OREGON STEEL MILLS INC
Form 10-Q
May 02, 2006

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington DC 20549**

# FORM 10-Q

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

**For the quarterly period ended March 31, 2006**

**OR**

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

**For the transition period from ________________________ to**
**Commission File Number 1-9887**

# OREGON STEEL MILLS, INC.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **94-0506370** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(IRS Employer Identification No.)** |
| **1000 S.W. Broadway, Suite 2200, Portland, Oregon** | **97205** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(503) 223-9228**

**(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 Sections 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
x o

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

Large accelerated filer o Accelerated Filer x Non-accelerated filer o

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

| Yes | No |
|---|---|
| o | x |

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

| **Common Stock, $.01 Par Value** | **35,726,724** |
|---|---|
| Class | Number of Shares Outstanding (as of April 25, 2006) |

**OREGON STEEL MILLS, INC.**

**TABLE OF CONTENTS**

| | | |
|---|---|---|
| **PART I. FINANCIAL INFORMATION** | | **3** |
| Item 1. | Consolidated Financial Statements of Oregon Steel Mills, Inc. | 3 |
| | Notes to Consolidated Financial Statements | 6 |
| | Consolidated Financial Statements of New CF&I, Inc. | 17 |
| | Notes to Consolidated Financial Statements | 20 |
| | Financial Statements of CF&I Steel, L.P. | 24 |
| | Notes to Financial Statements | 27 |
| Item 2. | Management s Discussion and Analysis of Financial Condition and Results of Operations | 31 |
| Item 3. | Quantitative and Qualitative Disclosures about Market Risk | 36 |
| Item 4. | Controls and Procedures | 36 |
| **PART II. OTHER INFORMATION** | | **37** |
| Item 1. | Legal Proceedings | 37 |
| Item 1A. | Risk Factors | 37 |
| Item 4. | Submission of Matters to a Vote of Security Holders | 37 |
| Item 5. | Other Information | 37 |
| Item 6. | Exhibits | 37 |
| SIGNATURES | | 38 |

**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**OREGON STEEL MILLS, INC.**
**CONSOLIDATED BALANCE SHEETS**
**(in thousands except per share amounts)**

| | March 31, 2006 | December 31, 2005 |
|---|---|---|
| | (Unaudited) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 64,941 | $ 52,913 |
| Cash and cash equivalents restricted | 20,055 | 22,052 |
| Short-term investments | 116,675 | 103,300 |
| Trade accounts receivable, less allowance for doubtful accounts of $1,070 and $996 | 166,407 | 138,456 |
| Inventories | 260,796 | 301,546 |
| Deferred income taxes | 2,917 | 1,997 |
| Other | 13,754 | 15,756 |
| Total current assets | 645,545 | 636,020 |
| Property, plant and equipment: | | |
| Land and improvements | 21,575 | 21,582 |
| Buildings | 59,144 | 58,399 |
| Machinery and equipment | 835,662 | 832,551 |
| Construction in progress | 60,710 | 43,874 |
| | 977,091 | 956,406 |
| Accumulated depreciation | (465,793) | (457,284) |
| Net property, plant and equipment | 511,298 | 499,122 |
| Goodwill | 4,458 | 4,458 |
| Intangibles, net | 30,415 | 30,456 |
| Other assets | 5,254 | 5,824 |
| **TOTAL ASSETS** | $ 1,196,970 | $ 1,175,880 |
| **LIABILITIES** | | |
| Current liabilities: | | |
| Current portion of long-term debt | $ 2,042 | $ 2,042 |
| Accounts payable | 63,548 | 87,785 |
| Accrued expenses | 78,694 | 77,807 |
| Total current liabilities | 144,284 | 167,634 |
| Long-term debt | 307,956 | 308,337 |
| Deferred employee benefits | 69,000 | 66,135 |
| Environmental liability | 25,907 | 26,147 |
| Deferred income taxes | 50,678 | 43,133 |
| Other long-term liabilities | 225 | 225 |
| Total liabilities | 598,050 | 611,611 |

| | | |
|---|---|---|
| Minority interests | 12,867 | 11,869 |
| Commitments and contingencies (Note 10) | | |
| **STOCKHOLDERS EQUITY** | | |
| Capital stock: | | |
| Preferred stock, par value $.01 per share, 1,000 shares authorized; none issued | | |
| Common stock, par value $.01 per share, 45,000 shares authorized; 35,727 and 35,714 shares issued and outstanding | 357 | 357 |
| Additional paid-in capital | 365,305 | 364,768 |
| Retained earnings | 233,662 | 200,311 |
| Accumulated other comprehensive income (loss): | | |
| Cumulative foreign currency translation adjustment | 487 | 722 |
| Minimum pension liability | (13,758) | (13,758) |
| Total stockholders equity | 586,053 | 552,400 |
| **TOTAL LIABILITIES AND STOCKHOLDERS EQUITY** | $ 1,196,970 | $ 1,175,880 |

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

**OREGON STEEL MILLS, INC.**
**CONSOLIDATED STATEMENTS OF INCOME**
**(In thousands except per share amounts)**
**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2006** | **2005** |
| **Sales:** | | |
| Product sales | $ 344,122 | $ 288,832 |
| Freight | 11,166 | 7,133 |
| | 355,288 | 295,965 |
| **Costs and expenses:** | | |
| Cost of sales | 275,432 | 223,430 |
| Selling, general and administrative expenses | 21,288 | 18,053 |
| Gain on disposal of assets | (168) | (87) |
| | 296,552 | 241,396 |
| Operating income | 58,736 | 54,569 |
| **Other income (expense):** | | |
| Interest expense, net | (6,987) | (8,642) |
| Minority interests | (998) | (3,076) |
| Other income, net | 1,726 | 1,505 |
| Income before income taxes | 52,477 | 44,356 |
| **Income tax expense** | (19,126) | (16,006) |
| **Net income** | $ 33,351 | $ 28,350 |
| Basic earnings per share | $ 0.93 | $ 0.80 |
| Diluted earnings per share | $ 0.93 | $ 0.79 |
| Weighted average common shares and common share equivalents outstanding: | | |
| Basic | 35,718 | 35,398 |
| Diluted | 35,866 | 35,676 |

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

**OREGON STEEL MILLS, INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(In thousands)**
**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2006** | **2005** |
| Cash flows from operating activities: | | |
| Net income | $ 33,351 | $ 28,350 |
| Adjustments to reconcile net income to net cash provided (used) by operating activities: | | |
| Depreciation and amortization | 10,850 | 9,731 |
| Tax benefit on employee stock option plans | | 634 |
| Deferred income taxes | 6,625 | 8,265 |
| Gain on disposal of assets | (168) | (87) |
| Stock compensation expense | 1,206 | |
| Minority interests | 998 | 3,076 |
| Other, net | 2,073 | 884 |
| Changes in current assets and liabilities: | | |
| Trade accounts receivables | (27,951) | 9,510 |
| Inventories | 40,750 | (98,833) |
| Operating liabilities | (26,291) | 35,293 |
| Other | 2,167 | (3,275) |
| **Net cash provided (used) by operating activities** | 43,610 | (6,452) |
| Cash flows from investing activities: | | |
| Purchases of short-term investments | (26,203) | (9,292) |
| Sales and maturities of short-term investments | 12,750 | 18,500 |
| Additions to property, plant and equipment | (20,480) | (7,983) |
| Investment in Camrose Pipe Company | | (18,603) |
| Other, net | 665 | 88 |
| **Net cash used by investing activities** | (33,268) | (17,290) |
| Cash flows from financing activities: | | |
| Payments on bank and long-term debt | (512) | (508) |
| Decrease (increase) in restricted cash and cash equivalents | 1,997 | (12,407) |
| Proceeds from common stock issued under stock options | 72 | 389 |
| Excess tax benefit on employee stock option plans | 195 | |
| Net borrowings under Canadian bank revolving loan facility | | 12,795 |
| **Net cash provided by financing activities** | 1,752 | 269 |
| Effects of foreign currency exchange rate changes on cash | (66) | (6) |
| Net increase (decrease) in cash and cash equivalents | 12,028 | (23,479) |
| Cash and cash equivalents at the beginning of period | 52,913 | 77,026 |
| Cash and cash equivalents at the end of period | $ 64,941 | $ 53,547 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid (received) for: | | |
| Interest | $ 15,351 | $ 15,825 |
| Income taxes (refunds), net | $ (738) | $ 286 |

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

**OREGON STEEL MILLS, INC.**
**Notes to Consolidated Financial Statements**
**(Unaudited)**

**1. Basis of Presentation**

The Consolidated Financial Statements include all wholly owned and those majority owned subsidiaries over which Oregon Steel Mills, Inc. ( Company ) exerts management control. Non-controlled subsidiaries and affiliates are accounted for using the equity method. Material wholly owned and majority owned subsidiaries of the Company are wholly owned Camrose Pipe Corporation ( CPC ), which does business as Columbia Structural Tubing ( CST ) and which, through ownership in another corporation, holds a 100 percent interest in the Camrose Pipe Company ( Camrose ); a 60 percent interest in Oregon Feralloy Partners ( OFP ) and 90 percent owned New CF&I, Inc. ( New CF&I ), which owns a 95.2 percent interest in CF&I Steel, L.P. ( CF&I ). The Company also directly owns an additional 4.3 percent interest in CF&I. In January 1998, CF&I assumed the trade name Rocky Mountain Steel Mills ( RMSM ). New CF&I owns a 100 percent interest in the Colorado and Wyoming Railway Company. All significant inter-company balances and transactions have been eliminated.

The unaudited Consolidated Financial Statements include estimates and other adjustments, consisting of normal recurring accruals and other charges. Results for an interim period are not necessarily indicative of results for a full year. Reference should be made to the Company s 2005 Annual Report on Form 10-K for additional disclosures including a summary of significant accounting policies.

***Recent Accounting Pronouncements***

In November 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standard ( SFAS ) No. 151, *Inventory Costs, an Amendment of ARB No. 43, Chapter 4*. SFAS No. 151 amends Accounting Research Bulletin 43, Chapter 4, to clarify that the abnormal amounts of idle facility expense, freight, handling costs and wasted materials (spoilage) be recognized as current period charges. It also requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. The statement did not have any impact on the Consolidated Financial Statements.

Effective January 1, 2006, the Company adopted SFAS No. 123R (revised 2004), *Share-Based Payment,* which requires all share-based payments to employees, including grants of employee stock options, be recognized in the income statement based on their fair values. The Company incurs expense over the vesting period for all outstanding unvested stock options as well as future grants of stock options, if any. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 ( SAB 107 ) related to SFAS No. 123R. The Company has applied the provisions of SAB 107 in its adoption of SFAS No. 123R. See Note 2 to the Consolidated Financial Statements, *Stock-Based Compensation* for information regarding the Company s adoption of SFAS No. 123R.

In May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections,* which replaces Accounting Principles Board ( APB ) Opinion No. 20, *Accounting Changes* and SFAS No. 3, *Reporting Accounting Changes in Interim Financial Statements* and requires the retrospective application to prior periods financial statements for changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The retrospective application of the change would be limited to the direct effects of the change, and indirect effects would be recognized in the period of the accounting change. The Company adopted this standard on January 1, 2006, and it did not have a material impact on the Consolidated Financial Statements.

***Reclassifications***

Certain reclassifications have been made in the prior period to conform to the current period presentation. The Company has reclassified incentive compensation between cost of sales and selling, general and administrative expenses.

The reclassifications made to the prior period do not affect operating income as previously reported.

**2. Stock-Based Compensation**

Effective January 1, 2006, the Company adopted SFAS No. 123R which revises SFAS No. 123, *Accounting for Stock-Based Compensation,* supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees* and amends SFAS No. 95, *Statement of Cash Flows.* SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. The Company adopted SFAS No. 123R using the modified prospective method, which applies to all new awards and awards modified, repurchased or cancelled on or after January 1, 2006. Under the modified prospective method, financial statements of prior interim periods and fiscal years are not restated.

Under SFAS No. 123R, compensation expense of $1.2 million was recorded to selling, general and administrative expense and a deferred tax benefit of $0.5 million was recognized for the three months ended March 31, 2006. This resulted in a decrease of $0.7 million in net income and a decrease in basic and diluted earnings per share of $0.02 per share. As a result of the adoption of SFAS No. 123R, the Company recorded an immaterial amount attributed to the change in accounting principle.

Prior to January 1, 2006, the Company accounted for its stock option plans using the intrinsic method in accordance with APB Opinion No. 25 and related interpretations. No stock-based compensation expense was reflected in net income from the stock options plans, as all options granted under these plans had exercise prices equal to the market value of the underlying common stock at the date of grant.

The following table illustrates the effect on net income and earnings per share as if a fair value method described in SFAS No. 123, as amended, had been applied to the Company s stock-based compensation plans for the three months ended March 31, 2005:

| | | Three Months Ended March 31, 2005 |
|---|---|---|
| | | (In thousands, except per share amounts) |
| Net income, as reported | $ | 28,350 |
| Deduct: total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects | | (75) |
| Pro forma net income | $ | 28,275 |
| Income per share: | | |
| Basic as reported | $ | 0.80 |
| Basic pro forma | $ | 0.80 |
| Diluted as reported | $ | 0.79 |
| Diluted pro forma | $ | 0.79 |

***Stock Options***

The Company maintains a Non-Qualified Stock Option Plan ( Plan ), effective January 1, 2000. As of March 31, 2006, the Company has granted options to purchase shares to certain senior management employees under the provisions of the Plan. The exercise price is the fair value per share on the date of grant. The term of each option is 10 years from grant date. Depending upon the particular grant, options vest under one of two schedules: 1) one-half of the options granted vest immediately upon the grant, and the remaining one-half vest ratably over a three-year period or 2) options vest ratably over a three-year period starting with the first year anniversary after the grant date. At March 31, 2006, there were 77,000 shares reserved for future issuance under the Plan.

The Company also maintains a Non-Employee Director Stock Option Plan ( Director Plan ), effective April 26, 2002. As of March 31, 2006, the Company has granted options to purchase 60,000 shares of its common stock to individuals who are non-employee directors under the provisions of the Director Plan at fair market value on the date of the grant. Options vest over a three year annual graded schedule from their grant date and expire no later than ten years from the date of the grant. At March 31, 2006, there were 90,000 shares reserved for future issuance under the Director Plan.

Under SFAS No. 123R, the Company continues to use the Black-Scholes option-pricing model to estimate the fair value of its stock options. The Company did not award options during the three months ended March 31, 2006 and 2005. Stock options were last awarded during 2004. The assumptions used as inputs for the Black-Scholes option-pricing model for the 2004 awards, which are not fully vested at March 31, 2006, include: (1) an annualized dividend yield of 0%, (2) expected volatility of 71.5%, based on historical stock prices for a twelve-month period, (3) a 4.1% risk-free rate of return, based on the U.S. Treasury bond rate with maturity period equaling the option s expected term and (4) an expected option term of seven years, based on the average life and vesting period of options.

A summary of stock option activity as of March 31, 2006 is as follows:

| Summary Details for Stock Options | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value (In thousands) |
|---|---|---|---|---|
| Outstanding at January 1, 2006 | 258,415 | $ 6.09 | | |
| Granted | | | | |
| Exercised | (13,167) | 5.51 | | |
| Terminated | | | | |
| Outstanding at March 31, 2006 | 245,248 | 7.74 | 7.87 | $ 10,651 |
| Exercisable at March 31, 2006 | 31,918 | $ 6.46 | 6.60 | $ 1,427 |

The total intrinsic value of stock options exercised during the three months ended March 31, 2006 and 2005 was $0.5 million and $1.7 million, respectively. For the three months ended March 31, 2006 and 2005 cash received from the exercise of stock options is $0.1 million and $0.4 million, respectively, and the tax benefit realized for the tax deductions from the exercise of options is $0.2 million and $0.6 million, respectively.

The following summarizes the activity of the Company s stock options that had not vested as of March 31, 2006:

| Summary Details for Nonvested Stock Options | Shares | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested at January 1, 2006 | 213,330 | $ 5.58 |
| Granted | | |
| Vested | | |
| Terminated | | |
| Nonvested at March 31, 2006 | 213,330 | $ 5.58 |

As of March 31, 2006, there was $0.6 million of total unrecognized compensation cost related to nonvested stock options. That cost is expected to be recognized over a weighted-average period of 1.08 years. No stock options vested during the three-month period ended March 31, 2006, and the total fair value of stock options vested during the three months ended March 31, 2005 was $0.1 million.

The Company fulfills its obligations resulting from the stock-based compensation plans by issuing shares from authorized but unissued shares.

***Long-Term Incentive Plan***

On April 28, 2005, the Company adopted the 2005 Long-Term Incentive Plan ( LTIP ). The LTIP authorizes the Board of Directors to award various types of stock-based compensation arrangements including stock options, stock appreciation rights, restricted stock, performance awards, and other stock unit awards. A total of 500,000 shares of the Company s $.01 par value common stock are issuable under the LTIP. The awards are earned based on the Company achieving goals within two defined performance categories over a three-year period beginning January 1, 2005. The performance categories used to determine how many awards ultimately will be earned are (1) the Company s total shareholder return ( TSR ) relative to the TSR of the selected industry peer group ( Market Condition ) and (2) the three-year average earnings before interest, taxes, depreciation and amortization ( EBITDA ) per ton shipped ( Performance Condition ). The minimum payout for the Market Condition is 0.25 times the program goal and is achieved if the Company s TSR is in the twenty-fifth percentile of its industry peer group, while the maximum payout is 2.0 times the program goal and is achieved if the Company s TSR is in the seventy-fifth percentile. Under the Performance Condition, achieving an EBITDA per ton of $63 results in a minimum payout of 0.25 times the program goal, while achieving $94 results in a maximum payout of 2.0 times the program goal. One-half of the total awards are earned based on the Market Condition and one-half are earned based on the Performance Condition. All awards will be paid 60% in cash and 40% in Company common stock.

In 2005, approximately 208,000 performance awards were granted to compensate certain executives and management personnel. No new awards were granted for the three months ended March 31, 2006. The forfeiture rate for the awards is estimated to be zero due to performance to date and expected performance through December 31, 2007.

The grant date fair value of the performance awards earned under the Market Condition is determined by an independent third party using simulation analysis known as the Monte Carlo model using the following assumptions: (1) an annualized dividend yield of 0%, (2) volatility of 71.0%, based on annualized historical volatility for the last three years, (3) a 3.7% risk-free rate of return, based on the three-year Constant Maturity Treasury Rate and (4) an expected award term of 3 years, equal to the vesting period. The cash-settled performance awards will be paid at an amount equal to the closing price of the Company s stock on the last day of the three-year service period. These cash-settled awards are remeasured to fair value at each future reporting date. There is no exercise price associated with the performance awards. The fair value of the share-settled awards earned under the Performance Condition is equal to the stock closing price on the date of grant which is April 28, 2005. The fair value of the share-settled awards earned under the Market Condition was determined using the Monte Carlo model as described above, and is also based on the stock closing price as of April 28, 2005. Expense for the performance awards is classified as selling, general and administrative expenses in the Consolidated Statement of Income and is recorded on a straight-line basis from the grant date through the ending service date.

Also, in conjunction with the LTIP, approximately 13,000 shares of restricted stock were awarded to non-employee directors with the shares vesting in equal parts over a service period of three years beginning April 28, 2005 ( Restricted Stock ). No new awards were granted for the three months ended March 31, 2006. The grant date fair value of the Restricted Stock is equal to the closing stock price, which was $15.08 per share, on the date of grant. This expense is classified as selling, general and administrative expenses in the Company s Consolidated Statement of Income and is recorded on a straight-line basis from the grant date through the ending service date.

The Company s LTIP awards are considered nonvested share awards as defined under SFAS No. 123R. A summary of nonvested activity as of March 31, 2006 is as follows:

| **Summary Details for LTIP** | **Shares** | **Weighted Average Grant Date Fair Value** |
|---|---|---|
| Nonvested at January 1, 2006 | 208,206 | $ 13.32 |
| Granted | | |
| Vested | | |
| Terminated | | |
| Nonvested at March 31, 2006 | 208,206 | $ 13.32 |

The Company s Restricted Stock awards are also considered nonvested share awards. A summary of nonvested activity as of March 31, 2006 is as follows:

| **Summary Details for Restricted Stock** | **Shares** | **Weighted Average Grant Date Fair Value** |
|---|---|---|
| Nonvested at January 1, 2006 | 12,976 | $ 15.08 |
| Granted | | |
| Vested | | |
| Terminated | | |
| Nonvested at March 31, 2006 | 12,976 | $ 15.08 |

As of March 31, 2006, there was $9.0 million of total unrecognized compensation cost related to nonvested LTIP and Restricted Stock. That cost is expected to be recognized over a weighted-average period of 1.76 years. No LTIP or Restricted Stock vested during the three-month periods ended March 31, 2006 and 2005.

**3. Inventories**

Inventories are stated at the lower of manufacturing cost or market value with manufacturing cost determined under the average cost method. The components of inventories are as follows:

| | March 31, 2006 | December 31, 2005 |
|---|---|---|
| | (In thousands) | |
| Raw materials | $ 23,880 | $ 33,598 |
| Semi-finished product | 144,336 | 182,836 |
| Finished product | 59,987 | 51,989 |
| Stores and operating supplies | 32,593 | 33,123 |
| Total inventories | $ 260,796 | $ 301,546 |

Semi-finished product includes Company manufactured and purchased steel plate and coil that will be converted into finished welded pipe or structural tubing product by the Company.

**4. Comprehensive Income**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2006 | 2005 |
| | (In thousands) | |
| Net income | $ 33,351 | $ 28,350 |
| Foreign currency translation adjustment | (235) | 181 |
| Comprehensive income | $ 33,116 | $ 28,531 |

**5. Debt, Financing Arrangements and Liquidity**

Debt balances are as follows:

| | March 31, 2006 | December 31, 2005 |
|---|---|---|
| | (In thousands) | |
| 10% First Mortgage Notes due 2009 | $ 303,000 | $ 303,000 |
| Less unamortized discount on 10% Notes | (2,080) | (2,210) |
| OFP Term Loan | 5,577 | 6,077 |
| CPC Mortgage Loan | 3,501 | 3,512 |
| Total debt outstanding | 309,998 | 310,379 |
| Less current portion of OFP Term Loan | (2,000) | (2,000) |
| Less current portion of CPC Mortgage Loan | (42) | (42) |
| Non-current maturity of long-term debt | $ 307,956 | $ 308,337 |

On July 15, 2002, the Company issued $305.0 million of 10% First Mortgage Notes due 2009 ( 10% Notes ) at a discount of 98.772% and an interest rate of 10.0%. Interest is payable on January 15 and July 15 of each year. The 10% Notes are secured by a lien on substantially all of the property, plant and equipment, and certain other assets of the Company (exclusive of CPC and OFP), excluding accounts receivable, inventory, and certain other assets. The Indenture under which the 10% Notes were issued contains restrictions (except for CPC and OFP) on new indebtedness and various types of disbursements, including dividends, based on the cumulative amount of the Company s net income, as defined . New CF&I and CF&I (collectively, the Guarantors ) guarantee the obligations of the 10% Notes, and those guarantees are secured by a lien on substantially all of the property, plant and equipment and certain other assets of the Guarantors, excluding accounts receivable, inventory,

and certain other assets.  At any time on or after July 15, 2006, the 10% Notes will be redeemable at the option of the Company, in whole or in part at a set range of redemption prices.  If redeemed during the twelve month period beginning July 15, 2006, the price is 105% of the principal amount, plus accrued and unpaid interest and any liquidated damages, as defined.  The redemption price adjusts to 102.5% and 100%, respectively, for the two subsequent twelve month periods.

On March 29, 2000, OFP entered into a seven-year $14.0 million loan agreement for the purchase of certain processing assets and for the construction of a processing facility.  Amounts outstanding under the loan agreement bear interest based on the LIBOR rate plus a margin ranging from 1.25% to 3.00%, and as of March 31, 2006, there was $5.6 million of principal outstanding of which $2.0 million was classified as current.

The loan is secured by all the assets of OFP. The loan agreement contains various restrictive covenants including a minimum tangible net worth amount, a minimum debt service coverage ratio, and a specified amount of insurance coverage. Principal payments required on the loan are $0.5 million per quarter but can be accelerated for excess cash flows, as defined. Excess cash flows generated in 2004 resulted in $0.4 million of additional principal payments paid in 2005. No accelerated payments are expected during 2006. The creditors of OFP have no recourse to the general credit of the Company.

On September 17, 2004, CPC entered into a ten-year loan agreement related to an undivided 50% interest as tenants in common in a warehouse under a co-tenancy agreement. CPC s share of the debt is $3.5 million. Amounts outstanding under the loan agreement bear interest at a rate of 6.57%. As of March 31, 2006, CPC s share of the principal outstanding was $3.5 million of which $42,000 was classified as current. The loan is secured by the warehouse and contains various restrictive covenants on CPC including minimum income and cash flow requirements, a minimum debt service coverage amount and limitations on incurring new or additional debt obligations other than as allowed by the loan agreement.

On March 29, 2005, the Company entered into a Letter of Credit Facility Agreement ( Credit Agreement ) with U.S. Bank National Association. The Credit Agreement, as amended, provides for a maximum borrowing of $35.0 million for the sole purpose of issuing letters of credit through March 29, 2007. Under the Credit Agreement, the Company agrees to pay an issuance fee of the greater of $100 or the face amount of a letter of credit multiplied by 0.125% and a fee, payable quarterly in arrears, at a rate of 0.50% per annum of the average aggregate undrawn face amount of all outstanding letters of credit during the preceding calendar quarter. The Credit Agreement is secured by restricted cash and contains certain customary covenants for credit facilities of this type, such as provisions regarding compliance with laws, taxes, and quarterly financial reporting. As of March 31, 2006, the Company had $20.1 million of restricted cash as collateral supporting $19.1 million of letters of credit associated with the Credit Agreement.

Camrose maintains a CAD $15.0 million revolving credit facility with a Canadian bank, the proceeds of which may be used for working capital and general business purposes of Camrose. Amounts under the facility bear interest based on the Canadian prime rate. The facility is collateralized by substantially all of the assets of Camrose, and borrowings under this facility are limited to an amount equal to the sum of the product of specified advance rates and Camrose s eligible trade accounts receivable and inventories. The credit facility contains various restrictive covenants including a minimum tangible net worth amount. This facility expires in September 2006. The average interest rate for the facility was 5.25% for the three months ended March 31, 2006. Camrose pays annual commitment fees up to 0.25% of the unused portion of the credit line. At March 31, 2006, there was no outstanding balance due under the credit facility.

As of March 31, 2006, principal payments on debt are due as follows (in thousands):

| | | |
|---|---|---|
| 2006 | $ | 2,031 |
| 2007 | | 3,622 |
| 2008 | | 47 |
| 2009 | | 303,051 |
| 2010 | | 54 |
| 2011 | | 58 |
| 2012 and thereafter | | 3,215 |
| | $ | 312,078 |

**6. Income Taxes**

The effective income tax expense rate was 36.5% for the three months ended March 31, 2006, as compared to a tax expense rate of 36.1% in the corresponding period in 2005. The effective income tax rate for the three months ended March 31, 2006 varied from the combined state and federal statutory rate principally because the Company recorded tax benefits tied to export sales and domestic manufacturing. The effective income tax rate for the three months ended March 31, 2005 varied from the combined state and federal statutory rate principally because the Company recorded tax benefits associated with export sales.

SFAS No. 109, *Accounting for Income Taxes*, requires that tax benefits for federal and state net operating loss carry-forwards, state tax credits, and alternative minimum tax credits each be recorded as an asset to the extent that management assesses the utilization of such assets to be more likely than not ; otherwise, a valuation allowance is required to be recorded. Based on this guidance, the Company did not adjust the valuation allowance established in prior years for the three months ended March 31, 2006, and reduced the valuation allowance by $0.2 million for the three months ended March 31, 2005, due to reduced uncertainty regarding the realization of deferred tax assets. At March 31, 2006, the valuation allowance for deferred assets was $4.0 million.

The Company will continue to evaluate the need for valuation allowances in the future. Changes in estimated future taxable income and other underlying factors may lead to adjustments to the valuation allowances.

**7. Net Income Per Share**

The Company calculates earnings per share in accordance with SFAS No. 128, *Earnings per Share.* SFAS No. 128 requires the presentation of basic earnings per share and diluted earnings per share. Basic earnings per share is computed by dividing the net income available to common shareholders by the weighted average number of shares of common stock outstanding. For purposes of calculating diluted earnings per share, the denominator includes both the weighted average number of shares of common stock outstanding and the number of dilutive common stock equivalents such as stock options, performance shares and restricted stock awards, as determined using the treasury stock method.

Basic and diluted net income per share is as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| | **2006** | **2005** |
| | (In thousands, except per share amounts) | |
| Basic weighted average shares outstanding | 35,718 | 35,398 |
| Dilutive effect of stock-based compensation awards | 148 | 278 |
| Weighted average number of shares outstanding assuming dilution | 35,866 | 35,676 |
| Net income | $ 33,351 | $ 28,350 |
| Basic income per share: | $ 0.93 | $ 0.80 |
| Diluted income per share: | $ 0.93 | $ 0.79 |

**8. Employee Benefit Plans**

The Company has noncontributory defined benefit pension plans, certain postretirement health care and life insurance benefit plans and supplemental retirement plans that cover nearly all of its eligible domestic employees. Certain employees are no longer eligible to participate in the defined benefit plans if they were hired after September 1, 2005. Those employees are instead enrolled in an employer funded defined contribution plan equal to three percent of annual wages. The new defined contribution plan is funded annually, and participants benefits vest after five years of service. The Company also offers qualified Thrift 401(k) plans to all of it eligible domestic employees. The Company also has noncontributory defined benefit pension plans and a postretirement medical plan covering all of its eligible Camrose employees.

Components of net periodic benefit cost related to the defined benefit pension plans, including supplemental employee retirement plans, are as follows:

| | Defined Benefit Pension Plans | |
|---|---|---|
| | Three Months Ended March 31, | |
| | **2006** | **2005** |
| | (In thousands) | |
| Service cost | $ 1,305 | $ 1,087 |
| Interest cost | 2,471 | 2,326 |
| Expected return on plan assets | (2,524) | (2,084) |
| Amortization of unrecognized net loss | 322 | 237 |
| Amortization of unrecognized prior service cost | 619 | 622 |
| Total net periodic benefit cost | $ 2,193 | $ 2,188 |

Components of net periodic benefit cost related to the postretirement health care and life insurance benefit plans are as follows:

| | Other Benefit Plans | |
|---|---|---|
| | Three Months Ended March 31, | |
| | 2006 | 2005 |
| | (In thousands) | |
| Service cost | $ 233 | $ 131 |
| Interest cost | 527 | 522 |
| Amortization of unrecognized net loss | 62 | 62 |
| Amortization of unrecognized net transition asset | 49 | 49 |
| Amortization of unrecognized prior service cost | 181 | 181 |
| Total net periodic benefit cost | $ 1,052 | $ 945 |

The Company made contributions of $4.4 million and $4.1 million to its pension plans for the three months ended March 31, 2006 and 2005, respectively. The Company expects to make additional contributions of $17.5 million in 2006.

**9. Concentrations**

The Company s Portland, Oregon steel mill ( Portland Mill ) purchases steel slab from a number of foreign producers. Any interruption or reduction in the supply of steel slab may make it difficult or impossible to satisfy customers delivery requirements, which could have a material adverse effect on the Company s results of operations. In 2005, the Company had four primary suppliers of steel slab. These companies will continue to be major suppliers of steel slab to the company in 2006. The Company does not maintain long-term purchasing contracts with any of its slab suppliers. Most of the steel slabs the Company purchases are delivered by ship. Any disruption to port operations, including those caused by a labor dispute or terrorism, could materially impact the supply or the cost of steel slabs, which could have a material adverse effect on the Company s production, sales levels and profitability.

**10. Contingencies**

***Environmental***

All material environmental remediation liabilities for non-capital expenditures, which are probable and estimable, are recorded in the Consolidated Financial Statements based on current technologies and current environmental standards at the time of evaluation. Adjustments are made when additional information is available that suggests different remediation methods or periods may be required and affect the total cost. The best estimate of the probable cost within a range is recorded; however, if there is no best estimate, the low end of the range is recorded and the range is disclosed.

*Oregon Steel Division*

In May 2000, the Company entered into a Voluntary Clean-up Agreement with the Oregon Department of Environmental Quality ( DEQ ) committing the Company to conduct an investigation of whether, and to what extent, past or present operations at the Company s Portland Mill may have affected sediment quality in the Willamette River. Based on preliminary findings, the Company is conducting a full remedial investigation ( RI ), including areas of investigation throughout the Portland Mill, and has committed to implement source control if required. The Company s best estimate for costs of the RI study is approximately $0.3 million over the next two years. Accordingly, the Company has accrued a liability of $0.3 million as of March 31, 2006. The Company has also recorded a $0.3 million receivable for insurance proceeds that are expected to cover these costs because the Company s insurer is defending this matter, subject to a standard reservation of rights, and is paying these costs as incurred. Based upon the results of the RI, the DEQ may require the Company to incur costs associated with additional phases of investigation, remedial action or implementation of source controls, which could have a material adverse effect on the Company s results of operations because it may cause costs to exceed available insurance or because insurance may not cover those particular costs. The Company is unable at this time to determine if the likelihood of any further unfavorable outcome or loss is either probable or remote, or to estimate a dollar amount range for a potential loss. It is probable that the DEQ will require the Company to perform some stabilization of the riverbank and other limited source control on the Portland Mill property; however, the Company and the DEQ have not come to terms as to the entire scope of work at this time. The Company s estimate of these costs related to riverbank stabilization and limited source control is expected to be capital in nature and not material to the Company s Consolidated Financial Statements.

In a related matter, in December 2000, the Company received a general notice letter from the U.S. Environmental Protection Agency ( EPA ), identifying it, along with 68 other entities, as a potentially responsible party ( PRP ) under the Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ) with respect to contamination in a portion of the Willamette River that has been designated as the Portland Harbor Superfund Site. The letter advised the Company that it may be liable for

costs of RI and remedial action at the Portland Harbor Superfund Site (which liability, under CERCLA, is joint and several with other PRPs) as well as for natural resource damages that may be associated with any releases of contaminants (principally at the Portland Mill site) for which the Company has liability. At this time, nine private and public entities have signed an Administrative Order on Consent ( AOC ) to perform a remedial investigation/feasibility study ( RI/FS ) of the Portland Harbor Superfund Site under EPA oversight. The RI/FS is expected to be completed in 2008. Although the Company did not sign the original AOC, the Company is a member of the Lower Willamette Group, which is funding that investigation, and the Company signed a Coordination and Cooperation Agreement with the EPA that binds the Company to all terms of the AOC. As a best estimate of the Company s share of the remaining RI/FS costs, which are expected to be incurred in the next three years, the Company has accrued a liability of $0.8 million as of March 31, 2006. The Company has also recorded a $0.8 million receivable for insurance proceeds that are expected to cover these RI/FS costs because the Company s insurer is defending this matter, subject to a standard reservation of rights, and is paying these RI/FS costs as incurred. At the conclusion of the RI/FS, the EPA will issue a Record of Decision setting forth any remedial action that it requires to be implemented by identified PRPs. The Company also intends to continue to work with interested parties to assess natural resources damages at the Portland Harbor Superfund Site. The Company estimates its financial commitment in connection with future natural resource damage assessment to be approximately $0.5 million. Based on this estimate, the Company has accrued a liability of $0.5 million as of March 31, 2006. The Company has also recorded a $0.5 million receivable for insurance proceeds that are expected to cover these costs because the Company s insurer is defending this matter, subject to a standard reservation of rights, and is paying these costs as incurred. In connection with these matters, the Company could incur additional costs associated with investigation, remedial action, natural resource damage and natural resource restoration, the costs of which may exceed available insurance or which may not be covered by insurance, which therefore could have a material adverse effect on the Company s results of operations. The Company is unable to estimate a dollar amount range for any related remedial action that may be implemented by the EPA, or natural resource damages and restoration that may be sought by federal, state and tribal natural resource trustees.

*RMSM Division*

In October 1995, CF&I and the Colorado Department of Public Health and Environment ( CDPHE ) finalized a postclosure permit for hazardous waste units at CF&I s Pueblo Mill. As part of the postclosure permit requirements, CF&I must conduct a corrective action program for the 82 solid waste management units ( SWMU ) at the facility and continue to address projects on a prioritized corrective action schedule over 30 years. The State of Colorado mandated that the schedule for corrective action could be accelerated if new data indicated a greater threat existed to the environment than was currently believed to exist. At March 31, 2006, there were 59 SWMU s that still required remediation. At March 31, 2006, the total accrued liability for all remaining SWMU s was $25.4 million, of which $23.4 million was classified as non-current on the Company s Consolidated Balance Sheet.

The CDPHE inspected the Pueblo Mill in 1999 for possible environmental violations, and in the fourth quarter of 1999 issued a Compliance Advisory indicating that air quality regulations had been violated, which was followed by the filing of a judicial enforcement action ( Action ) in the second quarter of 2000. In March 2002, CF&I and CDPHE reached a settlement of the Action, which was approved by the court (the State Consent Decree ). CF&I has paid all penalties associated with that settlement, and was also required to convert to the new single New Source Performance Standards Subpart AAa compliant furnace. The new furnace installation was completed in the fourth quarter of 2005.

Beginning in May 2005, the CDPHE notified CF&I of subsequent violations of the State Consent Decree, which included violations of opacity standards, violations of minimum intervals between tapping operations at CF&I s furnaces, and failure to perform yearly relative accuracy tests for the Quality Assurance/Quality Control ultrasonic flow monitors. In October 2005, a settlement was reached between CF&I and the CDPHE and included penalties for all violations with the State Consent Decree through the settlement date. The settlement provided for CF&I to pay $0.2 million in penalties, fund approximately $0.8 million in supplemental environmental projects ( SEP s ), pay approximately $0.1 million in consulting services and make certain capital improvements expected to cost $0.7 million. At March 31, 2006, CF&I paid $0.2 million, $0.3 million and $0.1 million of the penalties, SEP s and consulting services, respectively. Other than the capital improvements, CF&I s accrued expenses include all unpaid settlement amounts at March 31, 2006.

***Purchase Commitments***

Effective January 8, 1990, the Company entered into an agreement, which was subsequently amended on December 7, 1990 and again on April 3, 1991, to purchase a base amount of oxygen produced from a facility located at the Company s Portland Mill. The oxygen facility is owned and operated by an independent third party. The agreement expires in August 2011 and specifies that the Company will pay a base monthly charge that is adjusted annually based upon a percentage change in the Producer Price Index. The monthly base charge at March 31, 2006 was approximately $145,000. On April 3, 2006, the Company terminated this agreement. See Note 12 to the Consolidated Financial Statements, *Subsequent Events.*

A similar contract to purchase oxygen for the Pueblo Mill was entered into on February 2, 1993 by CF&I, and expires in February 2013. The agreement specifies that CF&I will pay a base monthly charge that is adjusted annually based upon a percentage change in the Producer Price Index. The monthly base charge at March 31, 2006 was $0.1 million.

The Company is obligated to supply a quantity of steel coil for processing through the OFP temper mill and a cut-to-length facility of not less than 15,000 tons per month. If at the end of each calendar quarter, the twelve month rolling average of steel coil actually supplied for processing is less than 15,000 tons and OFP operates at less than breakeven (as defined in the Joint Venture Agreement), then the Company is required to make a payment to OFP equal to the shortfall. At the end of each calendar year, the actual results are compared to the shortfall payment made by the Company to OFP. If the twelve month calculation results in a shortfall payment that is less than the amount paid by the Company, then the Company is owed a refund for the difference. The Company s Consolidated Financial Statements include a net charge of $0.2 million related to the shortfall for the three months ended March 31, 2005. There was no shortfall for the three months ended March 31, 2006.

In March 2005, the Company entered into an agreement to purchase the manufacturing equipment for the Company s new spiral weld large diameter line pipe mill, which will be located at the Company s Portland Mill. The agreement, as amended, specifies that the Company will pay approximately $16.0 million for the delivery and installation of the machinery, which will be paid in installments as certain performance milestones are reached by the vendor. At March 31, 2006, the Company had paid $7.8 million of this commitment. The construction of the spiral weld mill is expected to be completed in July of 2006.

***Other Agreements***

On January 15, 2004, the Company announced a tentative agreement to settle the labor dispute between the United Steelworkers of America and CF&I that had been ongoing since October 1997, and on September 10, 2004 the settlement was finalized and became effective (the Settlement ). Beginning on the effective date of the Settlement, the Settlement included a ten year profit participation obligation ( Back Pay Profit Sharing Obligation or BPPSO ) consisting of 25% of CF&I s quarterly profit, as defined, for years 2004 and 2007 through 2013, and 30% for years 2005 and 2006, not to exceed $3.0 million per year for 2004 through 2008 and $4.0 million per year for 2009 through 2013; these cap amounts are subject to a carryforward/carryback provision described in the Settlement documents. The Company recorded charges of $3.2 million and $3.4 million for the three months ended, March 31, 2006 and 2005, respectively, for the BPPSO and related payroll taxes, which were classified as selling, general and administrative expenses.

During the first quarter ended March 31, 2006, the Company entered into a contract with an independent third party for the production of pipe. Per the contract, the Company must produce approximately 700,000 tons of pipe, with delivery in accordance with dates stipulated in the contract. Shipments are expected to begin during the second quarter of 2007. If volumes are not met, the Company may be charged damages up to $1.0 million per day, with a total limit on damages of $20.0 million. Production on this contract is expected to start in the fourth quarter of 2006.

During the first quarter ended March 31, 2006, CF&I entered into an agreement to produce seamless pipe for an independent third party. Per the agreement, CF&I will produce a minimum of 4,000 tons per month, but not more than 15,000 tons per month. The agreement expires December 31, 2007, unless both parties agree to renew the agreement for successive one-year terms thereafter, and starting on January 1, 2007, either party may terminate the contract upon ninety days notice. For the quarter ended March 31, 2006, the Company met the minimum production requirements.

***Contracts With Key Employees***

The Company has agreements with certain officers, which provide for severance compensation in the event that their employment with the Company is terminated subsequent to a defined change in control of the Company.

***Other Contingencies***

The Company is party to various other claims, disputes, legal actions and other proceedings involving contracts, employment and various other matters. In the opinion of management, the outcome of these matters would not have a material adverse effect on the consolidated financial condition of the Company, its results of operations, and liquidity.

The CPC loan of $3.5 million as of March 31, 2006 was entered into for an undivided 50% interest as tenants in common in a warehouse under a co-tenancy agreement. The Company is not a guarantor for CPC s co-tenant s share; however, CPC is a co-borrower and is jointly and severally liable in the event of default by the other co-tenant or its respective guarantors. The co-tenant s share of the loan was $3.5 million as of March 31, 2006. Two owners of the co-tenant are personal guarantors of the entire loan. The Company believes that the co-tenant has sufficient liquidity to pay its share of the loan.

**11. Investment in Camrose Pipe Mill and Goodwill**

On March 30, 2005, the Company, through a wholly owned subsidiary, purchased the 40 percent partnership interest in Camrose previously owned by a subsidiary of Stelco, Inc., and the Company now indirectly owns 100 percent of Camrose. The Company has recorded the acquisition in accordance with SFAS No. 141, *Business Combinations.* The purchase price, including acquisition related costs, was $18.6 million. There are no contingent payments or any other material future obligations related to the acquisition.

The Company completed the purchase price allocation and recorded goodwill totaling $3.9 million in 2005. The allocation included increases to the fair value of inventory and property, plant and equipment. The Company also recorded the fair value of customer backlog specific to significant sales orders outstanding at the date of acquisition. In addition, the Company increased deferred employee liabilities for Camrose s defined benefit pension and postretirement health care plans. All minority interest associated with Camrose has been eliminated from the Company s Consolidated Balance Sheet.

**12. Subsequent Events**

On April 3, 2006, the Company terminated its existing agreement to purchase a base amount of oxygen produced from a facility located at the Company s Portland Mill. In accordance with the agreement, the Company incurred a contract termination cost of $3.6 million, which was paid in April 2006 and will be expensed in the second quarter of 2006.

**NEW CF&I, INC.**
**CONSOLIDATED BALANCE SHEETS**
**(In thousands except per share and share amounts)**

| | March 31, 2006 | December 31, 2005 |
|---|---|---|
| | (Unaudited) | |
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 1 | $ 1 |
| Trade accounts receivable, less allowance for doubtful accounts of $545 and $472 | 70,658 | 49,273 |
| Inventories | 53,766 | 62,411 |
| Deferred income taxes | 2,523 | 2,473 |
| Other | 2,771 | 3,318 |
| Total current assets | 129,719 | 117,476 |
| Property, plant and equipment: | | |
| Land and improvements | 3,301 | 3,301 |
| Buildings | 20,012 | 19,871 |
| Machinery and equipment | 304,405 | 302,245 |
| Construction in progress | 4,944 | 6,161 |
| | 332,662 | 331,578 |
| Accumulated depreciation | (165,591) | (161,457) |
| Net property, plant and equipment | 167,071 | 170,121 |
| Intangibles, net | 29,883 | 29,916 |
| Non-current deferred income taxes | 42,955 | 47,578 |
| Minority interest | 5,411 | 5,952 |
| **TOTAL ASSETS** | $ 375,039 | $ 371,043 |
| **LIABILITIES** | | |
| Current liabilities: | | |
| Accounts payable | $ 24,735 | $ 22,262 |
| Accrued expenses | 41,816 | 40,051 |
| Total current liabilities | 66,551 | 62,313 |
| Long-term debt - Oregon Steel Mills, Inc. | 277,557 | 287,669 |
| Environmental liability | 24,997 | 24,863 |
| Deferred employee benefits | 36,361 | 34,620 |
| Total liabilities | 405,466 | 409,465 |
| Redeemable common stock, 20 shares issued and outstanding | 16,800 | 16,800 |
| Commitments and contingencies (Note 4) | | |
| **STOCKHOLDERS DEFICIT** | | |
| Common stock, par value $1 per share, 1,000 shares authorized; 200 shares issued and outstanding | 1 | 1 |
| Additional paid-in capital | 19,931 | 19,931 |
| Accumulated deficit | (61,621) | (69,616) |
| Accumulated other comprehensive loss: | | |
| Minimum pension liability | (5,538) | (5,538) |

| | | |
|---|---|---|
| Total stockholders deficit | (47,227) | (55,222) |
| **TOTAL LIABILITIES AND STOCKHOLDERS DEFICIT** | $ 375,039 | $ 371,043 |

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

**NEW CF&I, INC.**
**CONSOLIDATED STATEMENTS OF INCOME**
**(In thousands)**
**(Unaudited)**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2006** | **2005** |
| **Sales:** | | |
| Product sales | $ 131,082 | $ 120,723 |
| Freight | 4,835 | 3,104 |
| | 135,917 | 123,827 |
| **Costs and expenses:** | | |
| Cost of sales | 106,805 | 97,405 |
| Selling, general and administrative expenses | 8,773 | 8,095 |
| Loss (gain) on disposal of assets | 202 | (87) |
| | 115,780 | 105,413 |
| Operating income | 20,137 | 18,414 |
| **Other income (expense):** | | |
| Interest expense, net | (7,084) | (7,143) |
| Minority interests | (541) | (456) |
| Other income, net | 63 | 57 |
| Income before income taxes | 12,575 | 10,872 |
| **Income tax expense** | (4,580) | (3,785) |
| **Net income** | $ 7,995 | $ 7,087 |