) |

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| | | | | | |
|--|--------------|------------|--------------|----------------|--------------|
| Total Valmont Industries, Inc. shareholders' equity | 915,892 | 849,120 | 893,348 | (1,742,468) | 915,892 |
| Noncontrolling interest in consolidated subsidiaries | | | 94,235 | | 94,235 |
| Total shareholders' equity | 915,892 | 849,120 | 987,583 | (1,742,468) | 1,010,127 |
| Total liabilities and shareholders' equity | \$ 1,531,578 | \$ 897,525 | \$ 1,404,108 | \$ (1,742,468) | \$ 2,090,743 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twenty-six Weeks Ended June 25, 2011

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|---|-----------|------------|----------------|--------------|-----------|
| Cash flows from operations: | | | | | |
| Net earnings | \$ 71,436 | \$ 28,093 | \$ 36,182 | \$ (60,847) | \$ 74,864 |
| Adjustments to reconcile net earnings to net cash flow from operations: | | | | | |
| Depreciation | 9,982 | 6,147 | 19,741 | | 35,870 |
| Stock-based compensation | 2,618 | | | | 2,618 |
| Defined benefit pension plan expense | | | 2,962 | | 2,962 |
| Contribution to defined benefit pension plan | | | (10,086) | | (10,086) |
| Loss (gain) on sale of assets | (216) | | (23) | | (239) |
| Equity in earnings of nonconsolidated subsidiaries | (34) | | (2,121) | | (2,155) |
| Deferred income taxes | (3,910) | (968) | (5,320) | | (10,198) |
| Other | | | | | |
| Changes in assets and liabilities: | | | | | |
| Receivables | (16,627) | 2,791 | (17,227) | | (31,063) |
| Inventories | (41,343) | (15,317) | (22,296) | | (78,956) |
| Prepaid expenses | (1,270) | (57) | (4,301) | | (5,628) |
| Accounts payable | 14,104 | 3,050 | 21,740 | | 38,894 |
| Accrued expenses | 2,860 | 836 | (13,170) | | (9,474) |
| Other noncurrent liabilities | (5,438) | | 1,036 | | (4,402) |
| Income taxes payable/refundable | 27,822 | | (10,914) | | 16,908 |
| Net cash flows from operations | 59,984 | 24,575 | (3,797) | (60,847) | 19,915 |
| Cash flows from investing activities: | | | | | |
| Purchase of property, plant and equipment | (4,644) | (7,604) | (15,663) | | (27,911) |
| Proceeds from sale of assets | 14 | 13 | 2,428 | | 2,455 |
| Acquisitions, net of cash acquired | | | (1,539) | | (1,539) |
| Other, net | (58,343) | (17,122) | 16,566 | 60,847 | 1,948 |
| Net cash flows from investing activities | (62,973) | (24,713) | 1,792 | 60,847 | (25,047) |
| Cash flows from financing activities: | | | | | |
| Net borrowings (repayments) under short-term agreements | | | 2,160 | | 2,160 |
| Proceeds from long-term borrowings | 187,770 | | | | 187,770 |
| Principal payments on long-term obligations | (167,186) | | (44) | | (167,230) |
| Purchase of noncontrolling interest | | | (25,253) | | (25,253) |
| Settlement of financial derivative | (3,568) | | | | (3,568) |
| Dividends paid | (8,710) | | | | (8,710) |
| Dividends to noncontrolling interests | | | (4,958) | | (4,958) |
| Debt issue fees | (1,284) | | | | (1,284) |
| Proceeds from exercises under stock plans | 16,933 | | | | 16,933 |
| Excess tax benefits from stock option exercises | 2,533 | | | | 2,533 |

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| | | | | |
|---|----------|--------|------------|------------|
| Purchase of treasury shares | (4,802) | | | (4,802) |
| Purchase of common treasury shares stock plan exercises | (18,443) | | | (18,443) |
| Net cash flows from financing activities | 3,243 | | (28,095) | (24,852) |
| Effect of exchange rate changes on cash and cash equivalents | | | 9,870 | 9,870 |
| Net change in cash and cash equivalents | 254 | (138) | (20,230) | (20,114) |
| Cash and cash equivalents beginning of year | 8,015 | 619 | 338,270 | 346,904 |
| Cash and cash equivalents end of period | \$ 8,269 | \$ 481 | \$ 318,040 | \$ 326,790 |

Table of Contents

VALMONT INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Dollars in thousands, except per share amounts)

(Unaudited)

8. Guarantor/Non-Guarantor Financial Information (Continued)

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Twenty-Six Weeks Ended June 26, 2010

| | Parent | Guarantors | Non-Guarantors | Eliminations | Total |
|---|-----------|------------|----------------|--------------|-----------|
| Cash flows from operations: | | | | | |
| Net earnings | \$ 33,578 | \$ 9,983 | \$ 24,235 | \$ (32,027) | \$ 35,769 |
| Adjustments to reconcile net earnings to net cash flow from operations: | | | | | |
| Depreciation | 9,994 | 6,372 | 8,214 | | 24,580 |
| Stock-based compensation | 3,168 | | | | 3,168 |
| Loss on sale of assets | 7 | 7 | 109 | | 123 |
| Equity in earnings of nonconsolidated subsidiaries | (557) | | (362) | | (919) |
| Deferred income taxes | (2,918) | (285) | 373 | | (2,830) |
| Other adjustments | | | 19 | | 19 |
| Changes in assets and liabilities: | | | | | |
| Receivables | (18,581) | 12,224 | (25,714) | | (32,071) |
| Inventories | 2,390 | 4,779 | (12,629) | (650) | (6,110) |
| Prepaid expenses | (2,030) | (281) | 2,372 | | 61 |
| Accounts payable | 6,250 | (1,426) | 6,562 | | 11,386 |
| Accrued expenses | (2,419) | 7,007 | (2,919) | | 1,669 |
| Other noncurrent liabilities | (341) | | 8,237 | | 7,896 |
| Income taxes payable/refundable | (4,178) | 14,923 | 496 | | 11,241 |
| Net cash flows from operations | 24,363 | 53,303 | 8,993 | (32,677) | 53,982 |
| Cash flows from investing activities: | | | | | |
| Purchase of property, plant and equipment | (5,469) | (589) | (4,967) | | (11,025) |
| Proceeds from sale of assets | 10 | 3 | 83 | | 96 |
| Acquisitions, gross of cash acquired | | (436,736) | (7,383) | | (444,119) |
| Cash acquired through acquisitions | | | 198,809 | | 198,809 |
| Other, net | 14,520 | (40,113) | (5,568) | 32,677 | 1,516 |
| Net cash flows from investing activities | 9,061 | (477,435) | 180,974 | 32,677 | (254,723) |
| Cash flows from financing activities: | | | | | |
| Net repayments under short-term agreements | | (6) | (2,142) | | (2,148) |
| Proceeds from long-term borrowings | 491,000 | | | | 491,000 |
| Principal payments on long-term obligations | (133,228) | | | | (133,228) |
| Debt issue costs | (3,858) | | | | (3,858) |
| Activity under intercompany note | (443,702) | 443,702 | | | |
| Dividends paid | (7,892) | | | | (7,892) |
| Dividends to noncontrolling interests | | | (3,477) | | (3,477) |
| Proceeds from exercises under stock plans | 3,197 | | | | 3,197 |
| Excess tax benefits from stock option exercises | 1,216 | | | | 1,216 |
| Purchase of treasury shares | (2,676) | | 1,799 | | (877) |
| Purchase of common treasury shares stock plan exercises | (1,961) | | | | (1,961) |

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| | | | | |
|--|-----------|-----------|------------|------------|
| Net cash flows from financing activities | (97,904) | 443,696 | (3,820) | 341,972 |
| Effect of exchange rate changes on cash and cash equivalents | | | (7,644) | (7,644) |
| Net change in cash and cash equivalents | (64,480) | 19,564 | 178,503 | 133,587 |
| Cash and cash equivalents beginning of year | 82,017 | 1,666 | 97,103 | 180,786 |
| Cash and cash equivalents end of period | \$ 17,537 | \$ 21,230 | \$ 275,606 | \$ 314,373 |

Table of Contents

**VALMONT INDUSTRIES, INC. AND SUBSIDIARIES
PART 1. FINANCIAL INFORMATION**

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

Management's discussion and analysis contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on assumptions that management has made in light of experience in the industries in which the Company operates, as well as management's perceptions of historical trends, current conditions, expected future developments and other factors believed to be appropriate under the circumstances. These statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond the Company's control) and assumptions. Management believes that these forward-looking statements are based on reasonable assumptions. Many factors could affect the Company's actual financial results and cause them to differ materially from those anticipated in the forward-looking statements. These factors include, among other things, risk factors described from time to time in the Company's reports to the Securities and Exchange Commission, as well as future economic and market circumstances, industry conditions, company performance and financial results, operating efficiencies, availability and price of raw materials, availability and market acceptance of new products, product pricing, domestic and international competitive environments, and actions and policy changes of domestic and foreign governments.

This discussion should be read in conjunction with the financial statements and the notes thereto, and the management's discussion and analysis, included in the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 2010.

In the fourth quarter of 2010, we reorganized our segment reporting structure to reflect our management structure as a result of the acquisition of Delta plc. The main business units of Delta are organized as follows in our segment structure:

Engineered Infrastructure Products (previously referred to as Engineered Support Structures) segment includes Delta's lighting, communication, access systems and roadway safety products;

Coatings segment includes Delta's galvanizing operations in the U.S., Australia and Asia;

Delta's forged steel grinding media and electrolytic manganese dioxide operations are included an "Other", and;

Delta's management administration expenses are included in "Net corporate expense".

We reclassified fiscal 2010 to conform to the fiscal 2011 presentation.

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Table of Contents

Results of Operations

Dollars in millions, except per share amounts

| | Thirteen Weeks Ended | | | Twenty-six Weeks Ended | | |
|---|----------------------|------------------|--------------------|------------------------|------------------|--------------------|
| | June 25, 2011 | June 26, 2010 | % Incr. (Decr.) | June 25, 2011 | June 26, 2010 | % Incr. (Decr.) |
| Consolidated | | | | | | |
| Net sales | \$ 668.6 | \$ 481.6 | 38.8% | \$ 1,236.6 | \$ 849.0 | 45.7% |
| Gross profit | 168.0 | 128.6 | 30.6% | 304.5 | 229.4 | 32.7% |
| <i>as a percent of sales</i> | 25.1% | 26.7% | | 24.6% | 27.0% | |
| SG&A expense | 99.4 | 91.4 | 8.8% | 190.6 | 160.4 | 18.8% |
| <i>as a percent of sales</i> | 14.9% | 19.0% | | 15.4% | 18.9% | |
| Operating income | 68.6 | 37.3 | 83.9% | 113.9 | 69.0 | 65.1% |
| <i>as a percent of sales</i> | 10.3% | 7.7% | | 9.2% | 8.1% | |
| Net interest expense | 8.8 | 7.3 | 20.5% | 15.3 | 12.9 | 18.6% |
| Effective tax rate | 22.5% | 38.9% | | 27.0% | 37.7% | |
| Net earnings attributable to Valmont Industries, Inc. | | | | | | |
| | \$ 45.8 | \$ 17.1 | 167.8% | \$ 71.4 | \$ 33.6 | 112.8% |
| Earnings per share attributable to Valmont Industries, Inc. diluted | | | | | | |
| | \$ 1.72 | \$ 0.65 | 164.6% | \$ 2.69 | \$ 1.27 | 111.8% |
| Engineered Infrastructure Products segment | | | | | | |
| Net sales | \$ 200.9 | \$ 162.7 | 23.5% | \$ 363.8 | \$ 268.6 | 35.4% |
| Gross profit | 46.4 | 43.3 | 7.2% | 82.6 | 71.2 | 16.0% |
| SG&A expense | 34.9 | 31.2 | 11.9% | 68.9 | 56.5 | 21.9% |
| Operating income | 11.5 | 12.1 | -5.0% | 13.7 | 14.7 | -6.8% |
| Utility Support Structures segment | | | | | | |
| Net sales | \$ 134.7 | \$ 114.5 | 17.6% | \$ 260.0 | \$ 227.4 | 14.3% |
| Gross profit | 30.5 | 28.2 | 8.2% | 59.8 | 58.6 | 2.0% |
| SG&A expense | 17.5 | 15.6 | 12.2% | 33.3 | 31.4 | 6.1% |
| Operating income | 13.0 | 12.6 | 3.2% | 26.5 | 27.2 | -2.6% |
| Coatings segment | | | | | | |
| Net sales | \$ 73.2 | \$ 48.0 | 52.5% | \$ 135.2 | \$ 70.2 | 92.6% |
| Gross profit | 23.8 | 15.6 | 52.6% | 42.4 | 23.2 | 82.8% |
| SG&A expense | 8.8 | 5.7 | 54.4% | 17.1 | 8.8 | 94.3% |
| Operating income | 15.0 | 9.9 | 51.5% | 25.3 | 14.4 | 75.7% |
| Irrigation segment | | | | | | |
| Net sales | \$ 183.7 | \$ 112.1 | 63.9% | \$ 334.8 | \$ 220.8 | 51.6% |
| Gross profit | 50.3 | 30.8 | 63.3% | 88.7 | 59.1 | 50.1% |
| SG&A expense | 17.3 | 14.2 | 21.8% | 31.8 | 27.1 | 17.3% |
| Operating income | 33.0 | 16.6 | 98.8% | 56.9 | 32.0 | 77.8% |
| Other | | | | | | |
| Net sales | \$ 76.1 | \$ 44.2 | 72.4% | \$ 142.8 | \$ 62.0 | 130.3% |
| Gross profit | 17.0 | 12.4 | 37.1% | 30.9 | 18.6 | 66.1% |
| SG&A expense | 5.6 | 3.7 | 51.4% | 10.6 | 5.6 | 89.3% |
| Operating income | 11.4 | 8.7 | 31.0% | 20.3 | 13.0 | 56.2% |
| Net Corporate expense | | | | | | |
| Gross profit | | (1.5) | NM | 0.1 | (1.3) | NM |
| SG&A expense | 15.3 | 21.1 | -27.5% | 28.9 | 31.0 | -6.8% |
| Operating loss | (15.3) | (22.5) | 32.0% | (28.8) | (32.3) | 10.8% |

NM=Not meaningful

Table of Contents

Acquisition of Delta plc

On May 12, 2010, we acquired Delta plc (Delta). The total amount of the acquisition was \$436.7 million and was financed by a combination of cash, borrowings under our revolving credit agreement of \$85.0 million and \$300.0 million of senior unsecured notes.

We began consolidating Delta's financial results in our consolidated financial statements beginning on May 12, 2010. On a segment reporting basis, Delta's operations are included in our results as follows:

Engineered Infrastructure Products Segment manufacture of poles, roadway safety systems and access systems;

Coatings Segment galvanizing operations in Australia, the U.S. and Asia; and

Other manufacture of steel grinding media and electrolytic manganese dioxide

The increases in sales and operating income by segment attributable to a full year effect of Delta in fiscal 2011, as compared with fiscal 2010, were as follows (in millions):

| | Thirteen weeks ended June 25, 2011 | | Twenty-six weeks ended June 25, 2011 | |
|------------------------------------|---------------------------------------|---------------------|---|---------------------|
| | Net Sales | Operating Income | Net Sales | Operating Income |
| Engineered Infrastructure Products | \$ 28.3 | \$ 0.9 | \$ 79.0 | \$ 4.8 |
| Utility Support Structures | 2.1 | 0.3 | 2.1 | 0.3 |
| Coatings | 24.7 | 4.4 | 61.9 | 8.2 |
| Other | 29.7 | 1.0 | 75.0 | 3.6 |
| Net corporate expense | | (0.3) | | (4.4) |
| Total | \$ 84.8 | \$ 6.3 | \$ 218.0 | \$ 12.5 |

Overview

On a consolidated basis, the increase in net sales in the second quarter and first half of fiscal 2011, as compared with 2010, were the result of improved sales in all reportable segments, part of which was the result of Delta's financial results being included in our consolidated financial statements for all of 2011.

For the company as a whole, without consideration of Delta sales, our second quarter and first half sales increases over 2010 were mainly due to increased unit sales volumes. On a reportable segment basis, the most significant unit sales volume increase was in the Irrigation and Utility Support Structures (Utility) segments. Sales prices overall were about 3% higher in the second quarter and first half of 2011, as compared with 2010, mainly in response to rising steel prices.

The decrease in gross profit margin (gross profit as a percent of sales) in 2011, as compared with 2010, was due to the following factors:

Raw material inflation in 2011 was higher than 2010. In particular, steel prices rose significantly in the first quarter of 2011 before moderating somewhat in the second quarter. Overall, steel prices in 2011 were higher than in 2010. Furthermore, LIFO expense increased in the first half of 2011 as compared with the same period in 2010, by \$4.3 million, in our operations that report their inventory on a last-in, first-out basis.

Competitive pricing environments in most of our markets in light of higher raw material prices have pressured gross profit margins to some degree.

Table of Contents

The results of our Australian operations were adversely impacted by heavy rains and flooding in the first quarter of 2011, which negatively affected sales volumes and factory utilization. While our operations themselves did not sustain material damage, the flooding disrupted our customers and suppliers which, in turn, adversely affected the results of our operations.

Selling, general and administrative (SG&A) spending for the second quarter and first half of fiscal 2011, as compared with 2010, increased due to the following factors:

Expenses related to the Delta operations (\$11.1 and \$32.5 million, respectively), which was not included in our 2010 financial statements; and

Increased employee incentive accruals of \$3.7 million and \$5.3 million, respectively, due to improved operating results, and;

Increased compensation expenses of \$2.4 million and \$2.9 million, respectively, associated with increased employment levels and salary increases.

These increases were somewhat offset by \$11.1 million and \$12.9 million, respectively, in lower acquisition and integration costs in the second quarter and first half of 2011, as compared with fiscal 2010, associated with the Delta acquisition.

On a reportable segment basis, the Irrigation and Coatings segments reported improved operating income in the second quarter and first half of 2011, as compared with 2010. Utility segment operating income for the same periods in 2011 was comparable with 2010, while the Engineered Infrastructure Products segment reported slightly lower operating income.

The increase in net interest expense in the second quarter of fiscal 2011, as compared with 2010, was mainly due to \$2.8 million expensed as part of the redemption of the senior subordinated notes. This expense consisted of \$1.7 million of premium paid and \$1.1 million of unamortized bond issue costs. On a year-to-date basis, the increase in interest expense was also attributable to the full year effect (approximately \$5.0 million) of interest expense associated with the \$300 million in senior unsecured notes issued in April 2010, less \$2.9 million of bank fees incurred in the first quarter of fiscal 2010 to provide the required bridge loan funding commitment for the Delta acquisition and the full impact of interest income from Delta's cash balances.

Our effective income tax rate in second quarter and first half of fiscal 2011 was lower than the same periods in 2010. This reduction was mainly due to the:

non-deductibility of a portion of the Delta acquisition expenses incurred in 2010 (\$3.2 million), and;

income tax benefits associated with our 2011 acquisition of the remaining 40% of Donhad that we did not own (\$4.1 million), and;

net effect of certain income tax contingencies that were reduced this quarter due to expiration of statutes of limitation (\$1.4 million)

Aside from these events that are non-recurring in nature, our year-to-date effective tax rate in fiscal 2011 and 2010 would have been approximately 32.0-32.5%.

Our cash flows provided by operations were approximately \$19.9 million in 2011, as compared with \$54.0 million in 2010. Despite increased net earnings in 2011, as compared with 2010, increased working capital to support increased business activity in 2011 and the annual contribution to the Delta Pension Plan of \$10.1 million were the main reasons for the lower operating cash flow in 2011.

Table of Contents

Engineered Infrastructure Products (EIP) segment

The increase in net sales in the second quarter and first half of fiscal 2011 as compared with 2010 was mainly due to the Delta EIP operations and improved international sales volumes. Global lighting markets experienced weak demand, resulting in increased price competition, despite higher raw material prices. In the Lighting product line, 2011 North American sales in the second quarter and first half of the year were down slightly as compared with 2010. Market conditions in North America continue to be weak, especially in the transportation market, where funding is through federal, state and local governments. We believe sales demand in the transportation market was dampened by the lack of a long-term federal highway funding legislation and state budget deficits, as the lack of long-term funding legislation does not give the various states ample visibility to implement long-term initiatives. Furthermore, highway spending sponsored under the federal program requires the various states to provide part of required funding. Many states are in budget deficits, which may constrain their ability to access federal matching funds to implement roadway projects. Sales in other market channels helped to offset the lower transportation market sales in 2011, as compared with 2010. In Europe, sales were higher in the second quarter and first half of 2011, as compared with 2010. However, sales pricing and product mix generally were unfavorable due to weak demand, as the European economy was sluggish.

Sales in the communication structures product line were higher in the second quarter and first half of fiscal 2011, as compared with 2010. Sales were \$3.6 and \$3.9 million higher, respectively, in North America. Market conditions generally were more favorable in 2011 over 2010 and we believe operational improvements resulted in an improved quotation success rate in 2011, as compared with 2010. In China, sales of wireless communication structures were lower in the second quarter of 2011, as compared with 2010. Year-to-date sales, however, were higher in fiscal 2011, as compared with 2010. In 2010, annual supply contracts with Chinese wireless carriers were settled later than in the past and 2011 was more in line with what we believe is a more normal demand pattern.

Operating income for the segment was slightly lower in the second quarter and first half of fiscal 2011, as compared with 2010. While operating income was enhanced by the addition of the Delta operations, the impact of rising raw material costs and very competitive pricing conditions in most of our markets hampered operating income for the segment, included LIFO expense that was \$1.6 million higher in the first half of fiscal 2011 than in 2010. The impact of lower North America sales on operating profit was mitigated to an extent by factory operational improvements. The operating income effect of the increased sales associated with the Delta operations was relatively minor, as we are experiencing generally increased sales pricing competition, including that from outside Australia resulting from the stronger Australian dollar. The increase in SG&A expense in fiscal 2011 was mainly due to the acquisition of the Delta operations (\$4.5 million and \$14.3 million, respectively), offset to a degree by lower spending levels in North America and Asia.

Utility Support Structures (Utility) segment

In the Utility segment, the sales increases in the second quarter and first half of fiscal 2011, as compared with 2010, were due to improved unit sales volumes in the U.S., offset to a degree by lower sales volumes in international markets. In U.S. markets, electrical utility companies are increasing their investment in the electrical grid over a relatively slow 2010. The sales pricing environment is slowly improving but continues to be very competitive, which is reflective of market conditions in 2010 when certain utility structures projects were bid out. In international markets, the sales decrease was mainly due to lower project sales into emerging markets and lower sales volumes in China.

Operating income was slightly higher in the second quarter of fiscal 2011, as compared with 2010 while year-to-date segment operating in 2011 was essentially the same as 2010. Gross profit margins were negatively affected by the competitive pricing environment in North America and higher steel

Table of Contents

costs, which mitigated the effect of higher sales volumes on operating income. SG&A expenses for the segment in fiscal 2011 were slightly higher than in 2010, mainly due to increased employee incentives.

Coatings segment

Net sales in the Coatings segment increased in fiscal 2011, as compared with 2010. Aside from the effect from the galvanizing operations acquired in the Delta transaction, the sales increase for the segment was due to stronger unit sales demand in our operations. We believe this increase in sales volume is reflective of an overall stronger U.S. economy, especially among agricultural equipment manufacturers.

The increase in segment operating income in fiscal 2011, as compared with 2010, was due to the effect of the acquired Delta businesses, improved sales volume and the associated operating leverage. SG&A expenses for the segment in the second quarter and first half of 2011 were higher than the comparable periods in 2010, mainly due to the effect of the Delta businesses (\$2.9 million and \$7.6 million, respectively).

Irrigation segment

Irrigation segment net sales in fiscal 2011 improved over 2010, mainly due to stronger sales volumes in both North American and international markets. In global markets, the sales growth was due to a very strong agricultural economy. Farm commodity prices are very favorable and net farm income is projected to be strong in 2011. In addition, weather conditions in North America in 2011 were generally drier than 2010, further enhancing demand for irrigation machines and related service parts. In international markets, the sales improvement in fiscal 2011, as compared with 2010, was realized in most markets, particularly Australia and Brazil.

Operating income for the segment improved in 2011 over 2010, due to improved sales unit volumes in North America and the associated operational leverage. Rising raw material prices resulted in \$3.1 million in increased LIFO expense in the first half of 2011, as compared with 2010, which negatively affected gross profit margins. SG&A expenses increased mainly due to employee compensation costs to support the increase in sales activity and future initiatives (\$1.7 million and \$2.4 million, respectively) and increased employee incentives due to improved operating performance in 2011 (\$0.8 million and \$1.0 million, respectively).

Other

This unit includes the Delta grinding media and electrolytic manganese operations and our industrial tubing and fasteners operations. The increase in sales and operating income in 2011, as compared with 2010, was mainly due to the addition of the Delta operations. The manganese dioxide operations are generally not as strong in 2011, as compared with 2010, due to competitive challenges associated with the stronger South African Rand and a weaker disposable battery market. Our Tubing operations also realized improved sales and operating income in the second quarter and first half of 2011, as compared with 2010.

Net corporate expense

The decrease in net corporate expense in the second quarter and first half of 2011, as compared with 2010 was mainly due to Delta acquisition and integration cost that were incurred in 2010 but not 2011 (\$11.1 million and \$12.9 million, respectively). These decreases were offset somewhat by the full year effect of Delta's administration costs (\$1.1 million and \$5.2 million, respectively) and higher employee incentive expense associated with improved profitability in 2011 as compared with 2010 (\$2.5 million and \$3.3 million, respectively).

Table of Contents

Liquidity and Capital Resources

Cash Flows

Working Capital and Operating Cash Flows Net working capital was \$816.4 million at June 25, 2011, as compared with \$747.3 million at December 25, 2010. The increase in net working capital in 2011 mainly resulted from increased inventories to support the increase in sales, especially in the Irrigation and Utility Support Structures segments. Operating cash flow was \$19.9 million in fiscal 2011, as compared with \$54.0 million for the same period in 2010. The decrease in operating cash flow in 2011 mainly was the result of the increase in working capital as compared with 2010 and the annual contribution we made to the Delta Pension Plan of \$10.1 million in fiscal 2011. In fiscal 2010, this contribution was made before we acquired Delta.

Investing Cash Flows Capital spending in the fiscal 2011 was \$27.9 million, as compared with \$11.0 million in 2010. We expect our capital spending for the 2011 fiscal year to be approximately \$60 to \$70 million. Investing cash flows for fiscal 2010 included \$436.7 million of cash (less \$198.8 million of cash acquired) for the Delta acquisition and an aggregate of \$7.5 million associated with increasing our ownership interest in West Coast Engineering, Ltd. from 70% to 80% and the additional purchase price paid to the former shareholders of Stainton related to the performance of the operation after its acquisition in November 2008.

Financing Cash Flows Our total interest-bearing debt increased from \$477.7 million at December 25, 2010 to \$500.8 million as of June 25, 2011. The increase in borrowings in 2011 was a seasonal increase in borrowings due to the increase in working capital in the U.S. In the second quarter of fiscal 2011, we redeemed all of our \$150 million of senior subordinated notes that were due in May 2014 with the proceeds from the sale of \$150 million principal amount of senior unsecured notes. The senior unsecured notes became part of a series of senior unsecured notes previously issued in April 2010. The senior unsecured notes were issued at a premium of \$14.8 million in excess of the principal amount. We refinanced the senior subordinated notes to take advantage of a favorable interest-rate environment and to extend our long-term debt maturities. Financing cash flows in 2011 included approximately \$25.3 million to acquire the remaining 40% of the shares of Donhad Pty. Ltd. (a manufacturer of steel grinding media serving the Australian mining industry).

Sources of Financing and Capital

We have historically funded our growth, capital spending and acquisitions through a combination of operating cash flows and debt financing. We have an internal long-term objective to maintain long-term debt as a percent of invested capital at or below 40%. At June 25, 2011, our long-term debt to invested capital ratio was 26.6%, as compared with 26.7% at December 25, 2010. Subject to our level of acquisition activity and steel industry operating conditions (which could affect the levels of inventory we need to fulfill customer commitments), we plan to maintain this ratio below 40% in 2011.

Our debt financing at June 25, 2011 consisted primarily of long-term debt. We also maintain certain short-term bank lines of credit totaling \$53.0 million, \$46.5 million of which was unused at June 25, 2011. Our long-term debt principally consists of:

\$450 million of senior unsecured notes that bear interest at 6.625% per annum and are due in April 2020. \$300 million principal amount of the notes were issued in April 2010 and \$150 million principal amount of the notes were issued in June 2011. We are allowed to repurchase the notes at specified prepayment premiums. These notes are guaranteed by certain of our subsidiaries.

\$280 million revolving credit agreement with a group of banks. We may increase the credit facility by up to an additional \$100 million at any time, subject to participating banks increasing

Table of Contents

the amount of their lending commitments. The interest rate on our borrowings will be, at our option, either:

- (a) LIBOR (based on a 1, 2, 3 or 6 month interest period, as selected by us) plus 125 to 200 basis points (inclusive of facility fees), depending on our ratio of debt to earnings before taxes, interest, depreciation and amortization (EBITDA), or;
- (b) the higher of

The higher of (a) the prime lending rate and (b) the Federal Funds rate plus 50 basis points plus in each case, 25 to 100 basis points (inclusive of facility fees), depending on our ratio of debt to EBITDA, or

LIBOR (based on a 1 week interest period) plus 125 to 200 basis points (inclusive of facility fees), depending on our ratio of debt to EBITDA

At June 25, 2011, we had \$14.0 million in outstanding borrowings under the revolving credit agreement, at an annual interest rate of 1.39%, not including facility fees. These outstanding borrowings were associated with funding requirements related to the Delta acquisition. The revolving credit agreement has a termination date of October 16, 2013 and contains certain financial covenants that may limit our additional borrowing capability under the agreement. At June 25, 2011, we had the ability to borrow an additional \$246.9 million under this facility.

These debt agreements contain covenants that require us to maintain certain coverage ratios and may limit us with respect to certain business activities, including capital expenditures. Our key debt covenants are that interest-bearing debt is not to exceed 3.75x EBITDA of the prior four quarters and that our EBITDA over our prior four quarters must be at least 2.50x our interest expense over the same period. At June 25, 2011, we were in compliance with all covenants related to these debt agreements. The key covenant calculations at June 25, 2011 were as follows:

| | |
|---------------------------------|---------|
| Interest-bearing debt | 500,817 |
| EBITDA last 12 months | 299,509 |
| Leverage ratio | 1.67 |
| EBITDA last 12 months | 299,509 |
| Interest expense last 12 months | 35,600 |
| Interest earned ratio | 8.41 |

Table of Contents

The calculation of EBITDA last 12 months (June 26, 2010 - June 25, 2011) is as follows:

| | |
|---|------------|
| Net cash flows from operations | \$ 118,153 |
| Interest expense | 35,600 |
| Income tax expense | 60,719 |
| Deferred income tax benefit | 2,351 |
| Noncontrolling interest | (7,271) |
| Equity in earnings/(losses) in nonconsolidated subsidiaries | 3,675 |
| Stock-based compensation | (6,604) |
| Pension plan expense | (8,836) |
| Contribution to pension plan | 10,086 |
| Payment of deferred compensation | 393 |
| Changes in assets and liabilities, net of acquisitions | 94,065 |
| Other | (2,822) |

| | |
|---------------|-------------------|
| EBITDA | \$ 299,509 |
|---------------|-------------------|

| | |
|---|------------|
| Net earnings attributable to Valmont Industries, Inc. | \$ 132,237 |
| Interest expense | 35,600 |
| Income tax expense | 60,719 |
| Depreciation and amortization expense | 70,953 |

| | |
|---------------|-------------------|
| EBITDA | \$ 299,509 |
|---------------|-------------------|

Our businesses are cyclical, but we have diversity in our markets, from a product, customer and a geographical standpoint. We have demonstrated the ability to effectively manage through business cycles and maintain liquidity. We have consistently generated operating cash flows in excess of our capital expenditures. Based on our available credit facilities, recent issuance of senior unsecured notes and our history of positive operational cash flows, we believe that we have adequate liquidity to meet our needs. We have not made any provision for U.S. income taxes in our financial statements on approximately \$388 million of undistributed earnings of our foreign subsidiaries, as we intend to reinvest those earnings. Therefore, if we need to repatriate foreign cash balances to the United States to meet our cash needs, income taxes would be paid to the extent that those cash repatriations were undistributed earnings of our foreign subsidiaries.

Financial Obligations and Financial Commitments

Other than our additional borrowings under our senior unsecured notes related to the redemption of our senior subordinated notes and revolving credit agreement related to the Delta acquisition, there have been no material changes to our financial obligations and financial commitments as described beginning on page 35 in our Form 10-K for the year ended December 25, 2010. We have future financial obligations related to (1) payment of principal and interest on interest-bearing debt, (2) Delta pension plan contributions, (3) operating leases and (4) purchase obligations. These obligations at June 25, 2011 were as follows (in millions of dollars):

| Contractual Obligations | Total | 2011 | 2012 | 2013 | 2014 | 2015 | After 2015 |
|---|-----------------|----------------|-----------------|-----------------|-----------------|-------------|-------------------|
| Long-term debt | \$ 489.4 | \$ | \$ 14.6 | \$ | \$ 0.6 | \$ | 474.2 |
| Interest | 269.9 | 15.1 | 60.1 | 59.8 | 134.9 | | |
| Delta pension plan contributions | 81.9 | | 23.4 | 23.4 | 35.1 | | |
| Operating leases | 115.7 | 12.1 | 32.4 | 22.7 | 48.5 | | |
| Unconditional purchase commitments | 35.4 | 35.4 | | | | | |
| Total contractual cash obligations | \$ 992.3 | \$ 62.6 | \$ 130.5 | \$ 106.5 | \$ 692.7 | | |

Table of Contents

Long-term debt mainly consisted of \$450.0 million principal amount of senior unsecured notes. At June 25, 2011, we had \$14.0 million of outstanding borrowings under our bank revolving credit agreement. We also had various other borrowing arrangements aggregating \$10.7 million at June 25, 2011. Obligations under these agreements may accelerate in event of non-compliance with covenants. The Delta pension plan contributions are related to agreed-upon cash funding commitments to the plan with the plan's trustees, which are re-negotiated in conjunction with a triennial valuation. Operating leases relate mainly to various production and office facilities and are in the normal course of business.

Unconditional purchase obligations relate to purchase orders for zinc, aluminum and steel, all of which we plan to use in 2011, and certain capital investments planned for 2011. We believe the quantities under contract are reasonable in light of normal fluctuations in business levels and we expect to use the commodities under contract during the contract period.

At June 25, 2011, we had approximately \$50.0 million of various long-term liabilities related to certain income tax, environmental and other matters. These items are not scheduled above because we are unable to make a reasonably reliable estimate as to the timing of any potential payments.

Off Balance Sheet Arrangements

There have been no changes in our off balance sheet arrangements as described on page 36 in our Form 10-K for the fiscal year ended December 25, 2010 during the fiscal quarter and year-to-date periods ended June 25, 2011.

Critical Accounting Policies

There have been no changes in our critical accounting policies as described on pages 37-41 on our Form 10-K for the fiscal year ended December 25, 2010 during the fiscal quarter and year-to-date periods ended June 25, 2011.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

There were no material changes in the company's market risk during the quarter ended June 25, 2011. For additional information, refer to the section "Risk Management" beginning on page 36 in our Form 10-K for the fiscal year ended December 25, 2010.

Item 4. Controls and Procedures

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports the Company files or submits under the Securities Exchange Act of 1934 is (1) accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures and (2) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms.

No changes in the Company's internal control over financial reporting occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities**

| Period | (a) Total Number of Shares Purchased | (b) Average Price paid per share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|--|---|--|--|
| March 27, 2011 to April 23, 2011 | 834 | \$ 102.37 | | |
| April 24, 2011 to May 28, 2011 | 1,932 | \$ 102.15 | | |
| May 29, 2011 to June 25, 2011 | 72 | \$ 97.57 | | |
| Total | 2,838 | \$ 102.10 | | |

During the second quarter, the only shares reflected above were those delivered to the Company by employees as part of stock option exercises, either to cover the purchase price of the option or the related taxes payable by the employee as part of the option exercise. The price paid per share was the market price at the date of exercise.

Item 5. Other Information

E. Robert Meaney, the Company's Senior Vice President and Corporate Secretary, will retire on August 1, 2011. The Company previously announced on Form 8-K dated March 16, 2011 that he would retire during the current year.

Item 6. Exhibits

(a)
Exhibits

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Separation Agreement and Release dated July 13, 2011 between the Company and John G. Graboski |
| 31.1 | Section 302 Certificate of Chief Executive Officer |
| 31.2 | Section 302 Certificate of Chief Financial Officer |
| 32.1 | Section 906 Certifications of Chief Executive Officer and Chief Financial Officer |
| 101 | The following financial information from Valmont's Quarterly Report on Form 10-Q for the quarter ended June 25, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the |

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Condensed Consolidated Statements of Shareholders' Equity, (v) Notes to Condensed Consolidated Financial Statements
(tagged as blocks of text).

Table of Contents

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 and by the undersigned hereunto duly authorized.

VALMONT INDUSTRIES, INC.
(Registrant)

/s/ TERRY J. MCCLAIN

Terry J. McClain
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Dated this 27th day of July, 2011.

Table of Contents

Index of Exhibits

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