EAGLE MATERIALS INC
Form 10-Q
October 24, 2016

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United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended

September 30, 2016

Commission File Number 1-12984

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

75-2520779

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

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

(Address of principal executive offices)

(214) 432-2000

(Registrant's telephone number, including area code)

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

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

Yes No

As of October 21, 2016, the number of outstanding shares of common stock was:

Class	Outstanding Shares
Common Stock, $.01 Par Value	48,223,617

Eagle Materials Inc. and Subsidiaries

Form 10-Q

September 30, 2016

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PART I. FINANCIAL INFORMATION (unaudited)

Eagle Materials Inc. and Subsidiaries

Consolidated Statements of Earnings

(dollars in thousands, except share data)

(unaudited)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
Revenues	$332,658	$328,988	$630,162	$613,951
Cost of Goods Sold	241,448	284,694	466,997	508,560
Gross Profit	91,210	44,294	163,165	105,391
Equity in Earnings of Unconsolidated Joint Venture	12,147	11,680	20,127	19,510
Corporate General and Administrative	(8,832)	(9,364)	(18,665)	(18,355)
Other Income	504	572	1,579	1,007
Interest Expense, Net	(5,656)	(4,342)	(9,557)	(8,828)
Earnings Before Income Taxes	89,373	42,840	156,649	98,725
Income Tax Expense	(29,136)	(13,021)	(51,068)	(31,144)
Net Earnings	$60,237	$29,819	$105,581	$67,581
EARNINGS PER SHARE:				
Basic	$1.26	$0.60	$2.20	$1.36
Diluted	$1.25	$0.59	$2.18	$1.34
AVERAGE SHARES OUTSTANDING:				
Basic	47,809,476	49,828,189	47,911,276	49,797,972
Diluted	48,229,485	50,470,151	48,375,116	50,460,947
CASH DIVIDENDS PER SHARE:	$0.10	$0.10	$0.20	$0.20

See notes to unaudited consolidated financial statements.

Eagle Materials Inc. and Subsidiaries

Consolidated Statements of Comprehensive Earnings

(unaudited – dollars in thousands)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
Net Earnings	$ 60,237	$ 29,819	$ 105,581	$ 67,581
Change in Funded Status of Defined Benefit Plans:				
Amortization of Net Actuarial Loss	500	508	1,000	1,016
Tax Expense	(188)	(188)	(376)	(376)
Comprehensive Earnings	$ 60,549	$ 30,139	$ 106,205	$ 68,221

See notes to unaudited consolidated financial statements.

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Eagle Materials Inc. and Subsidiaries

Consolidated Balance Sheets

(dollars in thousands)

	September 30, 2016 (unaudited)	March 31, 2016
ASSETS		
Current Assets -		
Cash and Cash Equivalents	$54,506	$5,391
Accounts and Notes Receivable	155,241	120,221
Inventories	217,582	243,595
Income Tax Receivable	1,046	5,623
Prepaid and Other Assets	6,761	5,173
Total Current Assets	435,136	380,003
Property, Plant and Equipment -	2,089,499	2,072,776
Less: Accumulated Depreciation	(855,148)	(817,465)
Property, Plant and Equipment, net	1,234,351	1,255,311
Notes Receivable	1,158	2,672
Investment in Joint Venture	47,852	49,465
Goodwill and Intangible Assets	162,506	165,827
Other Assets	27,132	30,357
	$1,908,135	$1,883,635
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities -		
Accounts Payable	$62,481	$66,614
Accrued Liabilities	53,793	45,975
Current Portion of Long-term Debt	8,000	8,000
Total Current Liabilities	124,274	120,589
Long-term Debt	461,182	499,714
Other Long-term Liabilities	59,922	61,122
Deferred Income Taxes	164,027	161,679
Total Liabilities	809,405	843,104
Stockholders' Equity -		
Preferred Stock, Par Value $0.01; Authorized 5,000,000 Shares; None Issued	—	—
Common Stock, Par Value $0.01; Authorized 100,000,000 Shares; Issued and Outstanding 48,223,617 and 48,526,843 Shares, respectively	482	485
Capital in Excess of Par Value	130,638	168,969
Accumulated Other Comprehensive Losses	(10,785)	(11,409)
Retained Earnings	978,395	882,486

Total Stockholders' Equity	1,098,730	1,040,531
	$1,908,135	$1,883,635

See notes to the unaudited consolidated financial statements.

Eagle Materials Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(unaudited – dollars in thousands)

	For the Six Months Ended September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Earnings	$ 105,581	$ 67,581
Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities -		
Depreciation, Depletion and Amortization	45,249	49,034
Impairment of Intangible Assets	—	28,354
Inventory Adjustment to Net Realizable Value	8,492	9,382
Deferred Income Tax Provision	2,125	(18,413)
Stock Compensation Expense	6,158	8,330
Excess Tax Benefits from Share Based Payment Arrangements	(5,494)	(2,494)
Equity in Earnings of Unconsolidated Joint Venture	(20,127)	(19,510)
Distributions from Joint Venture	21,750	17,250
Changes in Operating Assets and Liabilities:		
Accounts and Notes Receivable	(33,506)	(39,379)
Inventories	17,521	3,806
Accounts Payable and Accrued Liabilities	3,337	(1,536)
Other Assets	(1,005)	534
Income Taxes Payable	10,071	4,650
Net Cash Provided by Operating Activities	160,152	107,589
CASH FLOWS FROM INVESTING ACTIVITIES		
Property, Plant and Equipment Additions	(18,231)	(55,869)
Acquisition Spending	—	(32,427)
Net Cash Used in Investing Activities	(18,231)	(88,296)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of Credit Facility	(382,000)	(3,000)
Issuance of Long-term Debt	350,000	—
Payment of Debt Issuance Costs	(6,637)	—
Dividends Paid to Stockholders	(9,677)	(10,061)
Shares Redeemed to Settle Employee Taxes on Stock Compensation	(2,965)	(1,728)
Purchase and Retirement of Common Stock	(60,013)	(10,744)
Proceeds from Stock Option Exercises	12,992	2,580
Excess Tax Benefits from Share Based Payment Arrangements	5,494	2,494
Net Cash Used in Financing Activities	(92,806)	(20,459)
	49,115	(1,166)

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	5,391	7,514
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$54,506	$6,348

See notes to the unaudited consolidated financial statements.

Eagle Materials Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

September 30, 2016

(A) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements as of and for the three and six month periods ended September 30, 2016 include the accounts of Eagle Materials Inc. (“Eagle” or “Parent”) and its majority-owned subsidiaries (collectively, the “Company”, “us” or “we”) and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 25, 2016.

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

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

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers.” ASU 2014-09 supersedes the revenue recognition requirements in “Revenue Recognition (Topic 605),” and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. The standard will be effective for us in the first quarter of fiscal 2019. We will adopt the new standard using the modified retrospective approach, which requires the standard be applied only to the most current period presented, with the cumulative effect of initially applying the standard recognized at the date of initial application. We are currently evaluating the impact of this ASU.

In March 2016, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or ASU, 2016-09, “Improvements to Employee Share-Based Payment Accounting,” which provides for simplification of certain aspects of employee share-based payment accounting, including income taxes, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The standard will be effective for us in the first quarter of fiscal 2018 and will be applied either prospectively, retrospectively or using a modified retrospective transition approach depending on the area covered in this update. We are currently assessing the impact of the ASU on our consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU 2016-02, “Leases”, which supersedes existing lease guidance to require lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by long-term leases and to disclose additional quantitative and qualitative information about leasing arrangements. The standard will be effective for us in the first quarter of fiscal 2020, and we will adopt using the modified retrospective approach. We are currently assessing the impact of the ASU on our consolidated financial statements and disclosures, as well as our internal lease accounting processes.

(B) PENDING ACQUISITION

On September 11, 2016, Eagle Materials Inc. (the “Company”) and Cemex Construction Materials Atlantic, LLC (the “Seller”) entered into an Asset Purchase Agreement (the “Asset Purchase Agreement”) pursuant to which the Company will acquire (the “Fairborn Acquisition”) (i) a cement plant located in Fairborn, Ohio, (ii) a cement distribution terminal located in Columbus, Ohio, and (iii) certain other properties and assets used by the Seller in connection with the foregoing (collectively, the “Fairborn Business”).

The purchase price (the “Purchase Price”) to be paid by the Company in the Fairborn Acquisition is $400.0 million in cash, subject to a customary post-closing inventory adjustment. In addition, the Company will assume certain liabilities and obligations of the Seller relating to the Fairborn Business, including contractual obligations, reclamation obligations and various other liabilities and obligations arising out of or relating to the Fairborn Business after the closing of the Fairborn Acquisition. The Company expects to fund the payment of the Purchase Price and expenses incurred in connection with the Fairborn Acquisition through a combination of cash on hand and borrowings under the Company’s existing bank credit facility. The Fairborn Acquisition is expected to close in the fourth quarter of calendar 2016, or shortly thereafter.

(C) CASH FLOW INFORMATION—SUPPLEMENTAL

Cash payments made for interest were $6.8 million and $8.2 million for the six months ended September 30, 2016 and 2015, respectively. Net payments made for federal and state income taxes during the six months ended September 30, 2016 and 2015, were $39.3 million and $43.8 million, respectively.

(D) ACCOUNTS AND NOTES RECEIVABLE

Accounts and notes receivable have been shown net of the allowance for doubtful accounts of $11.0 million and $10.2 million at September 30, 2016 and March 31, 2016, respectively. We perform ongoing credit evaluations of our customers’ financial condition and generally require no collateral from our customers. The allowance for non-collection of receivables is based upon analysis of economic trends in the construction industry, detailed analysis of the expected collectability of accounts receivable that are past due and the expected collectability of overall receivables. We have no significant credit risk concentration among our diversified customer base.

We had notes receivable totaling approximately $4.7 million at September 30, 2016, of which approximately $3.5 million has been classified as current and presented with accounts receivable on the balance sheet. We lend funds to certain companies in the ordinary course of business, and the notes bear interest, on average, at LIBOR plus 3.5%. Remaining unpaid amounts, plus accrued interest, mature on various dates between 2017 and 2019. The notes are collateralized by certain assets of the borrowers, namely property and equipment, and are generally payable monthly. We monitor the credit risk of each borrower by focusing on the timeliness of payments, review of credit history and credit metrics and interaction with the borrowers.

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(E) STOCKHOLDERS' EQUITY

A summary of changes in stockholders' equity follows:

	For the Six Months Ended September 30, 2016 (dollars in thousands)
Common Stock –	
Balance at Beginning of Period	$ 485
Purchase and Retirement of Common Stock	(9)
Issuance of Restricted Stock	1
Stock Option Exercises	5
Balance at End of Period	482
Capital in Excess of Par Value –	
Balance at Beginning of Period	168,969
Stock Compensation Expense	6,157
Shares Redeemed to Settle Employee Taxes	(2,965)
Stock Option Exercises	18,481
Purchase and Retirement of Common Stock	(60,004)
Balance at End of Period	130,638
Retained Earnings –	
Balance at Beginning of Period	882,486
Dividends Declared to Stockholders	(9,672)
Net Earnings	105,581
Balance at End of Period	978,395
Accumulated Other Comprehensive Loss -	
Balance at Beginning of Period	(11,409)
Change in Funded Status of Pension Plan, net of tax	624
Balance at End of Period	(10,785)
Total Stockholders' Equity	$ 1,098,730

We repurchased 263,800 shares at an average price of $79.15 during the three months ended September 30, 2016. At September 30, 2016, we have authorization to purchase an additional 4,817,200 shares.

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(F) INVENTORIES

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

	As of September 30, 2016	March 31, 2016
	(dollars in thousands)	
Raw Materials and Material-in-Progress	$104,759	$119,060
Finished Cement	17,096	21,834
Gypsum Wallboard	5,939	5,839
Frac Sand	3,375	5,501
Aggregates	8,387	10,660
Paperboard	3,647	7,575
Repair Parts and Supplies	68,777	68,155
Fuel and Coal	5,602	4,971
	$217,582	$243,595

During the three months ended September 30, 2016 we wrote down approximately $7.7 million and $0.8 million of raw materials and materials-in-process and frac sand, respectively. During the three months ended September 30, 2015 we wrote down approximately $9.4 million of raw materials and materials-in-process. These inventories related to our Oil and Gas Proppants segment.

(G) ACCRUED EXPENSES

Accrued expenses consist of the following:

	As of September 30, 2016	March 31, 2016
	(dollars in thousands)	
Payroll and Incentive Compensation	$19,155	$ 19,956
Benefits	12,028	10,663
Interest	6,202	3,373
Property Taxes	6,799	4,186
Power and Fuel	1,543	1,390

Sales and Use Tax	857	1,486
Legal	2,357	549
Other	4,852	4,372
	$53,793	$ 45,975

(H) Share-BASED EMPLOYEE COMPENSATION

On August 7, 2013 our stockholders approved the Eagle Materials Inc. Amended and Restated Incentive Plan (the “Plan”), which increased the shares we are authorized to issue as awards by 3,000,000 (1,500,000 of which may be stock awards). Under the terms of the Plan, we can issue equity awards, including stock options, restricted stock units (“RSUs”), restricted stock and stock appreciation rights to employees of the Company and members of the Board of Directors. Awards that were already outstanding prior to the approval of the Plan on August 7, 2013 remain outstanding. The Compensation Committee of our Board of Directors specifies the terms for grants of equity awards under the Plan.

Long-Term Compensation Plans -

Options. In May 2016, the Compensation Committee approved the granting of an aggregate of 91,074 performance vesting stock options pursuant to the Plan to certain officers and key employees that will be earned if certain performance conditions are satisfied (the "Fiscal 2017 Employee Performance Stock Option Grant"). The performance criterion for the Fiscal 2017 Employee Performance Stock Option Grant is based upon the achievement of certain levels of return on equity (as defined in the option agreements), ranging from 11.0% to 18.0%, for the fiscal year ending March 31, 2017. All stock options will be earned if the return on equity is 18.0% or greater, and the percentage of shares earned will be reduced proportionately to approximately 66.7% if the return on equity is 11.0%. If the Company does not achieve a return on equity of at least 11.0%, all stock options granted will be forfeited. Following any such reduction, restrictions on the earned stock options will lapse ratably over four years, with the first fourth lapsing promptly following the determination date, and the remaining restrictions lapsing on March 31, 2018 through 2020. The stock options have a term of ten years from the date of grant. The Compensation Committee also approved the granting of 75,896 time vesting stock options to the same officers and key employees, which vest ratably over four years (the "Fiscal 2017 Employee Time Vesting Stock Option Grant). In August 2016, we granted 17,894 options to members of the Board of Directors (the "Fiscal 2017 Board of Directors Stock Option Grant"). Options granted under the Fiscal 2017 Board of Directors Stock Option Grant vest immediately and can be exercised from the date of grant until their expiration on the tenth anniversary of the date of grant. The Fiscal 2017 Employee Performance Stock Option Grant, Fiscal 2017 Employee Time Vesting Stock Option Grant and the Fiscal 2017 Board of Directors Stock Option Grant were valued at the grant date using the Black-Scholes option pricing model.

The weighted-average assumptions used in the Black-Scholes model to value the option awards in fiscal 2017 are as follows:

	Fiscal 2017
Dividend Yield	1.3%
Expected Volatility	36.5%
Risk Free Interest Rate	1.4%
Expected Life	6.0 years

Stock option expense for all outstanding stock option awards totaled approximately $1.8 million and $3.0 million for the three and six months ended September 30, 2016, respectively and approximately $2.1 million and $4.2 million for the three and six months ended September 30, 2015, respectively. At September 30, 2016, there was approximately $9.1 million of unrecognized compensation cost related to outstanding stock options, net of estimated forfeitures, which is expected to be recognized over a weighted-average period of 2.7 years.

The following table represents stock option activity for the six months ended September 30, 2016:

	Number of Shares	Weighted-Average Exercise Price
Outstanding Options at Beginning of Period	1,817,763	$ 53.03
Granted	192,364	$ 76.29

Exercised	(432,264)	$ 32.92
Cancelled	(18,662)	$ 69.82
Outstanding Options at End of Period	1,559,201	$ 61.27
Options Exercisable at End of Period	1,043,635	$ 53.01
Weighted-Average Fair Value of Options Granted during the Period	$24.56	

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The following table summarizes information about stock options outstanding at September 30, 2016:

	Outstanding Options			Exercisable Options	
Range of Exercise Prices	Number of Shares Outstanding	Weighted - Average Remaining Contractual Life	Weighted - Average Exercise Price	Number of Shares Outstanding	Weighted - Average Exercise Price
$23.17 – $ 30.74	279,429	3.75	$ 25.91	278,429	$ 25.90
$33.08 – $ 37.95	254,876	5.71	$ 33.92	248,876	$ 33.87
$53.22 – $ 74.10	451,080	8.05	$ 69.99	232,467	$ 67.18
$79.73 – $ 93.56	573,816	8.30	$ 83.79	283,863	$ 84.79
	1,559,201	6.99	$ 53.01	1,043,635	$ 53.01

At September 30, 2016, the aggregate intrinsic value for outstanding and exercisable options was approximately $25.0 million and $25.3 million, respectively. The total intrinsic value of options exercised during the six months ended September 30, 2016 was approximately $18.4 million.

Restricted Stock. In May 2016, the Compensation Committee approved the granting of an aggregate of 63,029 shares of performance vesting restricted stock to certain officers and key employees that will be earned if certain performance conditions are satisfied (the "Fiscal 2017 Employee Restricted Stock Performance Award"). The performance criterion for the Fiscal 2017 Employee Restricted Stock Performance Award is based upon the achievement of certain levels of return on equity (as defined in the award agreement), ranging from 11.0% to 18.0%, for the fiscal year ending March 31, 2017. All restricted shares will be earned if the return on equity is 18.0% or greater, and the percentage of shares earned will be reduced proportionately to approximately 66.7% if the return on equity is 11.0%. If the Company does not achieve a return on equity of at least 11.0%, all awards will be forfeited. Following any such reduction, restrictions on the earned shares will lapse ratably over four years, with the first fourth lapsing promptly following the determination date, and the remaining restrictions lapsing on March 31, 2018 through 2020. The Compensation Committee also approved the granting of 52,527 shares of time vesting restricted stock to the same officers and key employees, which vest ratably over four years (the "Fiscal 2017 Employee Restricted Stock Time Vesting Award). Both of the Fiscal 2017 Employee Restricted Stock Performance Award and the Fiscal 2017 Employee Restricted Stock Time Vesting Award were valued at the closing price of the stock on the date of grant, and are being expensed over a four year period. In August 2016, we awarded 11,173 shares of restricted stock to members of the Board of Directors (the "Board of Directors Fiscal 2017 Restricted Stock Award"). Awards issued under the Board of Directors Fiscal 2017 Restricted Stock Award do not fully vest until the retirement of each director, in accordance with our director retirement policy.

Expense related to restricted shares was approximately $1.8 million and $3.2 million for the three and six months ended September 30, 2016, respectively, and approximately $1.9 million and $4.2 million for the three and six months ended September 30, 2015, respectively. At September 30, 2016, there was approximately $19.4 million of unearned compensation from restricted stock, net of estimated forfeitures, which will be recognized over a weighted-average period of 3.0 years.

The number of shares available for future grants of stock options, restricted stock units, stock appreciation rights and restricted stock under the Plan was 4,323,126 at September 30, 2016.

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(I) COMPUTATION OF EARNINGS PER SHARE

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

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
Weighted-Average Shares of Common Stock Outstanding	47,809,476	49,828,189	47,911,276	49,797,972
Common Equivalent Shares:				
Assumed Exercise of Outstanding Dilutive Options	864,378	1,278,908	951,783	1,303,636
Less: Shares Repurchased from Assumed Proceeds of Assumed Exercised Options	(600,322)	(866,236)	(657,730)	(871,354)
Restricted Shares	155,953	229,290	169,787	230,693
Weighted-Average Common and Common Equivalent Shares Outstanding	48,229,485	50,470,151	48,375,116	50,460,947
Shares Excluded Due to Anti-dilution Effects	646,593	596,973	669,406	527,330

(J) PENSION AND EMPLOYEE BENEFIT PLANS

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

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

	For the Three Months Ended September 30,		For the Six Months ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Service Cost – Benefits Earned During the Period	$ 221	$ 231	$ 443	$ 488
Interest Cost of Benefit Obligations	398	381	797	758
Expected Return on Plan Assets	(415)	(430)	(831)	(869)
Recognized Net Actuarial Loss	426	432	851	859
Amortization of Prior-Service Cost	74	75	149	150
Net Periodic Pension Cost	$ 704	$ 689	$ 1,409	$ 1,386

(K) INCOME TAXES

Income taxes for the interim period presented have been included in the accompanying financial statements on the basis of an estimated annual effective tax rate. In addition to the amount of tax resulting from applying the estimated annual effective tax rate to pre-tax income, we will, when appropriate, include certain items treated as discrete events to arrive at an estimated overall tax amount. The effective tax rate for the six months ended September 30, 2016 was approximately 33%, which was relatively consistent with the effective tax rate of 32% for the six months ended September 30, 2015.

(L) LONG-TERM DEBT

Long-term debt consists of the following:

	As of September 30, 2016	March 31, 2016
	(dollars in thousands)	
Credit Facility	$—	$ 382,000
4.500% Senior Unsecured Notes Due 2026	350,000	—
Private Placement Senior Unsecured Notes	125,714	125,714
Total Debt	475,714	507,714
Less: Current Portion of Long-term Debt	(8,000)	(8,000)
Less: Debt Origination Costs	(6,532)	—
Total Long-term Debt	$461,182	$ 499,714

Credit Facility –

We have a $500.0 million revolving credit facility (the "Credit Facility"), including a swingline loan sublimit of $25.0 million, which originally was scheduled to expire on October 30, 2019, but was amended in August 2016 to extend the expiration date to August 2, 2021. Borrowings under the Credit Facility are guaranteed by substantially all of the Company's subsidiaries. At the option of the Company, outstanding principal amounts on the Credit Facility bear interest at a variable rate equal to (i) The London Interbank Offered Rate ("LIBOR") for the selected period, plus an applicable rate (ranging from 100 to 225 basis points), which is to be established quarterly based upon the Company's ratio of consolidated EBITDA, defined as earnings before interest, taxes, depreciation and amortization, to the Company's consolidated indebtedness (the "Leverage Ratio"), or (ii) an alternative base rate which is the higher of (a) the prime rate or (b) the federal funds rate plus ½% per annum plus an applicable rate (ranging from 0 to 125 basis points). Interest payments are payable, in the case of loans bearing interest at a rate based on the federal funds rate, quarterly, or in the case of loans bearing interest at a rate based on LIBOR, at the end of the applicable interest period. The Company is also required to pay a commitment fee on unused available borrowings under the Credit Facility ranging from 10 to 35 basis points depending upon the Leverage Ratio. The Credit Facility contains customary covenants that restrict our ability to incur additional debt, encumber our assets, sell assets, make or enter into certain investments, loans or guaranties and enter into sale and leaseback arrangements. The Credit Facility also requires us to maintain a consolidated indebtedness ratio (calculated as consolidated indebtedness to consolidated earnings before interest, taxes, depreciation, amortization, certain transaction-related deductions and other non-cash deductions) of 3.5:1.0 or less and an interest coverage ratio (consolidated earnings before interest, taxes, depreciation, amortization, certain transaction-related deductions and other non-cash deductions to consolidated interest expense) of at least 2.5:1.0. There were no borrowings outstanding at September 30, 2016. Based on our Leverage Ratio, we had $489.3 million of available borrowings, net of the outstanding letters of credit, at September 30, 2016.

The Credit Facility has a $50.0 million letter of credit facility. Under the letter of credit facility, the Company pays a fee at a per annum rate equal to the applicable margin for Eurodollar loans in effect from time to time plus a one-time letter of credit fee in an amount equal to 0.125% of the initial stated amount. At September 30, 2016, we had $10.7 million of letters of credit outstanding.

4.500% Senior Unsecured Notes Due 2026 –

On August 2, 2016, the Company issued $350.0 million aggregate principal amount of 4.500% senior notes ("Senior Unsecured Notes") due August 2026. Interest on the Senior Unsecured Notes is payable semiannually on February 2 and August 2 of each year until all of the outstanding notes are paid. The Senior Unsecured Notes rank equal to existing and future senior indebtedness, including the Credit Facility and the Private Placement Senior Unsecured Notes. Prior to August 1, 2019, we may redeem up to 40% of the original aggregate principal amount of the Senior Unsecured Notes with the proceeds of certain equity offerings at a redemption price of 104.5% of the principal amount of the notes. Prior to August 1, 2021, we may redeem some or all of the Senior Unsecured

Notes at a price equal to 100% of the principal amount, plus a “make-whole” premium. Beginning on August 1, 2021, we may redeem some or all of the Senior Unsecured Notes at the redemption prices set forth below (expressed as a percentage of the principal amount being redeemed):

	Percentage
2021	102.25%
2022	101.50%
2023	100.75%
2024 and thereafter	100.00%

The Senior Unsecured Notes contain covenants that limit our ability and/or our guarantor subsidiaries' ability to create or permit to exist certain liens; enter into sale and leaseback transactions; and consolidate, merge, or transfer all or substantially all of our assets. The Company’s Senior Unsecured Notes are fully and unconditionally and jointly and severally guaranteed by each of our subsidiaries that is a guarantor under the Credit Facility and Private Placement Senior Unsecured Notes. See Footnote (P) to the Unaudited Consolidated Financial Statements for more information on the guarantors of the Senior Public Notes.

Private Placement Senior Unsecured Notes -

We entered into a Note Purchase Agreement on November 15, 2005 (the “2005 Note Purchase Agreement”) in connection with our sale of $200 million of senior, unsecured notes, designated as Series 2005A Senior Notes (the “Series 2005A Senior Unsecured Notes”) in a private placement transaction. The Series 2005A Senior Unsecured Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in three tranches. At September 30, 2016, the amount outstanding for the remaining tranche is as follows:

	Principal	Maturity Date	Interest Rate
Tranche C	$57.2 million	November 15, 2017	5.48%

Interest for this tranche of Series 2005A Senior Unsecured Notes is payable semi-annually on May 15 and November 15 of each year until all principal is paid.

We also entered into an additional Note Purchase Agreement on October 2, 2007 (the “2007 Note Purchase Agreement”) in connection with our sale of $200 million of senior unsecured notes, designated as Series 2007A Senior Notes (the “Series 2007A Senior Unsecured Notes” and together with the Series 2005A Senior Unsecured Notes, the “Private Placement Senior Unsecured Notes”) in a private placement transaction. The Series 2007A Senior Unsecured Notes, which are guaranteed by substantially all of our subsidiaries, were sold at par and issued in four tranches. At September 30, 2016, the amounts outstanding for each of the remaining tranches were as follows:

	Principal	Maturity Date	Interest Rate
Tranche B	$8.0 million	October 2, 2016	6.27%
Tranche C	$24.0 million	October 2, 2017	6.36%

Tranche D	$36.5 million	October 2, 2019	6.48%

Interest for each tranche of Notes is payable semi-annually April 2 and October 2 of each year until all principal is paid for the respective tranche. During October 2016, the $8.0 million outstanding under Tranche B of the Series 2007A Senior Unsecured Notes matured, and the related notes were repaid and cancelled at that time.

Our obligations under the 2005 Note Purchase Agreement and 2007 Note Purchase Agreement (together, the “Private Placement Note Purchase Agreements”) and the Private Placement Senior Unsecured Notes are equal in right of payment with all other senior, unsecured indebtedness of the Company, including our indebtedness under the Credit Facility and Senior Unsecured Notes. The Private Placement Note Purchase Agreements contain customary restrictive covenants, including, but not limited to, covenants that place limits on our ability to encumber our assets, to incur additional debt, to sell assets, or to merge or consolidate with third parties.

The Private Placement Note Purchase Agreements require us to maintain a Consolidated Debt to Consolidated EBITDA (calculated as consolidated indebtedness to consolidated earnings before interest, taxes, depreciation, depletion, amortization, certain transaction related deductions and other non-cash charges) ratio of 3.50 to 1.00 or less. The 2007 Note Purchase Agreement requires us to maintain an interest coverage ratio (Consolidated EBITDA to Consolidated Interest Expense (calculated as consolidated EBITDA, as defined above, to consolidated interest expense)) of at least 2.50:1.00. In addition, the 2007 Note Purchase Agreement requires the Company to ensure that at all times either (i) Consolidated Total Assets equal at least 80% of the consolidated total assets of the Company and its Subsidiaries, determined in accordance with GAAP, or (ii) consolidated total revenues of the Company and its Restricted Subsidiaries for the period of four consecutive fiscal quarters most recently ended equals at least 80% of the consolidated total revenues of the Company and its Subsidiaries during such period. We were in compliance with all financial ratios and tests at September 30, 2016.

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

We lease one of our cement plants from the city of Sugar Creek, Missouri. The city of Sugar Creek issued industrial revenue bonds to partly finance improvements to the cement plant. The lease payments due to the city of Sugar Creek under the cement plant lease, which was entered into upon the sale of the industrial revenue bonds, are equal in amount to the payments required to be made by the city of Sugar Creek to the holders of the industrial revenue bonds. Because we are the holder of all of the outstanding industrial revenue bonds, no debt is reflected on our financial statements in connection with our lease of the cement plant. At the conclusion of the lease in fiscal 2021, we have the option to purchase the cement plant for a nominal amount.

(M) SEGMENT INFORMATION

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

We operate in five business segments: Cement, Gypsum Wallboard, Recycled Paperboard, Oil and Gas Proppants and Concrete and Aggregates. These operations are conducted in the U.S. and include the mining of limestone and the manufacture, production, distribution and sale of Portland cement and slag (basic construction materials which are the essential binding ingredient in concrete), the grinding the mining of gypsum and the manufacture and sale of gypsum wallboard, the manufacture and sale of recycled paperboard to the gypsum wallboard industry and other paperboard converters, the sale of readymix concrete and the mining and sale of aggregates (crushed stone, sand and gravel) and sand used in hydraulic fracturing (“frac sand”). The products that we manufacture, distribute and sell are basic materials used with broad application as construction products, building materials, and basic materials used for oil and natural gas extraction. Our construction products are used in residential, industrial, commercial and infrastructure construction and include cement, slag, concrete and aggregates. Our building materials are sold into similar markets and include gypsum wallboard. Our basic materials used for oil and natural gas extraction include frac sand and oil well cement.

We operate six cement plants, one slag grinding facility, sixteen cement distribution terminals, five gypsum wallboard plants, including the plant idled in Bernalillo, N.M., a gypsum wallboard distribution center, a recycled paperboard mill, seventeen readymix concrete batch plant locations, four aggregates processing plant locations, two frac sand processing facilities, including the mine idled in Utica, Illinois, three frac sand drying facilities, including the facility idled in Corpus Christi, Texas, and six frac sand trans-load locations. The principal markets for our cement products are Texas, northern Illinois (including Chicago), the central plains, the Rocky Mountains, northern Nevada, and northern California. Gypsum wallboard and recycled paperboard are distributed throughout the continental U.S, with the exception of the northeast. Concrete and aggregates are sold to local readymix producers and paving contractors in the Austin, Texas area, north of Sacramento, California and the greater Kansas City, Missouri area, while frac sand is currently sold into shale deposit zones across the United States.

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

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

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Revenues -				
Cement	$ 166,811	$ 164,790	$ 311,603	$ 292,966
Gypsum Wallboard	122,923	119,701	236,185	234,753
Paperboard	44,459	39,145	87,274	74,463
Oil and Gas Proppants	6,631	18,307	11,727	41,132
Concrete and Aggregates	39,140	36,671	73,891	65,203
Sub-total	379,964	378,614	720,680	708,517
Less: Intersegment Revenues	(20,331)	(20,090)	(38,655)	(38,019)
Net Revenues, including Joint Venture	359,633	358,524	682,025	670,498
Less: Joint Venture	(26,975)	(29,536)	(51,863)	(56,547)
Net Revenues	$ 332,658	$ 328,988	$ 630,162	$ 613,951

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Intersegment Revenues -				
Cement	$ 4,536	$ 4,232	$ 8,071	$ 7,358
Paperboard	15,452	15,596	29,958	30,147
Concrete and Aggregates	343	262	626	514

	$ 20,331	$ 20,090	$ 38,655	$ 38,019
Cement Sales Volume (in thousands of tons) -				
Wholly –owned Operations	1,200	1,248	2,233	2,239
Joint Venture	242	236	460	448
	1,442	1,484	2,693	2,687

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Operating Earnings -				
Cement	$50,716	$48,577	$82,316	$74,290
Gypsum Wallboard	41,698	40,002	81,034	80,896
Paperboard	10,220	8,138	21,447	14,168
Oil and Gas Proppants	(4,090)	(44,600)	(10,002)	(50,236)
Concrete and Aggregates	4,813	3,857	8,497	5,783
Other, net	504	572	1,579	1,007
Sub-total	103,861	56,546	184,871	125,908
Corporate General and Administrative	(8,832)	(9,364)	(18,665)	(18,355)
Earnings Before Interest and Income Taxes	95,029	47,182	166,206	107,553
Interest Expense, net	(5,656)	(4,342)	(9,557)	(8,828)
Earnings Before Income Taxes	$89,373	$42,840	$156,649	$98,725
Cement Operating Earnings -				
Wholly–owned Operations	$38,569	$36,897	$62,189	$54,780
Joint Venture	12,147	11,680	20,127	19,510
	$50,716	$48,577	$82,316	$74,290
Capital Expenditures -				
Cement	$5,009	$5,349	$10,254	$13,499
Gypsum Wallboard	2,097	203	3,425	1,700
Paperboard	400	2,424	1,704	3,268
Oil and Gas Proppants	8	16,744	65	32,711
Concrete and Aggregates	1,506	4,027	2,550	4,691
Other	233	—	233	—
	$9,253	$28,747	$18,231	$55,869
Depreciation, Depletion and Amortization -				
Cement	$8,784	$8,629	$17,395	$16,495
Gypsum Wallboard	4,768	4,819	9,530	9,605
Paperboard	2,106	2,063	4,206	4,116
Oil and Gas Proppants	4,261	7,205	9,445	14,764
Concrete and Aggregates	1,920	1,565	3,669	3,070
Other, net	547	489	1,004	984
	$22,386	$24,770	$45,249	$49,034

	As of	
	September 30,	March 31,
	2016	2016

	(dollars in thousands)	
Identifiable Assets -		
Cement	$833,219	$819,994
Gypsum Wallboard	378,905	392,523
Paperboard	123,124	127,371
Oil and Gas Proppants	390,915	409,497
Concrete and Aggregates	109,683	106,634
Corporate and Other	72,289	27,616
	$1,908,135	$1,883,635

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

	As of September 30, 2016	March 31, 2016
	(dollars in thousands)	
Cement	$9,729	$9,729
Gypsum Wallboard	116,618	116,618
Paperboard	7,538	7,538
	$133,885	$133,885

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

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Revenues	$ 55,558	$ 59,071	$105,334	$113,094
Gross Margin	$ 25,588	$ 25,193	$42,925	$42,204
Earnings Before Income Taxes	$ 24,294	$ 23,360	$40,254	$39,020

	As of September 30, 2016	March 31, 2016
	(dollars in thousands)	
Current Assets	$69,699	$ 70,491
Non-Current Assets	$39,969	$ 41,464
Current Liabilities	$16,649	$ 15,964

(N) INTEREST EXPENSE

The following components are included in interest expense, net:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2016	2015	2016	2015
	(dollars in thousands)		(dollars in thousands)	
Interest (Income)	$ (4)	$ (1)	$ (4)	$ (2)
Interest Expense	5,348	4,160	9,096	8,456
Other Expenses	312	183	465	374
Interest Expense, net	$ 5,656	$ 4,342	$ 9,557	$ 8,828

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

(O) COMMITMENTS AND CONTINGENCIES

We have certain deductible limits under our workers’ compensation and liability insurance policies for which reserves are established based on the undiscounted estimated costs of known and anticipated claims. We have entered into standby letter of credit agreements relating to workers’ compensation and auto and general liability self-insurance. At September 30, 2016, we had contingent liabilities under these outstanding letters of credit of approximately $10.7 million.

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

We are currently contingently liable for performance under $17.6 million in performance bonds required by certain states and municipalities, and their related agencies. The bonds are principally for certain reclamation obligations and mining permits. We have indemnified the underwriting insurance company against any exposure under the performance bonds. In our past experience, no material claims have been made against these financial instruments.

EPA Notice of Violation

On October 5, 2010, Region IX of the EPA issued a Notice of Violation and Finding of Violation (“NOV”) alleging violations by our subsidiary, Nevada Cement Company (“NCC”), of the Clean Air Act (“CAA”). The NOV alleges that NCC made certain physical changes to its facility in the 1990s without first obtaining permits required by the Prevention of Significant Deterioration requirements and Title V permit requirements of the CAA. The EPA also alleges that NCC has failed to submit to the EPA since 2002 certain reports required by the National Emissions Standard for Hazardous Air Pollutants General Provisions and the Portland Cement Manufacturing Industry Standards. On March 12, 2014, the EPA Region IX issued a second NOV to NCC. The second NOV is materially similar to the 2010 NOV except that it alleges violations of the new source performance standards (“NSPS”) for Portland cement plants. The NOVs state that the EPA may seek penalties although it does not propose or assess any specific level of penalties or specify what relief the EPA will seek for the alleged violations. NCC believes it has meritorious defenses to the allegations in the NOVs. The EPA and NCC remain in discussions regarding a resolution of the alleged violations. If a negotiated settlement cannot be reached, NCC intends to vigorously defend these matters in any enforcement action that may be pursued by the EPA. As a part of a settlement, or should NCC fail in its defense in any enforcement action, NCC could be required to make substantial capital expenditures to modify its facility and incur increased operating costs. NCC could also be required to pay significant civil penalties. Additionally, an enforcement action could take many years to resolve the underlying issues alleged in the NOV. We are currently unable to determine the final outcome of this matter or the impact of an unfavorable determination upon our financial position or results of operations.

Domestic Wallboard Antitrust Litigation

Since late December 2012, several purported class action lawsuits were filed in various United States District Courts, including the Eastern District of Pennsylvania, Western District of North Carolina and the Northern District of Illinois, against the Company's subsidiary, American Gypsum Company LLC ("American Gypsum"), alleging that the defendant wallboard manufacturers conspired to fix the price for drywall sold in the United States in violation of federal antitrust laws and, in some cases related provisions of state law. The complaints allege that the defendant wallboard manufacturers conspired to increase prices through the announcement and implementation of coordinated price increases, output restrictions, and other restraints of trade, including the elimination of individual “job quote” pricing. In addition to American Gypsum, the defendants in these lawsuits include CertainTeed Corp., USG Corporation and United States Gypsum (together “USG”), New NGC, Inc., Lafarge North America (“Lafarge”), Temple Inland Inc. (“TIN”) and PABCO Building Products LLC. On April 8, 2013, the Judicial Panel on Multidistrict Litigation (“JPML”) transferred and consolidated all related cases to the Eastern District of Pennsylvania for coordinated pretrial proceedings.

On June 24, 2013, the direct and indirect purchaser plaintiffs filed consolidated amended class action complaints. The direct purchasers’ complaint added the Company as a defendant. The plaintiffs in the consolidated class action lawsuits bring claims on behalf of purported classes of direct or indirect purchasers of wallboard from January 1, 2012 to the present for unspecified monetary damages (including treble damages) and in some cases injunctive relief. On July 29, 2013, the Company and American Gypsum answered the complaints, denying all allegations that they conspired to increase the price of drywall and asserting affirmative defenses to the plaintiffs’ claims.

In 2014, USG and TIN entered into agreements with counsel representing the direct and indirect purchaser classes pursuant to which they agreed to settle all claims against them. On August 20, 2015, the court entered orders finally approving USG and TIN’s settlements with the direct and indirect purchaser plaintiffs. Initial discovery in this litigation is complete. Following completion of the initial discovery, the Company and remaining co-defendants moved for summary judgement. On February 18, 2016, the court denied the Company’s motion for summary judgement. On June 16, 2016, Lafarge entered into an agreement with counsel for the direct purchaser class under which it agreed to settle all claims against it. The court entered an order preliminarily approving this settlement on July 18, 2016. On July 28, 2016, Lafarge entered into an agreement with counsel representing the indirect purchaser class under which it agreed to settle all claims against it. Indirect purchaser plaintiffs filed a motion for preliminary approval of this settlement in September 2016. On July 14, 2016, the Company’s motion for permission to appeal the summary judgement decision to the U.S. Court of Appeals for the Third Circuit was denied. Direct purchaser plaintiffs and indirect purchaser plaintiffs filed their motions for class certification on August 3, 2016 and October 12, 2016, respectively. Class certification proceedings are ongoing. We are unable to estimate the amount of any reasonably possible loss or range of reasonably possible losses. We deny the allegations in these lawsuits and will vigorously defend ourselves against these claims.

On March 17, 2015, a group of homebuilders filed a complaint against the defendants, including American Gypsum, based upon the same conduct alleged in the consolidated class action complaints. On March 24, 2015, the JPML transferred this action to the multidistrict litigation already pending in the Eastern District of Pennsylvania. Following the transfer, the homebuilder plaintiffs filed two amended complaints, on December 14, 2015 and March 25, 2016. Discovery in this lawsuit is ongoing.

In June 2015, American Gypsum and an employee received grand jury subpoenas from the United States District Court for the Western District of North Carolina seeking information regarding an investigation of the gypsum drywall industry by the Antitrust Division of the Department of Justice. We believe the investigation, although a separate proceeding, is related to the same subject matter at issue in the litigation described above and we intend to fully cooperate with government officials. Given its preliminary nature, we are currently unable to determine the ultimate outcome of such investigation.

(P) FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of our long-term debt has been estimated based upon our current incremental borrowing rates for similar types of borrowing arrangements. The fair value of our Senior Notes at September 30, 2016 is as follows:

	Fair Value (dollars in thousands)
Series 2005A Tranche C	58,814
Series 2007A Tranche B	8,002
Series 2007A Tranche C	24,813
Series 2007A Tranche D	39,730
4.5% Senior Unsecured Notes Due 2026	356,195

The estimated fair value of our long-term debt was based on quoted prices of similar debt instruments with similar terms that are publicly traded (level 2 input). The carrying values of cash and cash equivalents, accounts and notes receivable, accounts payable and accrued liabilities approximate their fair values at September 30, 2016 due to the short-term maturities of these assets and liabilities. There were no borrowings under our Credit Facility at September 30, 2016.

(Q) FINANCIAL STATEMENTS FOR GUARANTORS OF THE 4.500% SENIOR UNSECURED NOTES

On August 2, 2016, the Company completed a public offering of its Senior Unsecured Notes. The Senior Unsecured Notes are senior unsecured obligations of the Company and were offered under the Company’s existing shelf registration statement filed with the Securities and Exchange Commission.

The Senior Unsecured Notes are guaranteed by all of the Company’s wholly-owned subsidiaries, and all guarantees are full and unconditional and are joint and several. The following unaudited condensed consolidating financial statements present separately the earnings and comprehensive earnings, financial position and cash flows of the parent issuer (Eagle Materials Inc.) and the guarantors (all wholly-owned subsidiaries of Eagle Materials Inc.) on a combined basis with eliminating entries (dollars in thousands).

Condensed Consolidating Statement of Earnings and Comprehensive Earnings

For the Three Months Ended September 30, 2016	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$—	$ 332,658	$ —	$ 332,658
Cost of Goods Sold	—	241,448	—	241,448
Gross Profit	—	91,210	—	91,210
Equity in Earnings of Unconsolidated Joint Venture	12,147	12,147	(12,147)	12,147
Equity in Earnings of Subsidiaries	61,469	—	(61,469)	—
Corporate General and Administrative Expenses	(7,497)	(1,335)	—	(8,832)
Other Income (Loss)	(137)	641	—	504

Interest Expense, net	(12,354)	6,698	—	(5,656)
Earnings before Income Taxes	53,628	109,361	(73,616)	89,373
Income Taxes	6,609	(35,745)	—	(29,136)
Net Earnings	$60,237	$ 73,616	$ (73,616)	$ 60,237
Net Earnings	$60,237	$ 73,616	$ (73,616)	$ 60,237
Net Actuarial Change in Benefit Plans, net of tax	312	312	(312)	312
Comprehensive Earnings	$60,549	$ 73,928	$ (73,928)	$ 60,549

Condensed Consolidating Statement of Earnings and Comprehensive Earnings

For the Three Months Ended September 30, 2015	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$—	$ 328,988	$—	$ 328,988
Cost of Goods Sold	—	284,694	—	284,694
Gross Profit	—	44,294	—	44,294
Equity in Earnings of Unconsolidated Joint Venture	11,680	11,680	(11,680)	11,680
Equity in Earnings of Subsidiaries	30,255	—	(30,255)	—
Corporate General and Administrative Expenses	(8,040)	(1,324)	—	(9,364)
Other Income (Loss)	(173)	745	—	572
Interest Expense, net	(9,268)	4,926	—	(4,342)
Earnings before Income Taxes	24,454	60,321	(41,935)	42,840
Income Taxes	5,365	(18,386)	—	(13,021)
Net Earnings	$29,819	$ 41,935	$(41,935)	$ 29,819

Net Earnings	$29,819	$ 41,935	$(41,935)	$ 29,819
Net Actuarial Change in Benefit Plans, net of tax	320	312	(312)	320
Comprehensive Earnings	$30,139	$ 42,247	$(42,247)	$ 30,139

Condensed Consolidating Statement of Earnings and Comprehensive Earnings

For the Six Months Ended September 30, 2016	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$—	$ 630,162	$—	$ 630,162
Cost of Goods Sold	—	466,997	—	466,997
Gross Profit	—	163,165	—	163,165
Equity in Earnings of Unconsolidated Joint Venture	20,127	20,127	(20,127)	20,127
Equity in Earnings of Subsidiaries	111,172	—	(111,172)	—
Corporate General and Administrative Expenses	(15,728)	(2,937)	—	(18,665)
Other Income (Loss)	(214)	1,793	—	1,579
Interest Expense, net	(22,365)	12,808	—	(9,557)
Earnings before Income Taxes	92,992	194,956	(131,299)	156,649
Income Taxes	12,589	(63,657)	—	(51,068)
Net Earnings	$105,581	$ 131,299	$(131,299)	$ 105,581

Net Earnings	$105,581	$ 131,299	$(131,299)	$ 105,581
Net Actuarial Change in Benefit Plans, net of tax	624	624	(624)	624
Comprehensive Earnings	$106,205	$ 131,923	$(131,923)	$ 106,205

Condensed Consolidating Statement of Earnings and Comprehensive Earnings

For the Six Months Ended September 30, 2015	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$—	$ 613,951	$—	$ 613,951
Cost of Goods Sold	—	508,560	—	508,560
Gross Profit	—	105,391	—	105,391

Equity in Earnings of Unconsolidated Joint Venture	19,510	19,510	(19,510)	19,510
Equity in Earnings of Subsidiaries	71,701	—	(71,701)	—
Corporate General and Administrative Expenses	(15,731)	(2,624)	—	(18,355)
Other Income (Loss)	(306)	1,313	—	1,007
Interest Expense, net	(18,484)	9,656	—	(8,828)
Earnings before Income Taxes	56,690	133,246	(91,211)	98,725
Income Taxes	10,891	(42,035)	—	(31,144)
Net Earnings	$67,581	$ 91,211	$ (91,211)	$ 67,581

Net Earnings	$67,581	$ 91,211	$ (91,211)	$ 67,581
Net Actuarial Change in Benefit Plans, net of tax	640	640	(640)	640
Comprehensive Earnings	$68,221	$ 91,851	$ (91,851)	$ 68,221

Condensed Consolidating Balance Sheet

At September 30, 2016	Parent	Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS				
Current Assets -				
Cash and Cash Equivalents	$52,524	$1,982	$—	$54,506
Accounts and Notes Receivable	562	154,679	—	155,241
Inventories	—	217,582	—	217,582
Income Tax Receivable	55,316	—	(54,270)	1,046
Prepaid and Other Current Assets	4,273	2,488	—	6,761
Total Current Assets	112,675	376,731	(54,270)	435,136
Property, Plant and Equipment -	2,846	2,086,653	—	2,089,499
Less: Accumulated Depreciation	(870)	(854,278)	—	(855,148)
Property, Plant and Equipment, net	1,976	1,232,375	—	1,234,351
Notes Receivable	—	1,158	—	1,158
Deferred Income Taxes	3,799	—	(3,799)	—
Investment in Joint Venture	42	47,810	—	47,852
Investments in Subsidiaries and Receivables from Affiliates	4,297,977	2,830,083	(7,128,060)	—
Goodwill and Intangible Assets, net	—	162,506	—	162,506
Other Assets	5,979	21,153	—	27,132
	$4,422,448	$4,671,816	$(7,186,129)	$1,908,135
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities-				
Accounts Payable	$6,183	$56,298	$—	$62,481
Accrued Liabilities	18,047	35,746	—	53,793
Income Tax Payable	—	54,270	(54,270)	—
Current Portion of Long-term Debt	8,000	—	—	