

ENCORE WIRE CORP /DE/

Form 10-Q

August 08, 2007

**Table of Contents**

**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  
June 30, 2007**  
**OR**

**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: 0-20278**  
**ENCORE WIRE CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
(State of Incorporation)

**75-2274963**  
(I.R.S. employer identification number)

**1410 Millwood Road**  
**McKinney, Texas**  
(Address of principal executive offices)

**75069**  
(Zip code)

**Registrant's telephone number, including area code: (972) 562-9473**

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 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.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Number of shares of Common Stock outstanding as of July 31, 2007: 23,360,002

**Table of Contents**

**ENCORE WIRE CORPORATION  
FORM 10-Q  
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2007**

|  | Page No. |
|--|----------|
| <b><u>PART I. FINANCIAL INFORMATION</u></b>  |          |
| <b><u>ITEM 1. Consolidated Financial Statements</u></b>  |          |
| <u>Consolidated Balance Sheets June 30, 2007 (Unaudited) and December 31, 2006</u>                                 | 3        |
| <u>Consolidated Statements of Income (Unaudited) Quarters and Six Months ended June 30, 2007 and June 30, 2006</u> | 5        |
| <u>Consolidated Statements of Cash Flows (Unaudited) Six Months ended June 30, 2007 and June 30, 2006</u>          | 6        |
| <u>Notes to Consolidated Financial Statements</u>  | 7        |
| <b><u>ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b>        | 11       |
| <b><u>ITEM 3. Quantitative and Qualitative Disclosures about Market Risk</u></b>                                   | 17       |
| <b><u>ITEM 4. Controls and Procedures</u></b>  | 17       |
| <br>   |          |
| <b><u>PART II. OTHER INFORMATION</u></b>   |          |
| <b><u>ITEM 1A. Risk Factors</u></b>  | 18       |
| <b><u>ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds</u></b>                                  | 18       |
| <b><u>ITEM 6. Exhibits</u></b>   | 18       |
| <b><u>Signatures</u></b>   | 19       |
| <u>Third Amendment to Credit Agreement</u>   |          |
| <u>Waiver to Note Purchase Agreement</u>   |          |
| <u>Waiver to Master Note Purchase Agreement</u>  |          |
| <u>Certification by Daniel L. Jones, President and CEO</u>   |          |
| <u>Certification by Frank J. Bilban, Vice President-Finance, CFO, Treasurer and Secretary</u>                      |          |
| <u>Certification by Daniel L. Jones, President and CEO</u>   |          |
| <u>Certification by Frank J. Bilban, Vice President-Finance, CFO, Treasurer and Secretary</u>                      |          |

**Table of Contents****PART I. FINANCIAL INFORMATION**

## ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

ENCORE WIRE CORPORATION  
CONSOLIDATED BALANCE SHEETS

| In Thousands of Dollars                                   | June 30,<br>2007<br>(Unaudited) | December<br>31,<br>2006<br>(See Note) |
|---|---------------------------------|---------------------------------------|
| <b>ASSETS</b>   |                                 |                                       |
| Current assets:   |                                 |                                       |
| Cash  | \$ 48,794                       | \$ 24,603                             |
| Accounts receivable (net of allowance of \$950 and \$884) | 235,776                         | 214,963                               |
| Inventories (Note 2)                                      | 117,724                         | 103,947                               |
| Prepaid expenses and other assets                         | 7,081                           | 6,713                                 |
| Current taxes receivable                                  |                                 | 18,523                                |
| Current deferred income taxes                             | 1,879                           | 2,301                                 |
| <br>  |                                 |                                       |
| Total current assets                                      | 411,254                         | 371,050                               |
| Property, plant and equipment at cost:                    |                                 |                                       |
| Land  | 9,604                           | 9,592                                 |
| Construction in progress                                  | 14,230                          | 6,672                                 |
| Buildings and improvements                                | 47,065                          | 47,065                                |
| Machinery and equipment                                   | 140,252                         | 136,552                               |
| Furniture and fixtures                                    | 4,147                           | 4,072                                 |
| <br>  |                                 |                                       |
| Total property, plant, and equipment                      | 215,298                         | 203,953                               |
| Accumulated depreciation and amortization                 | (107,104)                       | (100,966)                             |
| <br>  |                                 |                                       |
| Net property, plant, and equipment                        | 108,194                         | 102,987                               |
| <br>  |                                 |                                       |
| Other assets  | 115                             | 120                                   |
| <br>  |                                 |                                       |
| Total assets  | \$ 519,563                      | \$ 474,157                            |

Note: The consolidated balance sheet at December 31, 2006, as

presented, is  
derived from the  
audited  
consolidated  
financial  
statements at  
that date.

See accompanying notes.

3

---

**Table of Contents**

ENCORE WIRE CORPORATION  
 CONSOLIDATED BALANCE SHEETS (continued)

| In Thousands of Dollars, Except Share Data     | June 30,<br>2007<br>(Unaudited) | December<br>31,<br>2006<br>(See Note) |
|--|---------------------------------|---------------------------------------|
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>     |                                 |                                       |
| Current liabilities:                           |                                 |                                       |
| Trade accounts payable                         | \$ 26,263                       | \$ 13,413                             |
| Accrued liabilities                            | 30,937                          | 23,772                                |
| Current deferred income taxes                  |                                 |                                       |
| <br>Total current liabilities                  | <br>57,200                      | <br>37,185                            |
| <br>Non-current deferred income taxes          | <br>9,273                       | <br>9,851                             |
| Long term notes payable                        | 98,394                          | 98,974                                |
| Other long term liabilities                    | 1,606                           | 1,026                                 |
| Stockholders' equity:                          |                                 |                                       |
| Common stock, \$.01 par value:                 |                                 |                                       |
| Authorized shares 40,000,000;                  |                                 |                                       |
| Issued shares 26,118,952 and 26,035,302        | 261                             | 260                                   |
| Additional paid-in capital                     | 41,602                          | 40,849                                |
| Treasury stock, at cost 2,758,950 shares       | (15,275)                        | (15,275)                              |
| Retained earnings                              | 326,502                         | 301,287                               |
| <br>Total stockholders' equity                 | <br>353,090                     | <br>327,121                           |
| <br>Total liabilities and stockholders' equity | <br>\$ 519,563                  | <br>\$ 474,157                        |

Note: The consolidated balance sheet at December 31, 2006, as presented, is derived from the audited consolidated

financial  
statements at  
that date.

See accompanying notes.

**Table of Contents**

ENCORE WIRE CORPORATION  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

| In Thousands of Dollars, Except Per Share Data               | Quarter Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|---------------------------|------------|------------------------------|------------|
|  | 2007                      | 2006       | 2007                         | 2006       |
| Net sales  | \$ 333,635                | \$ 362,048 | \$ 594,364                   | \$ 614,097 |
| Cost of goods sold   | 286,073                   | 255,195    | 522,058                      | 467,871    |
| Gross profit   | 47,562                    | 106,853    | 72,306                       | 146,226    |
| Selling, general, and administrative expenses                | 16,835                    | 16,733     | 30,415                       | 30,172     |
| Operating income   | 30,727                    | 90,120     | 41,891                       | 116,054    |
| Net interest & other expenses                                | 1,152                     | 1,945      | 2,305                        | 3,078      |
| Income before income taxes                                   | 29,575                    | 88,175     | 39,586                       | 112,976    |
| Provision for income taxes                                   | 9,865                     | 31,116     | 13,436                       | 39,780     |
| Net income   | \$ 19,710                 | \$ 57,059  | \$ 26,150                    | \$ 73,196  |
| Net income per common and common equivalent shares basic     | \$ 0.84                   | \$ 2.45    | \$ 1.12                      | \$ 3.15    |
| Weighted average common and common equivalent shares basic   | 23,356                    | 23,262     | 23,335                       | 23,238     |
| Net income per common and common equivalent shares diluted   | \$ 0.83                   | \$ 2.41    | \$ 1.10                      | \$ 3.09    |
| Weighted average common and common equivalent shares diluted | 23,712                    | 23,719     | 23,703                       | 23,709     |
| Cash dividends declared per share                            | \$ 0.02                   | \$         | \$ 0.04                      | \$         |

See accompanying notes.





**Table of Contents**

ENCORE WIRE CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

| In Thousands of Dollars   | Six Months Ended<br>June 30, |                 |
|---|------------------------------|-----------------|
|   | 2007                         | 2006            |
| <b>OPERATING ACTIVITIES</b>   |                              |                 |
| Net income  | \$ 26,150                    | \$ 73,196       |
| Adjustments to reconcile net income to cash provided by (used in) operating activities: |                              |                 |
| Depreciation and amortization   | 6,792                        | 5,829           |
| Deferred income tax benefit   | (156)                        | (2,519)         |
| Excess tax benefits of options exercised  | (44)                         | (751)           |
| Other   | 134                          | 49              |
| Changes in operating assets and liabilities:  |                              |                 |
| Accounts receivable   | (20,873)                     | (106,375)       |
| Inventory   | (13,777)                     | (66,225)        |
| Accounts payable and accrued liabilities  | 10,359                       | 20,006          |
| Other assets and liabilities  | (546)                        | 3,400           |
| Current income taxes receivable/payable   | 28,220                       | 4,044           |
| <b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>                              | <b>36,259</b>                | <b>(69,346)</b> |
| <b>INVESTING ACTIVITIES</b>   |                              |                 |
| Purchases of property, plant and equipment  | (11,912)                     | (15,592)        |
| Proceeds from sale of equipment   | 145                          | 181             |
| Other   | 5                            |                 |
| <b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>                              | <b>(11,762)</b>              | <b>(15,411)</b> |
| <b>FINANCING ACTIVITIES</b>   |                              |                 |
| Borrowings (repayments) under notes payable   |                              | 83,350          |
| Proceeds from issuance of common stock  | 582                          | 794             |
| Dividend paid   | (932)                        |                 |
| Excess tax benefit of options exercised   | 44                           | 751             |
| <b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>                              | <b>(306)</b>                 | <b>84,895</b>   |
| Net increase (decrease) in cash   | 24,191                       | 138             |

|                             |           |          |
|-----------------------------|-----------|----------|
| Cash at beginning of period | 24,603    | 2,622    |
| Cash at end of period       | \$ 48,794 | \$ 2,760 |

See accompanying notes.

6

---

**Table of Contents**

ENCORE WIRE CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
June 30, 2007

**NOTE 1 BASIS OF PRESENTATION**

The unaudited consolidated financial statements of Encore Wire Corporation (the Company) have been prepared in accordance with U.S. generally accepted accounting principles for interim information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation, have been included. Results of operations for interim periods presented do not necessarily indicate the results that may be expected for the entire year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

Certain reclassifications have been made to prior periods' financial statements to conform to the current presentation. Effective January 1, 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109 (FIN 48), which clarifies the accounting and disclosure for uncertainty in tax positions. The Company's federal income tax returns for the years subsequent to December 31, 2003 remain subject to examination. The Company's income tax returns in major state income tax jurisdictions remain subject to examination for various periods subsequent to December 31, 2002. The Company has no reserves for uncertain tax positions and no adjustments were required upon adoption of FIN 48. Furthermore, the Company is not aware of any anticipated transactions or tax positions in the foreseeable future that would create a need to establish a reserve for any uncertain tax positions. Interest and penalties resulting from audits by tax authorities have been immaterial and are included in the provision for income taxes in the consolidated statements of income.

7

---

**Table of Contents**

## NOTE 2 INVENTORIES

Inventories are stated at the lower of cost, determined by the last-in, first-out (LIFO) method, or market.

Inventories consisted of the following (in thousands):

|                                    | June 30,<br>2007 | December<br>31,<br>2006 |
|------------------------------------|------------------|-------------------------|
| Raw materials                      | \$ 19,678        | \$ 18,259               |
| Work-in-process                    | 25,379           | 17,998                  |
| Finished goods                     | 157,066          | 149,962                 |
|                                    | 202,123          | 186,219                 |
| Adjust to LIFO cost                | (84,399)         | (82,272)                |
|                                    | 117,724          | 103,947                 |
| Lower of Cost or Market Adjustment |                  |                         |
|                                    | \$ 117,724       | \$ 103,947              |

LIFO pools are established and frozen at the end of each fiscal year. During the first three quarters of every year, LIFO calculations are based on the inventory levels and costs at that time. Accordingly, interim LIFO balances will fluctuate up and down in tandem with inventory levels and costs.

**Table of Contents****NOTE 3 NET EARNINGS PER SHARE**

Net earnings per common and common equivalent share are computed using the weighted average number of shares of common stock and common stock equivalents outstanding during each period. If dilutive, the effect of stock options, treated as common stock equivalents, is calculated using the treasury stock method.

The following table sets forth the computation of basic and diluted net earnings per share (in thousands):

|  | Quarter<br>Ended<br>6/30/07 | Quarter<br>Ended<br>6/30/06 |
|--|-----------------------------|-----------------------------|
| Numerator:   |                             |                             |
| Net income   | \$ 19,710                   | \$ 57,059                   |
| Denominator:   |                             |                             |
| Denominator for basic earnings per share weighted average shares   | 23,356                      | 23,262                      |
| Effect of dilutive securities:                                     |                             |                             |
| Employee stock options   | 356                         | 457                         |
| Denominator for diluted earnings per share weighted average shares | 23,712                      | 23,719                      |

The following table sets forth the computation of basic and diluted net earnings per share (in thousands):

|  | Six<br>Months<br>Ended<br>6/30/07 | Six Months<br>Ended<br>6/30/06 |
|--|-----------------------------------|--------------------------------|
| Numerator:   |                                   |                                |
| Net income   | \$ 26,150                         | \$ 73,196                      |
| Denominator:   |                                   |                                |
| Denominator for basic earnings per share weighted average shares   | 23,335                            | 23,238                         |
| Effect of dilutive securities:                                     |                                   |                                |
| Employee stock options   | 368                               | 471                            |
| Denominator for diluted earnings per share weighted average shares | 23,703                            | 23,709                         |

**Table of Contents****NOTE 4 LONG TERM NOTES PAYABLE**

The Company is party to a Financing Agreement with two banks, Bank of America, N.A., as Agent, and Wells Fargo Bank, National Association (the Financing Agreement). The Company is the primary obligor of the indebtedness under the Financing Agreement. In 2006, the Financing Agreement was amended twice. The Financing Agreement was first amended May 16, 2006, to expand the Company's line of credit from \$85,000,000 to \$150,000,000, as disclosed in previous filings with the SEC. The Financing Agreement was amended a second time on August 31, 2006, to expand the Company's line of credit from \$150,000,000 to \$200,000,000, as disclosed in previous filings with the SEC. The Financing Agreement, as amended, extends through August 27, 2009, and provides for maximum borrowings of the lesser of \$200,000,000 or the amount of eligible accounts receivable plus the amount of eligible finished goods and raw materials, less any reserves established by the banks. The calculated maximum borrowing amount available at June 30, 2007, as computed under the Financing Agreement, as amended, was \$200,000,000. Borrowings under the line of credit bear interest, at the Company's option, at either (1) LIBOR plus a margin that varies from 0.875% to 1.75% depending upon the ratio of debt outstanding to adjusted earnings or (2) the base rate (which is the higher of the federal funds rate plus 0.5% or the prime rate) plus 0% to 0.25% (depending upon the ratio of debt outstanding to adjusted earnings). A commitment fee ranging from 0.20% to 0.375% (depending upon the ratio of debt outstanding to adjusted earnings) is payable on the unused line of credit.

The Company, through its agent bank, is also a party to a Note Purchase Agreement (the 2004 Note Purchase Agreement) with Hartford Life Insurance Company, Great-West Life & Annuity Insurance Company, London Life Insurance Company and London Life and Casualty Reinsurance Corporation (collectively, the 2004 Purchasers), whereby the Company issued and sold \$45,000,000 of 5.27% Senior Notes, Series 2004-A, due August 27, 2011 (the Fixed Rate Senior Notes) to the 2004 Purchasers, the proceeds of which were used to repay a portion of the Company's outstanding indebtedness under its previous financing agreement. Through its agent bank, the Company is also a party to an interest rate swap agreement to convert the fixed rate on the Fixed Rate Senior Notes to a variable rate based on LIBOR plus a fixed adder for the seven-year duration of these notes. As of June 30, 2007, the Company recorded a liability and a corresponding unrealized reduction to notes payable on the balance sheet of \$1.6 million to account for the fair value of the interest rate swap.

On September 28, 2006, the Company, through its agent bank, entered into a second Note Purchase Agreement (the 2006 Note Purchase Agreement) with Metropolitan Life Insurance Company, Metlife Insurance Company of Connecticut and Great-West Life & Annuity Insurance Company, whereby the Company issued and sold \$55,000,000 of Floating Rate Senior Notes, Series 2006-A, due September 30, 2011 (the Floating Rate Senior Notes), the proceeds of which were used to repay a portion of the Company's outstanding indebtedness under its Financing Agreement. Obligations under the Financing Agreement, the Fixed Rate Senior Notes and the Floating Rate Senior Notes are unsecured and contain customary covenants and events of default. The Company was in compliance with these covenants, as of June 30, 2007. Under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement, the Company is allowed to pay cash dividends. At June 30, 2007, the total balance outstanding under the Financing Agreement, the Fixed Rate Senior

**Table of Contents**

Notes and the Floating Rate Senior Notes was \$100,000,000. Amounts outstanding under the Financing Agreement are payable on August 27, 2009, with interest payments due quarterly. Interest payments on the Fixed Rate Senior Notes are due semi-annually, while interest payments on the Floating Rate Senior Notes are due quarterly. Obligations under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement are the only contractual obligations or commercial borrowing commitments of the Company.

Effective June 30, 2007, the Company consummated a reorganization in order to simplify its corporate structure and become an operating company. As a part of the reorganization, the Company became the primary obligor of the indebtedness under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement. The Company entered into amendments to each of such agreements and issued new notes to the banks, the 2004 Purchasers and the 2006 Purchasers.

**NOTE 5 STOCK REPURCHASE AUTHORIZATION**

On November 10, 2006, the Board of Directors of the Company approved a new stock repurchase program covering the purchase of up to 1,000,000 additional shares of its common stock dependent upon market conditions. Common stock purchases under this program were authorized through December 31, 2007 on the open market or through privately negotiated transactions at prices determined by the President of the Company. There were no repurchases of stock in 2007, 2006 or 2005.

**NOTE 6 CONTINGENCIES**

There are no material pending proceedings to which the Company is a party or of which any of its property is the subject. However, the Company is a party to litigation and claims arising out of the ordinary business of the Company. While the results of these matters cannot be predicted with certainty, the Company does not believe the final outcome of such litigation and claims will have a material adverse effect on the financial condition, the results of operations or the cash flows of the Company, in part because the Company believes that it has adequate insurance to cover any damages that may ultimately be awarded.

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

**General**

The Company is a low-cost manufacturer of copper electrical building wire and cable. The Company is a significant supplier of residential wire for interior wiring in homes, apartments and manufactured housing and commercial wire for commercial and industrial buildings.

The Company's operating results in any given time period are driven by several key factors, including; the volume of product produced and shipped, the cost of copper and other raw materials, the competitive pricing environment in the wire industry and the resulting influence on gross margins and the efficiency with which the Company's plant operates during the period, among others. Price competition for electrical wire and cable is intense, and the Company sells its products in accordance with prevailing market



**Table of Contents**

prices. Copper is the principal raw material used by the Company in manufacturing its products. Copper accounted for approximately 82.3%, 76.8% and 73.0% of the Company's cost of goods sold during fiscal 2006, 2005 and 2004, respectively. The price of copper fluctuates, depending on general economic conditions and in relation to supply and demand and other factors, which has caused monthly variations in the cost of copper purchased by the Company. The Company cannot predict future copper prices or the effect of fluctuations in the cost of copper on the Company's future operating results.

The following discussion and analysis relates to factors that have affected the operating results of the Company for the quarterly and six-month periods ended June 30, 2007 and 2006. Reference should also be made to the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

Effective June 30, 2007, the Company consummated a reorganization in order to merge the operations of its indirectly wholly-owned subsidiary, Encore Wire Limited, a Texas limited partnership, into the Company and reorganize the Company as an operating company. The reorganization simplified the Company's corporate structure and was accomplished by a series of tax-free merger transactions. As a part of the reorganization, the Company became the primary obligor of the indebtedness under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement referred to in "Liquidity and Capital Resources", below. The Company entered into amendments to each of such agreements and issued new notes to the banks and note holders.

**Results of Operations**

**Quarter Ended June 30, 2007 Compared to Quarter Ended June 30, 2006**

Net sales for the second quarter of 2007 amounted to \$333.6 million compared with net sales of \$362.0 million for the second quarter of 2006. This dollar decrease was primarily the result of a 13.6% decrease in the average price of wire sold, partially offset by a 6.7% increase in unit volume of wire shipped measured in pounds of copper contained in the wire sold. The average cost per pound of raw copper purchased increased 6.6% in the second quarter of 2007 compared to the second quarter of 2006. These factors resulted in decreased gross margins in the second quarter of 2007 versus the second quarter of 2006. Fluctuations in sales prices are primarily a result of changing copper raw material prices and product price competition.

Cost of goods sold increased to \$286.1 million, or 85.7% of net sales, in the second quarter of 2007, compared to \$255.2 million, or 70.5% of net sales, in the second quarter of 2006. Gross profit decreased to \$47.6 million, or 14.3% of net sales, in the second quarter of 2007 versus \$106.9 million, or 29.5% of net sales, in the second quarter of 2006. The decreased gross profit and gross margin percentages were primarily the result of industry wide pricing trends that decreased the spread between the selling price of copper wire and the purchase cost of raw copper. Management believes that margins were driven lower partially due to the slowdown in residential construction in the United States, which spawned price-cutting by certain competitors.

**Table of Contents**

Inventories are stated at the lower of cost, using the last-in, first-out (LIFO) method, or market. The Company maintains only one inventory pool for LIFO purposes as all inventories held by the Company generally relate to the Company's only business segment, the manufacture and sale of copper building wire products. As permitted by U.S. generally accepted accounting principles, the Company maintains its inventory costs and cost of goods sold on a first-in, first-out (FIFO) basis and makes a quarterly adjustment to adjust total inventory and cost of goods sold from FIFO to LIFO. The Company applies the lower of cost or market (LCM) test by comparing the LIFO cost of its raw materials, work-in-process and finished goods inventories to estimated market values, which are based primarily upon the most recent quoted market price of copper, in pound quantities, as of the end of each reporting period.

Additionally, future reductions in the quantity of inventory on hand could cause copper that is carried in inventory at costs different from the cost of copper in the period in which the reduction occurs to be included in costs of goods sold for that period.

As a result of increasing copper costs, partially offset by a decrease in the amount of inventory on hand during the second quarter 2007, a LIFO adjustment was recorded, increasing cost of sales by \$24.5 million during the quarter. Based on copper prices at the end of the quarter, no LCM adjustment was necessary. Future reductions in the price of copper could require the Company to record a LCM adjustment against the related inventory balance, which would result in a negative impact on net income.

Selling expenses for the second quarter of 2007 were \$14.2 million, or 4.3% of net sales, compared to \$14.2 million, or 3.9% of net sales, for the second quarter of 2006. The percentage increase was due to the increase in freight costs as a percentage of net sales, driven by the decrease in sales dollars discussed above. Freight costs increased on a per pound basis, however, primarily due to higher fuel costs in the trucking industry. General and administrative expenses were virtually flat at \$2.6 million and 0.8% of net sales, in the second quarter of 2007 compared to \$2.5 million, or 0.7% of net sales, in the second quarter of 2006. The general and administrative costs are semi-fixed by nature and therefore do not fluctuate proportionately with sales. The provision for bad debts was \$30,000 and \$45,000 in the second quarter of 2007 and 2006, respectively.

Net interest and other income and expense were \$1.2 million in the second quarter of 2007 compared to \$1.9 million in the second quarter of 2006. The decrease was due primarily to lower average debt balances during the second quarter of 2007 than during the comparable period in 2006. Taxes were accrued at an effective rate of 33.4% in the second quarter of 2007 consistent with the Company's estimated liabilities. This rate declined from 35.3% in the second quarter of 2006 primarily due to benefits realized from the Jobs Creation Act which lowers federal tax rates for domestic manufacturing companies.

As a result of the foregoing factors, the Company's net income decreased to \$19.7 million in the second quarter of 2007 from \$57.1 million in the second quarter of 2006.

**Six Months Ended June 30, 2007 compared to Six Months Ended June 30, 2006**

Net sales for the first six months of 2007 amounted to \$594.4 million compared with net sales of \$614.1 million for the first half of 2006. This dollar decrease was primarily the result of a 2.0% decrease in the unit volume of wire sold, measured in pounds of copper contained in the wire, coupled with a 1.2% decrease in the average price of wire sold.

**Table of Contents**

The average cost per pound of raw copper purchased increased 15.1% in the first six months of 2007 compared to the first six months of 2006, driving gross margins down as discussed in the quarterly analysis above. Fluctuations in sales prices are primarily a result of changing copper raw material prices and product price competition.

Cost of goods sold increased to \$522.1 million in the first six months of 2007, compared to \$467.9 million in the first six months of 2006. Gross profit decreased to \$72.3 million, or 12.2% of net sales, in the first six months of 2007 versus \$146.2 million, or 23.8% of net sales, in the first six months of 2006. The decreased gross profit and gross margin percentages were primarily the result of the margin erosion in 2007 versus 2006 as discussed above.

Inventories are stated at the lower of cost, using the last-in, first-out (LIFO) method, or market. The Company maintains only one inventory pool for LIFO purposes as all inventories held by the Company generally relate to the Company's only business segment, the manufacture and sale of copper building wire products. As permitted by U.S. generally accepted accounting principles, the Company maintains its inventory costs and cost of goods sold on a first-in, first-out (FIFO) basis and makes a quarterly entry to adjust total inventory and cost of goods sold from FIFO to LIFO. The Company applies the lower of cost or market (LCM) test by comparing the LIFO cost of its raw materials, work-in-process and finished goods inventories to estimated market values, which are based primarily upon the most recent quoted market price of copper, in pound quantities, as of the end of each reporting period.

Additionally, future reductions in the quantity of inventory on hand could cause copper that is carried in inventory at costs different from the cost of copper in the period in which the reduction occurs to be included in costs of goods sold for that period.

As a result of increasing copper costs and a slightly increased amount of inventory on hand during the first six months of 2007, a LIFO adjustment was recorded increasing cost of sales by \$2.1 million during the period. Based on the current copper prices, there is no LCM adjustment necessary. Future reductions in the price of copper could require the Company to record a LCM adjustment against the related inventory balance, which would result in a negative impact on net income.

Selling expenses for the first six months of 2007 were virtually flat at \$25.5 million, or 4.3% of net sales, compared to \$25.5 million, or 4.1% of net sales, in the same period of 2006. General and administrative expenses increased marginally to \$4.9 million, or 0.8% of net sales, in the first six months of 2007 compared to \$4.6 million, or 0.8% of net sales, in the same period of 2006. The general and administrative costs are semi-fixed by nature and therefore do not fluctuate proportionately with sales. The provision for bad debts was \$60,000 and \$90,000 in the first six months of 2007 and 2006, respectively.

Net interest expense was \$2.3 million in the first six months of 2007 compared to \$3.1 million in the first half of 2006. The decrease was due primarily to lower average debt balances during the first half of 2007 than during the comparable period in 2006.

As a result of the foregoing factors, the Company's net income decreased to \$26.1 million in the first half of 2007 from \$73.2 million in the first half of 2006.

**Table of Contents****Liquidity and Capital Resources**

The Company maintains a substantial inventory of finished products to satisfy customer's prompt delivery requirements. As is customary in the industry, the Company provides payment terms to most of its customers that exceed terms that it receives from its suppliers. Therefore, the Company's liquidity needs have generally consisted of operating capital necessary to finance these receivables and inventory. Capital expenditures have historically been necessary to expand the production capacity of the Company's manufacturing operations. The Company has historically satisfied its liquidity and capital expenditure needs with cash generated from operations, borrowings under its various debt arrangements and sales of its common stock. The Company uses its revolving credit facility to manage day to day operating cash needs as required by daily fluctuations in working capital. The total debt balance fluctuates daily as cash inflows differ from cash outflows.

The Company is party to a Financing Agreement with two banks, Bank of America, N.A., as Agent, and Wells Fargo Bank, National Association (the Financing Agreement). The Company is the primary obligor of the indebtedness under the Financing Agreement. In 2006, the Financing Agreement was amended twice. The Financing Agreement was first amended May 16, 2006, to expand the Company's line of credit from \$85,000,000 to \$150,000,000, as disclosed in previous filings with the SEC. The Financing Agreement was amended a second time on August 31, 2006, to expand the Company's line of credit from \$150,000,000 to \$200,000,000, as disclosed in previous filings with the SEC. The Financing Agreement, as amended, extends through August 27, 2009 and provides for maximum borrowings of the lesser of \$200,000,000 or the amount of eligible accounts receivable plus the amount of eligible finished goods and raw materials, less any reserves established by the banks. The calculated maximum borrowing amount available at June 30, 2007, as computed under the Financing Agreement, as amended, was \$200,000,000. The Company, through its agent bank, is also a party to a Note Purchase Agreement (the 2004 Note Purchase Agreement) with Hartford Life Insurance Company, Great-West Life & Annuity Insurance Company, London Life Insurance Company and London Life and Casualty Reinsurance Corporation (collectively, the 2004 Purchasers), whereby the Company issued and sold \$45,000,000 of 5.27% Senior Notes, Series 2004-A, due August 27, 2011 (the Fixed Rate Senior Notes) to the 2004 Purchasers, the proceeds of which were used to repay a portion of the Company's outstanding indebtedness under its previous financing agreement. Through its agent bank, the Company is also a party to an interest rate swap agreement to convert the fixed rate on the Fixed Rate Senior Notes to a variable rate based on LIBOR plus a fixed adder for the seven-year duration of these notes. As of June 30, 2007, the Company recorded a liability and a corresponding unrealized reduction to notes payable on the balance sheet of \$1.6 million to account for the fair value of the interest rate swap.

On September 28, 2006, the Company, through its agent bank, entered into a second Note Purchase Agreement (the 2006 Note Purchase Agreement) with Metropolitan Life Insurance Company, Metlife Insurance Company of Connecticut and Great-West Life & Annuity Insurance Company, whereby the Company issued and sold \$55,000,000 of Floating Rate Senior Notes, Series 2006-A, due September 30, 2011 (the Floating Rate

**Table of Contents**

Senior Notes ), the proceeds of which were used to repay a portion of the Company's outstanding indebtedness under its Financing Agreement.

Obligations under the Financing Agreement, the Fixed Rate Senior Notes and the Floating Rate Senior Notes are unsecured and contain customary covenants and events of default. The Company was in compliance with these covenants as of June 30, 2007. Under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement, the Company is allowed to pay cash dividends. At June 30, 2007, the total balance outstanding under the Financing Agreement, the Fixed Rate Senior Notes and the Floating Rate Senior Notes was \$100,000,000. Amounts outstanding under the Financing Agreement are payable on August 27, 2009, with interest payments due quarterly. Interest payments on the Fixed Rate Senior Notes are due semi-annually, while interest payments on the Floating Rate Senior Notes are due quarterly. Obligations under the Financing Agreement, the 2004 Note Purchase Agreement and the 2006 Note Purchase Agreement are the only contractual obligations or commercial borrowing commitments of the Company.

Cash provided by operations was \$36.3 million in the first six months of 2007 compared to \$69.3 million of cash used by operations in the first six months of 2006. The increase in cash provided by operations resulted primarily from the much smaller increase in accounts receivable of \$20.9 million in the first six months of 2007 versus an increase of \$106.4 million in 2006 along with an increase in inventory of \$13.8 million in 2007 versus an increase of \$66.2 million in 2006, offset by the \$47.0 million decrease in net income in the first six months of 2007 versus the first six months of 2006. The large increases in accounts receivable and inventory in 2006 were primarily the result of the significant increases in copper prices in 2006 versus 2005. In 2006, copper prices increased the dollar value of inventory on hand and drove the sales prices for copper building wire higher resulting in the increased accounts receivable balance. Net income decreased due to the reasons highlighted in Results of Operations, above.

Cash used in investing activities decreased to \$11.8 million in the first six months of 2007 from \$15.4 million in the first six months of 2006. In 2006, the funds were used primarily to construct the new 160,000 square foot armored cable plant and to purchase manufacturing equipment for the new plant. In 2007, the funds were primarily used to construct a new office building. The \$306 thousand used in and the \$84.9 million of cash provided by financing activities in the first six months of 2007 and 2006, respectively, were a result of the Company's decrease in 2007 and increase in 2006 of the outstanding bank revolving debt, which is used primarily to fund the Company's working capital requirements as discussed above.

During the remainder of 2007, the Company expects its capital expenditures will consist primarily of the completion of the new office building as well as additional plant and equipment for its building wire operations. The total capital expenditures for all of 2007 associated with these projects are currently estimated to be in the \$20.0 to \$23.0 million range. The Company will continue to manage its working capital requirements. These requirements may increase as a result of expected continued sales increases and may be impacted by the price of copper. The Company believes that the cash flow from operations and the financing available under the Financing Agreement will satisfy working capital and capital expenditure requirements during 2007.

**Table of Contents**

**Information Regarding Forward Looking Statements**

This report on Form 10-Q contains various forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) and information that are based on management's belief as well as assumptions made by and information currently available to management. The words believes, anticipates, plans, seeks, expects, intends and similar expressions identify the forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Such statements are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expected. Among the key factors that may have a direct bearing on the Company's operating results are fluctuations in the economy and in the level of activity in the building and construction industry, demand for the Company's products, the impact of price competition and fluctuations in the price of copper. For more information regarding forward looking statements see Information Regarding Forward Looking Statements in Part II, Item 7 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006, which is hereby incorporated by reference.

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

There have been no material changes from the information provided in Item 7.A of the Company's Annual Report on Form 10-K for the year ended December 31, 2006.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company maintains controls and procedures designed to ensure that it is able to collect the information it is required to disclose in the reports it files with the SEC, and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. Based on an evaluation of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report conducted by the Company's management, with the participation of the Chief Executive and Chief Financial Officers, the Chief Executive and Chief Financial Officers believe that these controls and procedures are effective to ensure that the Company is able to collect, process and disclose the information it is required to disclose in the reports it files with the SEC within the required time periods. There have been no changes in the Company's internal controls over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting during the period covered by this report.

**Table of Contents**

PART II. OTHER INFORMATION

ITEM 1A. RISK FACTORS

There have been no material changes to the Company's risk factors as disclosed in Item 1A, Risk Factors, in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

**Stock Repurchase Program**

On November 10, 2006, the Board of Directors of the Company approved a new stock repurchase program covering the purchase of up to 1,000,000 additional shares of its common stock dependent upon market conditions. Common stock purchases under this program were authorized through December 31, 2007 on the open market or through privately negotiated transactions at prices determined by the President of the Company. There were no repurchases of stock in 2007, 2006 or 2005.

ITEM 6. EXHIBITS

The information required by this Item 6 is set forth in the Index to Exhibits accompanying this Form 10-Q.

**Table of Contents**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned thereunto duly authorized.

ENCORE WIRE CORPORATION  
(Registrant)

Dated: August 8, 2007

/s/ DANIEL L. JONES  
Daniel L. Jones, President and  
Chief Executive Officer

Dated: August 8, 2007

/s/ FRANK J. BILBAN  
Frank J. Bilban, Vice President Finance,  
Treasurer and Secretary  
Chief Financial Officer



**Table of Contents**

INDEX TO EXHIBITS

| Exhibit<br>Number | Description  |
|-------------------|--|
| 3.1               | Certificate of Incorporation of Encore Wire Corporation, as amended through July 20, 2004 (filed on Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, and incorporated herein by reference).   |
| 3.2               | Amended and Restated Bylaws of Encore Wire Corporation, as amended through February 20, 2006 (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005, and incorporated herein by reference).  |
| 10.1*             | 1999 Stock Option Plan, as amended and restated, effective as of February 20, 2006 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006, and incorporated herein by reference).  |
| 10.2*             | 1989 Stock Option Plan, as amended and restated (filed as Exhibit 4.1 to the Company's Registration Statement on Form S-8 (No. 333-38729), and incorporated herein by reference), terminated except with respect to outstanding options there under.   |
| 10.3              | Credit Agreement by and among Encore Wire Limited, as Borrower, Bank of America, N.A., as Agent, and Bank of America, N.A. and Wells Fargo Bank, National Association, as Lenders, dated August 27, 2004 (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference).   |
| 10.4              | First Amendment to Credit Agreement of August 27, 2004, dated May 16, 2006, by and among Encore Wire Limited, as Borrower, Bank of America, N.A., as Agent, and Bank of America, N.A. and Wells Fargo Bank, National Association, as Lenders (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 and incorporated herein by reference).          |
| 10.5              | Second Amendment to Credit Agreement of August 27, 2004, dated August 31, 2006, by and among Encore Wire Limited, as Borrower, Bank of America, N.A., as Agent, and Bank of America, N.A. and Wells Fargo Bank, National Association, as Lenders (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference). |
| 10.6              | Third Amendment to Credit Agreement of August 27, 2004, dated June 29, 2007, by and among Encore Wire Corporation, as Borrower, Bank of America, N.A., as Agent, and Bank of America, N.A. and Wells Fargo Bank, National Association, as Lenders.   |

**Table of Contents**

| Exhibit<br>Number                           | Description  |
|---|--|
| 10.7  | Note Purchase Agreement for \$45,000,000 of 5.27% Senior Notes, Series 2004-A due August 27, 2011, by and among Encore Wire Limited and Encore Wire Corporation, as Debtors, and Hartford Life Insurance Company, Great-West Life and Annuity Insurance Company, London Life Insurance Company and London Life and Casualty Reinsurance Corporation, as Purchasers, dated August 1, 2004 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference). |
| 10.8  | Waiver to Note Purchase Agreement for \$45,000,000 of 5.27% Senior Notes, Series 2004-A, due August 27, 2011, by and among Encore Wire Limited and Encore Wire Corporation, as Debtors, and Hartford Life Insurance Company, Great-West Life and Annuity Insurance Company, London Life Insurance Company, London Life and General Reinsurance Company Limited, as Holders, dated June 29, 2007.   |
| 10.9  | Master Note Purchase Agreement for \$55,000,000 of Floating Rate Senior Notes, Series 2006-A, due September 30, 2011, by and among Encore Wire Limited and Encore Wire Corporation, as Debtors, and Metropolitan Life Insurance Company, Metlife Insurance Company of Connecticut and Great-West Life & Annuity Insurance Company, as Purchasers, dated September 28, 2006 (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated herein by reference).               |
| 10.10                                       | Waiver to Master Note Purchase Agreement for \$55,000,000 of Floating Rate Senior Notes, Series 2006-A, due September 30, 2011, by and among Encore Wire Limited and Encore Wire Corporation, as Debtors, and Metropolitan Life Insurance Company, Metlife Insurance Company of Connecticut and Great-West Life & Annuity Insurance Company, as Holders, dated June 29, 2007.  |
| 31.1  | Certification by Daniel L. Jones, President and Chief Executive Officer of Encore Wire Corporation, dated August 8, 2007 and submitted pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2  | Certification by Frank J. Bilban, Vice President-Finance, Chief Financial Officer, Treasurer and Secretary of Encore Wire Corporation, dated August 8, 2007 and submitted pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1  | Certification by Daniel L. Jones, President and Chief Executive Officer of Encore Wire Corporation, dated August 8, 2007 and submitted as required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.2  | Certification by Frank J. Bilban, Vice President-Finance, Chief Financial Officer, Treasurer and Secretary of Encore Wire Corporation, dated August 8, 2007 as required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| * Management contract or compensatory plan. |  |