United States Gasoline Fund, LP
Form 10-Q
November 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 September 30, 2010.

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: 001-33975

United States Gasoline Fund, LP
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	20-8837263 (I.R.S. Employer Identification No.)

1320 Harbor Bay Parkway, Suite 145
Alameda, California 94502
(Address of principal executive offices) (Zip code)

(510) 522-9600
(Registrant's telephone number, including area code)

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

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

x Yes ¨ No

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

¨ Yes ¨ No

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

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

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

¨ Yes x No

UNITED STATES GASOLINE FUND, LP
Table of Contents

	Page
Part I. FINANCIAL INFORMATION	
Item 1. Condensed Financial Statements.	1
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk.	33
Item 4. Controls and Procedures.	34
Part II. OTHER INFORMATION	
Item 1. Legal Proceedings.	35
Item 1A. Risk Factors.	35
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.	35
Item 3. Defaults Upon Senior Securities.	35
Item 4. Reserved.	35
Item 5. Other Information.	35
Item 6. Exhibits.	35

Part I. FINANCIAL INFORMATION

Item 1. Condensed Financial Statements.

Index to Condensed Financial Statements

Documents	Page
Condensed Statements of Financial Condition at September 30, 2010 (Unaudited) and December 31, 2009	2
Condensed Schedule of Investments (Unaudited) at September 30, 2010	3
Condensed Statements of Operations (Unaudited) for the three and nine months ended September 30, 2010 and 2009	4
Condensed Statement of Changes in Partners' Capital (Unaudited) for the nine months ended September 30, 2010	5
Condensed Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2010 and 2009	6
Notes to Condensed Financial Statements for the period ended September 30, 2010 (Unaudited)	7

United States Gasoline Fund, LP
Condensed Statements of Financial Condition
At September 30, 2010 (Unaudited) and December 31, 2009

	September 30, 2010	December 31, 2009
Assets		
Cash and cash equivalents (Note 5)	$ 53,092,768	$ 61,883,040
Equity in UBS Securities LLC trading accounts:		
Cash	8,190,672	1,354,561
Unrealized gain on open commodity futures contracts	3,516,143	5,883,944
Receivable from General Partner (Note 3)	214,740	256,355
Dividend receivable	2,619	2,868
Other assets	252,726	197,365
Total assets	$ 65,269,668	$ 69,578,133
Liabilities and Partners' Capital		
General Partner management fees payable (Note 3)	$ 31,509	$ 34,774
Professional fees payable	299,110	350,250
Brokerage commission fees payable	3,100	2,700
Other liabilities	4,348	4,669
Total liabilities	338,067	392,393
Commitments and Contingencies (Notes 3, 4 and 5)		
Partners' Capital		
General Partner	-	-
Limited Partners	64,931,601	69,185,740
Total Partners' Capital	64,931,601	69,185,740
Total liabilities and partners' capital	$ 65,269,668	$ 69,578,133
Limited Partners' units outstanding	1,900,000	1,900,000
Net asset value per unit	$ 34.17	$ 36.41
Market value per unit	$ 34.07	$ 36.58

See accompanying notes to condensed financial statements.

United States Gasoline Fund, LP
Condensed Schedule of Investments (Unaudited)
At September 30, 2010

	Number of Contracts	Gain on Open Commodity Contracts	% of Partners' Capital
Open Futures Contracts - Long			
United States Contracts			
NYMEX RBOB Gasoline Futures RB contracts, expire November 2010	759	$ 3,516,143	5.42

	Principal Amount	Market Value	
Cash Equivalents			
United States - Money Market Funds			
Fidelity Institutional Government Portfolio - Class I	$ 34,053,021	$ 34,053,021	52.44
Goldman Sachs Financial Square Funds - Government Fund - Class SL	6,401,875	6,401,875	

Table of Contents

Restricted stock units. On January 21, 2009, the Executive Compensation Committee of the Board of Directors approved a change in the equity compensation program such that awards of restricted stock units (RSUs) to employees and directors would be made in lieu of awards of restricted stock awards. RSUs granted under the Company s equity incentive plans are valued based upon the fair market value on the date of the grant and provide for a dividend equivalent payment during the vesting period, which is generally one to three years from the date of the grant. RSUs do not have voting rights. RSU grants and amortization expense for the three- and nine-month periods ended July 3, 2010 and June 27, 2009, respectively, are as follows:

	Three Months Ended		**Nine Months Ended**	
(In thousands)	**July 3, 2010**	**June 27, 2009**	**July 3, 2010**	**June 27, 2009**
Restricted stock unit grants:				
Units			78	97
Market value	$	$	$ 732	$ 732
Amortization expense	193	99	545	178

As of July 3, 2010, the remaining unrecognized compensation cost related to unvested RSUs was $995,000, which is expected to be recognized over a weighted average vesting period of 1.66 years.

The following table summarizes RSU activity during the nine-month period ended July 3, 2010:

(Unit amounts in thousands)	**Restricted Stock Units Outstanding**	**Weighted Average Grant Date Fair Value**
Balance, October 3, 2009	136	$ 8.71
Granted	78	9.39
Released	(37)	7.55
Balance, July 3, 2010	177	9.25

(6) Income Taxes

The Company has recorded the following amounts for deferred income taxes and accrued income taxes on its consolidated balance sheet as of July 3, 2010: a current deferred tax asset (net of valuation allowance) of $1.7 million in prepaid expenses and other, a non-current deferred tax asset (net of valuation allowance) of $877,000 in other assets, accrued non-current income taxes payable of $55,000 in other liabilities, and accrued income taxes payable of $2.0 million in accrued expenses. As of July 3, 2010, the Company has $26.6 million of gross state operating loss carryforwards (NOLs) that begin to expire in 2010, but principally expire in 2018 2029. The effective income tax rate for the three-month period ended July 3, 2010 was 50.8% compared with 41.5% in the same year-ago period as a result of $150,000 of net reserves that were recorded during the current year period for known tax exposures.

The realization of the Company s deferred income tax assets is entirely dependent upon the Company s ability to generate future taxable income in applicable jurisdictions. GAAP requires that the Company periodically assess the need to establish a valuation allowance against its deferred income tax assets to the extent that it no longer believes it is more likely than not they will be fully utilized. As of July 3, 2010 and October 3, 2009, the Company recorded a valuation allowance of $497,000 and $602,000, respectively, pertaining to various state NOLs that were not expected to be utilized. The valuation allowance established by the Company is subject to periodic review and adjustment based on changes in facts and circumstances and would be reduced should the Company utilize the state NOLs against which an allowance had been provided or determine that such utilization is more likely than not.

The Company has established contingency reserves for material, known tax exposures, including potential tax audit adjustments. The Company s tax reserves reflect management s judgment as to the estimated liabilities that would be

incurred in connection with the resolution of these matters. As of July 3, 2010, the Company had approximately $455,000 of gross unrecognized tax benefits classified as current income taxes payable and $34,000 of gross unrecognized tax benefits classified as other liabilities on its consolidated balance sheet, of which $50,000, if recognized, would reduce its income tax rate in future periods. As of June 27, 2009, the Company had approximately $50,000 of gross unrecognized tax benefits netted against income taxes receivable in prepaid expense and other on its consolidated balance sheet. The Company anticipates the gross unrecognized tax benefit of $455,000 will be resolved during the next twelve months.

Table of Contents

The Company recognizes interest and penalties related to unrecognized tax benefits as a component of income tax expense. The Company had accrued interest and penalties related to unrecognized tax benefits as of July 3, 2010 and June 27, 2009 of $202,000 and $17,000, respectively.

The Company files U.S. federal income tax returns as well as state and local income tax returns in various jurisdictions. Federal and various state tax returns filed by the Company subsequent to tax year 2004 remain subject to examination together with certain state tax returns filed by the Company subsequent to tax year 2002. The Company s 2007 tax year is currently under examination by the U.S. Internal Revenue Service (IRS). Additionally, the IRS is conducting a Joint Committee Review of the 2009 tax year due to the $13.3 million refund that the Company received in the current year relating to the prior year loss.

(7) Employee Benefit Plans

Retirement plans. The Company has one defined benefit pension plan, the Insteel Wire Products Company Retirement Income Plan for Hourly Employees, Wilmington, Delaware (the Delaware Plan). The Delaware Plan provides benefits for eligible employees based primarily upon years of service and compensation levels. The Company s funding policy is to contribute amounts at least equal to those required by law. No contributions were made to the Delaware Plan during the nine-month period ended July 3, 2010 and no contributions are expected to be made during the fiscal year ending October 2, 2010. The Delaware Plan was frozen effective September 30, 2008 whereby participants will no longer earn additional service benefits.

Net periodic pension costs and related components for the Delaware Plan for the three- and nine-month periods ended July 3, 2010 and June 27, 2009 are as follows:

	Three Months Ended		**Nine Months Ended**	
(In thousands)	**July 3, 2010**	**June 27, 2009**	**July 3, 2010**	**June 27, 2009**
Interest cost	$ 52	$ 55	$ 156	$ 184
Expected return on plan assets	(50)	(61)	(150)	(193)
Recognized net actuarial loss	49	23	147	84
Net periodic pension cost	$ 51	$ 17	$ 153	$ 75

Supplemental employee retirement plan. The Company maintains supplemental employee retirement plans (each, a SERP) with certain of its employees (each, a Participant). Under the SERPs, if the Participant remains in continuous service with the Company for a period of at least 30 years, the Company will pay to the Participant a supplemental retirement benefit for the 15-year period following the Participant s retirement equal to 50% of the Participant s highest average annual base salary for five consecutive years in the 10-year period preceding the Participant s retirement. If the Participant retires prior to the later of age 65 or the completion of 30 years of continuous service with the Company, but has completed at least 10 years of continuous service with the Company, the amount of the supplemental retirement benefit will be reduced by 1/360th for each month short of 30 years that the Participant was employed by the Company. Net periodic benefit costs and related components for the SERPs for the three- and nine-month periods ended July 3, 2010 and June 27, 2009 are as follows:

	Three Months Ended		**Nine Months Ended**	
(In thousands)	**July 3, 2010**	**June 27, 2009**	**July 3, 2010**	**June 27, 2009**
Service cost	$ 41	$ 30	$ 123	$ 90
Interest cost	70	68	210	204
Amortization of prior service cost	64	56	192	168
Net periodic benefit cost	$ 175	$ 154	$ 525	$ 462

(8) Credit Facilities

On June 2, 2010, the Company and each of its wholly-owned subsidiaries entered into the Second Amended and Restated Credit Agreement (the Credit Agreement) which amends and restates in its entirety the previous agreement pertaining to its revolving credit facility that had been in effect since January 2006. The Credit Agreement, which matures on June 2, 2015, provides the Company with up to $75.0 million of financing on the credit facility to supplement its operating cash flow and fund its working capital, capital expenditure, general corporate and growth requirements. As of July 3, 2010, no borrowings were outstanding on the credit facility, $49.4 million of additional borrowing capacity was available and outstanding letters of credit totaled $919,000.

Advances under the credit facility are limited to the lesser of the revolving credit commitment or a borrowing base amount that is calculated based upon a percentage of eligible receivables and inventories. Interest rates on the revolver are based upon (1) an index rate that is established at the highest of the prime rate, 0.50% plus the federal funds rate or the LIBOR rate plus the excess of the then-applicable margin for LIBOR loans over the then-applicable margin for index rate loans, or (2) at the election of the Company, a LIBOR rate, plus in either case, an applicable interest rate margin. The applicable interest rate margins are adjusted on a quarterly basis based upon the amount of excess availability on the revolver within the range of 0.75% 1.50% for index rate loans and 2.25% 3.00% for LIBOR loans. In addition, the applicable interest rate margins would be increased by 2.00% upon the occurrence of certain events of default provided for in the Credit Agreement. Based on the Company s excess availability as of July 3, 2010, the applicable interest rate margins on the revolver were 0.75% for index rate loans and 2.25% for LIBOR loans.

The Company s ability to borrow available amounts under the revolving credit facility will be restricted or eliminated in the event of certain covenant breaches, events of default or if the Company is unable to make certain representations and warranties provided for in the Credit Agreement.

Financial Covenants

The terms of the Credit Agreement require the Company to maintain a Fixed Charge Coverage Ratio (as defined in the Credit Agreement) of not less than 1.10 at the end of each fiscal quarter for the twelve-month period then ended when the amount of excess availability on the revolving credit facility is less than $10.0 million. As of July 3, 2010, the Company was in compliance with all of the financial covenants under the Credit Agreement.

Negative Covenants

In addition, the terms of the Credit Agreement restrict the Company s ability to, among other things: engage in certain business combinations or divestitures; make investments in or loans to third parties, unless certain conditions are met with respect to such investments or loans; pay cash dividends or repurchase shares of the Company s stock subject to certain minimum borrowing availability requirements; incur or assume indebtedness; issue securities; enter into certain transactions with affiliates of the Company; or permit liens to encumber the Company s property and assets. As of July 3, 2010, the Company was in compliance with all of the negative covenants under the Credit Agreement.

Events of Default

Under the terms of the Credit Agreement, an event of default will occur with respect to the Company upon the occurrence of, among other things: defaults or breaches under the loan documents, subject in certain cases to cure periods; defaults or breaches by the Company or any of its subsidiaries under any agreement resulting in the acceleration of amounts above certain thresholds or payment defaults above certain thresholds; certain events of bankruptcy or insolvency with respect to the Company; certain entries of judgment against the Company or any of its subsidiaries, which are not covered by insurance; or a change of control of the Company.

Amortization of capitalized financing costs associated with the credit facility was $93,000 and $125,000 for the three-month periods ended July 3, 2010 and June 27, 2009, respectively and $342,000 and $374,000 for the nine-month periods ended July 3, 2010 and June 27, 2009. Accumulated amortization of capitalized financing costs was $4.0 million and $3.5 million as of July 3, 2010 and June 27, 2009, respectively.

(9) Earnings (Loss) Per Share

Effective October 4, 2009, the Company adopted certain provisions of ASC Topic 260, Earnings Per Share, which requires unvested share-based payment awards that contain non-forfeitable rights to dividends (whether paid or unpaid) to be treated as participating securities and included in the computation of basic earnings per share. The Company s participating securities are its unvested restricted stock awards (RSAs). As required under the provisions that were adopted, prior periods have been retrospectively adjusted. Because the Company s unvested RSAs do not contractually participate in its losses, the Company has not allocated such losses to the unvested RSAs in computing basic earnings per share, using the two-class method, for the three- and nine-month periods ended June 27, 2009.

Table of Contents

The computation of basic and diluted earnings per share attributable to common shareholders for the three- and nine-month periods ended July 3, 2010 and June 27, 2009 is as follows:

	Three Months Ended		Nine Months Ended	
(In thousands, except per share amounts)	July 3, 2010	June 27, 2009	July 3, 2010	June 27, 2009
Earnings (loss) from continuing operations	$ 1,624	$ (1,737)	$ 2,145	$ (23,718)
Less allocation to participating securities	(8)		(12)	
Available to Insteel common shareholders	$ 1,616	$ (1,737)	$ 2,133	$ (23,718)
Loss from discontinued operations net of income taxes	$ (19)	$ (12)	$ (42)	$ (61)
Less allocation to participating securities				
Available to Insteel common shareholders	$ (19)	$ (12)	$ (42)	$ (61)
Net earnings (loss)	$ 1,605	$ (1,749)	$ 2,103	$ (23,779)
Less allocation to participating securities	(8)		(12)	
Available to Insteel common shareholders	$ 1,597	$ (1,749)	$ 2,091	$ (23,779)
Basic weighted average shares outstanding	17,492	17,392	17,454	17,364
Dilutive effect of stock-based compensation	203		207	
Diluted weighted average shares outstanding	17,695	17,392	17,661	17,364
Per share basic:				
Earnings (loss) from continuing operations	$ 0.09	$ (0.10)	$ 0.12	$ (1.37)
Loss from discontinued operations				
Net earnings (loss)	$ 0.09	$ (0.10)	$ 0.12	$ (1.37)
Per share diluted:				
Earnings (loss) from continuing operations	$ 0.09	$ (0.10)	$ 0.12	$ (1.37)
Loss from discontinued operations				
Net earnings (loss)	$ 0.09	$ (0.10)	$ 0.12	$ (1.37)

Options and RSUs representing 465,000 shares for the three-month period ended July 3, 2010 were antidilutive and were not included in the diluted EPS calculation. Options and RSAs representing 495,000 shares for the three-month period ended June 27, 2009 were antidilutive and were not included in the diluted EPS calculation. Options, RSAs and RSUs representing 486,000 shares and 423,000 shares for the nine-month periods ended July 3, 2010 and June 27, 2009, respectively, were antidilutive and were not included in the diluted EPS calculation. Options and RSAs representing 137,000 and 142,000 shares for the three- and nine-month periods ended June 27, 2009, respectively,

were not included in the diluted EPS calculation due to the net losses that were incurred.

(10) Share Repurchases

On November 18, 2008, the Company s board of directors approved a new share repurchase authorization to buy back up to $25.0 million of the Company s outstanding common stock in the open market or in privately negotiated transactions (the New Authorization). Repurchases may be made from time to time in the open market or in privately negotiated transactions subject to market conditions, applicable legal requirements and other factors. The Company is not obligated to acquire any particular amount of common stock and the program may be commenced or suspended at any time at the Company s discretion without prior notice. The New Authorization continues in effect until terminated by the Board of Directors. As of July 3, 2010, there was $24.9 million remaining available for future share repurchases under this authorization. No purchases of common stock were made during the three-month periods ended July 3, 2010 and June 27, 2009. During the nine-month period ended July 3, 2010, the Company repurchased $51,074 or 5,225 shares of its common stock through restricted stock net-share settlements. During the nine-month period ended June 27, 2009, the Company repurchased $9,000 or 1,120 shares of its common stock through restricted stock net-share settlements.

14

Table of Contents

(11) Other Financial Data

Balance sheet information:

(In thousands)	**July 3, 2010**	**October 3, 2009**
Accounts receivable, net:		
Accounts receivable	$ 29,679	$ 22,340
Less allowance for doubtful accounts	(1,229)	(1,057)
Total	$ 28,450	$ 21,283
Inventories:		
Raw materials	$ 21,965	$ 17,649
Work in process	2,107	1,780
Finished goods	17,743	19,113
Total	$ 41,815	$ 38,542
Prepaid expenses and other:		
Current deferred tax asset	$ 1,712	$ 1,668
Capitalized financing costs, net	79	336
Other	813	1,671
Income taxes receivable		13,049
Total	$ 2,604	$ 16,724
Other assets:		
Cash surrender value of life insurance policies	$ 4,190	$ 3,739
Non-current deferred tax assets	877	375
Capitalized financing costs, net	309	
Other	273	268
Total	$ 5,649	$ 4,382
Property, plant and equipment, net:		
Land and land improvements	$ 5,571	$ 5,571
Buildings	32,433	32,437
Machinery and equipment	97,786	96,411
Construction in progress	299	695
	136,089	135,114
Less accumulated depreciation	(75,682)	(70,910)
Total	$ 60,407	$ 64,204

Accrued expenses:				
Accrued income taxes	$	1,980	$	
Pension plan		1,391		1,236
Salaries, wages and related expenses		1,327		1,228
Worker s compensation		1,124		378
Property taxes		576		1,023
Deferred revenues		453		
Customer rebates		371		752
Sales allowance reserves		360		236
Other		387		362
Total	$	7,969	$	5,215

Other liabilities:				
Deferred compensation	$	5,834	$	5,465
Reserve for uncertain tax positions		55		
Total	$	5,889	$	5,465

(12) Business Segment Information

Following the Company s exit from the industrial wire business (see Note 4 to the consolidated financial statements), the Company has one reportable segment which is entirely focused on the manufacture and marketing of concrete reinforcing products for the concrete construction industry. The results of operations for the industrial wire products business have been reported as discontinued operations for all periods presented.

(13) Contingencies

***Legal proceedings*.** On November 19, 2007, Dywidag Systems International, Inc. (DSI) filed a third-party lawsuit in the Ohio Court of Claims alleging that certain epoxy-coated strand sold by the Company to DSI in 2002, and supplied by DSI to the Ohio Department of Transportation (ODOT) for a bridge project, was defective. The third-party action seeks recovery of any damages which may be assessed against DSI in the action filed against it by ODOT, which allegedly could be in excess of $8.3 million, plus $2.7 million in damages allegedly incurred by DSI. On November 30, 2009, the Ohio court granted the Company s motion to dismiss the third-party claim against it on the grounds that the statute of limitations had expired. DSI has filed an interlocutory appeal of this ruling, which the Court of Appeals has agreed to hear. In addition, the Company had previously filed a lawsuit against DSI in the North Carolina Superior Court in Surry County seeking recovery of $1.4 million (plus interest) owed for other products sold by the Company to DSI and a judgment declaring that it had no liability to DSI arising out of the bridge project. The North Carolina action was subsequently removed by DSI to the U.S. District Court for the Middle District of North Carolina, where it is currently pending. DSI then filed a motion to dismiss or stay the North Carolina action due to the pendency of the Ohio litigation. The court recently ruled that the Company could proceed on Count 1 (its collection action against DSI) and that Count 2 (the declaratory judgment action) would be stayed during the pendency of the Ohio litigation. The Company has concluded that a loss is not yet probable with respect to this matter, and therefore no liability has been recorded. In the event that DSI is successful in overturning the dismissal of its claims against the Company (which the Company does not believe is likely), the Company has estimated that the potential loss could range up to $11.0 million.

The Company is also involved in other lawsuits, claims, investigations and proceedings, including commercial, environmental and employment matters, which arise in the ordinary course of business. The Company does not expect that the ultimate costs to resolve these matters will have a material adverse effect on its financial position, results of operations or cash flows.

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

Cautionary Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, particularly under the caption Outlook below. When used in this report, the words believes, anticipates, expects, estimates, intends, may, should and similar expressions are intende forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, such forward-looking statements are subject to a number of risks and uncertainties, and we can provide no assurances that such plans, intentions or expectations will be implemented or achieved. All forward-looking statements are based on information that is current as of the date of this report. Many of these risks and uncertainties are discussed in detail, and where appropriate, updated in our periodic and other reports and statements, in particular under the caption Risk Factors in our Annual Report on Form 10-K for the year ended October 3, 2009, filed with the U.S. Securities and Exchange Commission. You should carefully review these risks and uncertainties.

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. All forward-looking statements speak only to the respective dates on which such statements are made and we do not undertake and specifically decline any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events, except as may be required by law.

It is not possible to anticipate and list all risks and uncertainties that may affect our future operations or financial performance; however, they would include, but are not limited to, the following:

general economic and competitive conditions in the markets in which we operate;

credit market conditions and the relative availability of financing for us, our customers and the construction industry as a whole;

16

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the timing and magnitude of the impact of the additional federal infrastructure-related funding provided for under the American Recovery and Reinvestment Act and the anticipated resolution of a new multi-year federal transportation funding authorization;

the reduced level of spending for nonresidential construction, particularly commercial construction, and the impact on demand for our concrete reinforcing products;

the severity and duration of the downturn in residential construction activity and the impact on those portions of our business that are correlated with the housing sector;

the cyclical nature of the steel and building material industries;

fluctuations in the cost and availability of our primary raw material, hot-rolled steel wire rod, from domestic and foreign suppliers;

our ability to raise selling prices in order to recover increases in wire rod costs;

changes in United States (U.S.) or foreign trade policy affecting imports or exports of steel wire rod or our products;

unanticipated changes in customer demand, order patterns and inventory levels;

the impact of weak demand and reduced capacity utilization levels on our unit manufacturing costs;

our ability to further develop the market for engineered structural mesh (ESM) and expand our shipments of ESM;

the actual net proceeds realized and closure costs incurred in connection with our exit from the industrial wire business;

legal, environmental, economic or regulatory developments that significantly impact our operating costs;

unanticipated plant outages, equipment failures or labor difficulties;

continued escalation in certain of our operating costs; and

the Risk Factors discussed in our Annual Report on Form 10-K for the year ended October 3, 2009 and in other filings that we make with the SEC.

Overview

Insteel Industries, Inc. is one of the nation s largest manufacturers of steel wire reinforcing products for concrete construction applications. We manufacture and market PC strand and welded wire reinforcement, including ESM, concrete pipe reinforcement and standard welded wire reinforcement. Our products are sold primarily to manufacturers of concrete products that are used in nonresidential construction. We market our products through sales representatives that are our employees and through a sales agent. Our products are sold nationwide as well as into Canada, Mexico, and Central and South America, and delivered primarily by truck, using common or contract carriers. Our business strategy is focused on: (1) achieving leadership positions in our markets; (2) operating as the lowest cost producer; and (3) pursuing growth opportunities within our core businesses that further our penetration of current markets served or expand our geographic reach.

Following our exit from the industrial wire business (see Note 4 to the consolidated financial statements), our operations are entirely focused on the manufacture and marketing of concrete reinforcing products. The results of operations for the industrial wire products business have been reported as discontinued operations for all periods presented.

Table of Contents

Results of Operations

Statements of Operations Selected Data
(Dollars in thousands)

	Three Months Ended			Nine Months Ended		
	July 3, 2010	**Change**	**June 27, 2009**	**July 3, 2010**	**Change**	**June 27, 2009**
Net sales	$ 61,956	8.8%	$ 56,963	$ 155,425	(8.1)%	$ 169,166
Gross profit (loss)	7,690	N/M	1,176	15,651	N/M	(24,140)
Percentage of net sales	*12.4%*		*2.1%*	*10.1%*		*(14.3)%*
Selling, general and administrative expense	$ 4,317	7.5%	$ 4,016	$ 12,241	(6.7)%	$ 13,117
Percentage of net sales	*7.0%*		*7.1%*	*7.9%*		*7.8%*
Interest expense	$ 116	21.1%	$ 147	$ 411	15.1%	$ 484
Interest income	(45)	N/M	(16)	(71)	N/M	(118)
Effective income tax rate	50.8%		41.5%	35.4%		36.9%
Earnings (loss) from continuing operations	$ 1,624	N/M	$ (1,737)	$ 2,145	N/M	$ (23,718)
Loss from discontinued operations	(19)	N/M	(12)	(42)	N/M	(61)
Net earnings (loss)	1,605	N/M	(1,749)	2,103	N/M	(23,779)

N/M = not meaningful

Third Quarter of Fiscal 2010 Compared to Third Quarter of Fiscal 2009

Net Sales

Net sales for the third quarter of 2010 increased 8.8% to $62.0 million from $57.0 million in the same year-ago period. Shipments for the quarter increased 8.5% while average selling prices increased 0.3% from the prior year levels. The year-over-year increase in shipments was relative to severely depressed volumes in the prior year quarter resulting from the recessionary conditions in the economy, reduced level of construction activity and inventory destocking measures that were pursued by our customers. Selling prices remained relatively unchanged due to continued competitive pricing pressures in the current year quarter.

Gross Profit

Gross profit for the third quarter of 2010 was $7.7 million, or 12.4% of net sales, compared with $1.2 million, or 2.1% of net sales in the same year-ago period. The gross profit in the prior year quarter included a pre-tax charge of $2.9 million for inventory write-downs to reduce the value of inventory to the lower of cost or market. Gross profit for both quarters was unfavorably impacted by depressed shipment volumes, compressed spreads between average selling prices and raw material costs, and elevated unit conversion costs resulting from reduced operating schedules. The year-over-year improvement was primarily due to the absence of inventory write-downs in the current year quarter, higher shipments, wider spreads between average selling prices and raw material costs, and lower unit conversion costs resulting from higher production volumes.

Selling, General and Administrative Expense

Selling, general and administrative expense (SG&A expense) for the third quarter of 2010 increased 7.5% to $4.3 million, or 7.0% of net sales from $4.0 million, or 7.1% of net sales in the same year-ago period primarily due to the relative changes in the cash surrender value of life insurance policies ($515,000) together with higher stock-based compensation expense ($70,000). The cash surrender value of life insurance policies decreased $274,000 in the current year quarter compared with an increase of $241,000 in the prior year quarter due to the related changes in the value of the underlying investments. These increases were partially offset by a reduction in bad debt expense ($198,000) due to lower estimates for customer payment defaults.

Interest Expense

Interest expense for the third quarter of 2010 decreased $31,000 or 21.1% to $116,000 from $147,000 in the same year-ago period due to lower amortization of capitalized financing costs.

Income Taxes

The effective income tax rate for the third quarter of 2010 increased to 50.8% from 41.5% in the same year-ago period due to $150,000 of net reserves that were recorded pertaining to known tax exposures in accordance with Accounting Standards Codification (ASC) Topic 740, Income Taxes, together with changes in permanent book versus tax differences largely related to lower non-deductible life insurance expense and a higher domestic production activities deduction.

Earnings (Loss) From Continuing Operations

Earnings from continuing operations for the third quarter of 2010 were $1.6 million, or $0.09 per share compared with a loss from continuing operations of $1.7 million, or ($0.10) per share in the same year-ago period primarily due to the increases in sales and gross profit.

Loss From Discontinued Operations

The loss from discontinued operations for the third quarter of 2010 was $19,000 compared with $12,000 in the same year-ago period, which had no effect on the net earnings or loss per share for either period. The current and prior year losses resulted from facility-related costs associated with the remaining assets to be sold of the discontinued industrial wire business.

Net Earnings (Loss)

Net earnings for the third quarter of 2010 were $1.6 million, or $0.09 per share compared with a net loss of $1.7 million, or ($0.10) per share in the same year-ago period primarily due to the increases in sales and gross profit.

First Nine Months of Fiscal 2010 Compared to First Nine Months of Fiscal 2009

Net Sales

Net sales for the first nine months of 2010 decreased 8.1% to $155.4 million from $169.2 million in the same year-ago period. Average selling prices for the period decreased 19.8% while shipments increased 14.5% from the prior year levels. The increase in shipments during the current year period was primarily driven by customer inventory restocking together with the favorable effect of the PC strand trade cases against China, which offset the negative effect of the reduced level of construction activity. The year-over-year increase in shipments was relative to severely depressed volumes in the prior year resulting from the recessionary conditions in the economy, reduced level of construction activity and inventory destocking measures that were pursued by our customers. The decrease in average selling prices was due to lower raw material costs and competitive pricing pressures resulting from the weak market environment.

Gross Profit (Loss)

The gross profit for the first nine months of 2010 was $15.7 million, or 10.1% of net sales, compared with a gross loss of $24.1 million, or (14.3%) of net sales in the same year-ago period. Gross profit (loss) for the nine-month period includes pre-tax charges of $1.9 million in the current year period and $25.9 million in the prior year period for inventory write-downs to reduce the carrying value of inventory to the lower of cost or market. Gross profit (loss) for both years was unfavorably impacted by depressed shipment volumes, compressed spreads between average selling prices and raw material costs, and elevated unit conversion costs resulting from reduced operating schedules. The year-over-year improvement was primarily due to lower inventory write-downs in the current year period, higher shipments, wider spreads between average selling prices and raw material costs, and lower unit conversion costs resulting from higher production volumes.

Selling, General and Administrative Expense

SG&A expense for the first nine months of 2010 decreased 6.7% to $12.2 million, or 7.9% of net sales from $13.1 million, or 7.8% of net sales in the same year-ago period. The decrease was primarily due to increases in the cash surrender value of insurance policies ($527,000) together with reductions in employee benefit costs ($211,000), bad debt expense ($198,000), payroll taxes ($108,000) and consulting expense ($104,000). The cash surrender value of life insurance policies increased $11,000 in the current year period compared with a decrease of $516,000 in the prior year period due to the related changes in the value of the underlying investments. The reduction in employee benefit costs was primarily due to lower employee medical expense during the current year period. The decrease in bad debt expense was due to lower estimates for customer payment defaults during the current year period. The reduction in payroll taxes was due to the taxes incurred associated with the payment of the fiscal 2008 employee

incentive plan bonuses during the prior year. These reductions were

partially offset by increases in legal expense primarily associated with the trade cases regarding imports of PC strand from China ($218,000) and stock-based compensation expense ($214,000).

Interest Expense

Interest expense for the first nine months of 2010 decreased $73,000 or 15.1% to $411,000 from $484,000 in the same year-ago period. The decrease was primarily due to the borrowings outstanding on the revolving credit facility during the prior year period and lower amortization of capitalized financing costs.

Income Taxes

The effective income tax rate for the first nine months of 2010 decreased to 35.4% from 36.9% in the same year-ago period due to changes in the federal tax regulations regarding the carry-back of net operating losses, which increased the tax refund related to the prior year loss by $500,000. The favorable impact from the increase in the tax refund was partially offset by $150,000 of net reserves that were recorded pertaining to known tax exposures in accordance with ASC 740 together with changes in permanent book versus tax differences largely related to lower non-deductible life insurance expense and a higher domestic production activities deduction.

Earnings (Loss) From Continuing Operations

Earnings from continuing operations for the first nine months of 2010 were $2.1 million, or $0.12 per share compared with a loss of $23.7 million, or ($1.37) per share in the same year-ago period primarily due to the increase in gross profit and decrease in SG&A expense.

Loss From Discontinued Operations

The loss from discontinued operations for the first nine months of 2010 was $42,000 compared with a loss from discontinued operations of $61,000 in the same year-ago period, which had no effect on the net earnings or loss per share for either period. The current and prior year period loss resulted from the facility-related costs associated with the remaining assets to be sold of the discontinued industrial wire business.

Net Earnings (Loss)

Net earnings for the first nine months of 2010 were $2.1 million, or $0.12 per share compared with a net loss of $23.8 million, or ($1.37) per share in the same year-ago period primarily due to the increase in gross profit and decrease in SG&A expense.

Table of Contents

Liquidity and Capital Resources

Selected Financial Data
(Dollars in thousands)

Cash Flow Analysis

	Nine Months Ended	
	July 3, 2010	**June 27, 2009**
Net cash provided by operating activities of continuing operations	$ 12,692	$ 6,596
Net cash used for investing activities of continuing operations	(1,689)	(1,173)
Net cash used for financing activities of continuing operations	(1,862)	(10,289)
Net cash used for operating activities of discontinued operations	(73)	(58)
Working capital	87,398	78,660
Total long-term debt		
Percentage of total capital		
Shareholders equity	$ 149,288	$ 145,977
Percentage of total capital	100.0%	100.0%
Total capital (total long-term debt + shareholders equity)	$ 149,288	$ 145,977

Operating activities of continuing operations provided $12.7 million of cash during the first nine months of 2010 compared to $6.6 million during the same period last year. The year-over-year change was primarily due to the improvement in our financial results and the receipt of a $13.3 million income tax refund in the current year associated with the prior year loss. These improvements were partially offset by an increase in the cash used by the net working capital components of accounts receivable, inventories, and accounts payable and accrued expenses in the current year period. Net earnings for the current year includes a pre-tax charge of $1.9 million for inventory write-downs compared with a pre-tax charge of $25.9 million in the prior year period. Other changes in assets and liabilities reflects the receipt of the $13.3 million income tax refund in the current year that was recorded within prepaid expenses and other, and a $13.5 million increase in income taxes receivable that was recorded in the prior year period. Net working capital used $12.3 million in the current year while providing $12.0 million in the same period last year. The cash used by net working capital in the current year was largely due to the $7.2 million increase in accounts receivable due to the increase in sales. Inventories rose $5.2 million (excluding the impact of the $1.9 million of inventory write-downs) as a result of higher raw material purchases in the current year. The cash provided by working capital in the prior year period was largely due to a $24.9 million decrease in accounts receivable resulting from the reduction in sales and a $10.2 million decrease in inventories (excluding the impact of the inventory write-downs) resulting from our inventory reduction initiatives. These decreases were partially offset by a $23.1 million reduction in accounts payable and accrued expenses resulting from the payment of $10.9 million of accrued income taxes payable and lower raw material purchases. As there are changes in our assessment of future market conditions, we may elect to make additional adjustments in our operating activities, which could materially impact our cash requirements. While an economic slowdown adversely affects sales to our customers, it generally reduces our working capital requirements.

Investing activities used $1.7 million of cash during the first nine months of 2010 compared to $1.2 million during the same period last year. The increase in cash used was primarily due to the year-over-year change in the cash surrender value of life insurance policies, which increased by $440,000 during the current year while decreasing $85,000 in the prior year as a result of premium payments and changes in the value of the underlying investments. In addition, $413,000 of proceeds were received from the surrender of life insurance policies in the prior year. These increases in cash used were partially offset by a $435,000 reduction in capital expenditures to $1.2 million from $1.7 million in the prior year. Capital expenditures are expected to total less than $3.0 million for fiscal 2010. Our investing activities are largely discretionary, which gives us the ability to significantly curtail future outlays should

future economic conditions warrant that such actions be taken.

Financing activities used $1.9 million of cash during the first nine months of 2010 compared to $10.3 million during the same period last year. The year-over-year change was primarily due to the prior year payment of an $8.8 million ($0.50 per share) special cash dividend in addition to the regular quarterly cash dividends together with $395,000 of financing costs that were incurred during the current year in connection with the amendment of our credit facility.

Credit Facilities

On June 2, 2010, we and each of our wholly-owned subsidiaries entered into the Second Amended and Restated Credit Agreement (the Credit Agreement) which amends and restates in its entirety the previous agreement pertaining to

our revolving credit facility that had been in effect since January 2006. The Credit Agreement, which matures on June 2, 2015, provides us with up to $75.0 million of financing on the credit facility to supplement our operating cash flow and fund our working capital, capital expenditure, general corporate and growth requirements. As of July 3, 2010, no borrowings were outstanding on the credit facility, $49.4 million of additional borrowing capacity was available and outstanding letters of credit totaled $919,000.

We believe that in the absence of significant unanticipated cash demands, our cash and cash equivalents, net cash generated by operating activities and amounts available under our revolving credit facility will be sufficient to satisfy our expected requirements for working capital, capital expenditures, dividends and share repurchases, if any. However, further deterioration in general economic conditions could result in additional reductions in demand from our customers, which would likely reduce our operating cash flows. Under such circumstances, we may need to borrow amounts on our revolving credit facility, curtail capital and operating expenditures, delay or restrict share repurchases, cease dividend payments and/or realign our working capital requirements.

Should we determine, at any time, that we required additional short-term liquidity, we would evaluate the alternative sources of financing that are potentially available to provide such funding. There can be no assurance that any such financing, if pursued, would be obtained, or if obtained, would be adequate or on terms acceptable to us. However, we believe that our strong balance sheet and capital structure as of July 3, 2010 together with the borrowing capacity available on our revolving credit facility position us to meet our anticipated liquidity requirements.

Impact of Inflation

We are subject to inflationary risks arising from fluctuations in the market prices for our primary raw material, hot-rolled steel wire rod, and, to a much lesser extent, freight, energy and other consumables that are used in our manufacturing processes. We have generally been able to adjust our selling prices to pass through increases in these costs or offset them through various cost reduction and productivity improvement initiatives. However, our ability to raise our selling prices depends on market conditions and competitive dynamics, and there may be periods during which we are unable to fully recover increases in our costs. During 2009, selling prices for our products declined dramatically in response to softening demand and the inventory destocking measures pursued by our customers, which negatively impacted our financial results as we consumed higher cost inventory that was purchased prior to the collapse in steel prices. Wire rod prices have moderated in recent months following the substantial upturn that began in December 2009 resulting from the escalation in the cost of scrap and other raw materials for wire rod producers. The timing and magnitude of any future changes in the prices for wire rod and the impact on selling prices for our products is uncertain at this time.

Off-Balance Sheet Arrangements

We do not have any material transactions, arrangements, obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons, as defined by Item 303(a)(4) of Regulation S-K of the SEC, that have or are reasonably likely to have a material current or future impact on our financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses.

Contractual Obligations

There have been no material changes in our contractual obligations and commitments as disclosed in our Annual Report on Form 10-K as of October 3, 2009 other than those which occur in the ordinary course of business.

Critical Accounting Policies

Our financial statements have been prepared in accordance with accounting policies generally accepted in the United States. Our discussion and analysis of our financial condition and results of operations are based on these financial statements. The preparation of our financial statements requires the application of these accounting policies in addition to certain estimates and judgments based on current available information, actuarial estimates, historical results and other assumptions believed to be reasonable. Actual results could differ from these estimates.

Following is a discussion of our most critical accounting policies, which are those that are both important to the depiction of our financial condition and results of operations and that require judgments, assumptions and estimates.

Revenue recognition. We recognize revenue from product sales when products are shipped and risk of loss and title has passed to the customer. Sales taxes collected from customers are recorded on a net basis and as such, are excluded from revenue.

22

Concentration of credit risk. Financial instruments that subject us to concentrations of credit risk consist principally of cash and cash equivalents and trade accounts receivable. We are exposed to credit risk in the event of default by institutions in which our cash and cash equivalents are held and by customers to the extent of the amounts recorded on the balance sheet. We invest excess cash primarily in money market funds, which are highly liquid securities that bear minimal risk. Our cash is concentrated primarily at one financial institution, which at times exceeds federally insured limits.

Most of our accounts receivable are due from customers that are located in the U.S. and we generally require no collateral depending upon the creditworthiness of the account. We provide an allowance for doubtful accounts based upon our assessment of the credit risk of specific customers, historical trends and other information. There is no disproportionate concentration of credit risk.

Allowance for doubtful accounts. We maintain allowances for doubtful accounts for estimated losses resulting from the potential inability of our customers to make required payments on outstanding balances owed to us. Significant management judgments and estimates are used in establishing the allowances. These judgments and estimates consider such factors as customers financial position, cash flows and payment history as well as current and expected business conditions. It is reasonably likely that actual collections will differ from our estimates, which may result in increases or decreases in the allowances. Adjustments to the allowances may also be required if there are significant changes in the financial condition of our customers.

Inventory valuation. We periodically evaluate the carrying value of our inventory. This evaluation includes assessing the adequacy of allowances to cover losses in the normal course of operations, providing for excess and obsolete inventory, and ensuring that inventory is valued at the lower of cost or estimated net realizable value. Our evaluation considers such factors as the cost of inventory, future demand, our historical experience and market conditions. In assessing the realization of inventory values, we are required to make judgments and estimates regarding future market conditions. Because of the subjective nature of these judgments and estimates, it is reasonably likely that actual outcomes will differ from our estimates. Adjustments to these reserves may be required if actual market conditions for our products are substantially different than the assumptions underlying our estimates.

Self insurance. We are self-insured for certain losses relating to medical and workers compensation claims. Self-insurance claims filed and claims incurred but not reported are accrued based upon management s estimates of the discounted ultimate cost for uninsured claims incurred using actuarial assumptions followed in the insurance industry and historical experience. These estimates are subject to a high degree of variability based upon future inflation rates, litigation trends, changes in benefit levels and claim settlement patterns. Because of uncertainties related to these factors as well as the possibility of changes in the underlying facts and circumstances, future adjustments to these reserves may be required.

Litigation. From time to time, we may be involved in claims, lawsuits and other proceedings. Such matters involve uncertainty as to the eventual outcomes and the potential losses that we may ultimately incur. We record expenses for litigation when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We estimate the probability of such losses based on the advice of legal counsel, the outcome of similar litigation, the status of the lawsuits and other factors. Due to the numerous factors that enter into these judgments and assumptions, both the precision and reliability of the resulting estimates are subject to substantial uncertainties. We monitor our potential exposure to these contingencies on a regular basis and may adjust our estimates as additional information becomes known or developments occur.

Assumptions for employee benefit plans. We have two defined employee benefit plans: the Insteel Wire Products Company Retirement Income Plan for Hourly Employees, Wilmington, Delaware (the Delaware Plan) and the supplemental employee retirement plans (each, a SERP). We recognize net periodic pension costs and value pension assets or liabilities based on certain actuarial assumptions, principally the assumed discount rate and the assumed long-term rate of return on plan assets.

The discount rates we utilize for determining net periodic pension costs and the related benefit obligations for our plans are based, in part, on current interest rates earned on long-term bonds that receive one of the two highest ratings assigned by recognized rating agencies. Our discount rate assumptions are adjusted as of each valuation date to reflect current interest rates on such long-term bonds. The discount rates are used to determine the actuarial present value of

the benefit obligations as of the valuation date as well as the interest component of the net periodic pension cost for the following year.

The assumed long-term rate of return on plan assets for the Delaware Plan represents the estimated average rate of return expected to be earned on the funds invested or to be invested in the plan s assets to fund the benefit payments inherent in the projected benefit obligations. Unlike the discount rate, which is adjusted each year based on changes in current long-term interest rates, the assumed long-term rate of return on plan assets will not necessarily change based upon the actual

short-term performance of the plan assets in any given year. The amount of net periodic pension cost that is recorded each year for the plan is based on the assumed long-term rate of return on plan assets and the actual fair value of the plan assets as of the beginning of the year. We regularly review our actual asset allocation and, when appropriate, rebalance the investments in the plan to more accurately reflect the targeted allocation.

For 2009, the assumed long-term rate of return utilized for plan assets of the Delaware Plan was 8%. We currently expect to use the same assumed rate for the long-term return on plan assets in 2010. In determining the appropriateness of this assumption, we considered the historical rate of return of the plan assets, the current and projected asset mix, our investment objectives and information provided by our third-party investment advisors.

The projected benefit obligations and net periodic pension cost for the Delaware Plan are based in part on expected increases in future compensation levels. Our assumption for the expected increase in future compensation levels is based upon our average historical experience and management s intentions regarding future compensation increases, which generally approximates average long-term inflation rates.

Assumed discount rates and rates of return on plan assets are reevaluated annually. Changes in these assumptions can result in the recognition of materially different pension costs over different periods and materially different asset and liability amounts in our consolidated financial statements. A reduction in the assumed discount rate generally results in an actuarial loss, as the actuarially-determined present value of estimated future benefit payments will increase. Conversely, an increase in the assumed discount rate generally results in an actuarial gain. In addition, an actual return on plan assets for a given year that is greater than the assumed return on plan assets results in an actuarial gain, while an actual return on plan assets that is less than the assumed return results in an actuarial loss. Other actual outcomes that differ from previous assumptions, such as individuals living longer or shorter lives than assumed in the mortality tables that are also used to determine the actuarially-determined present value of estimated future benefit payments, changes in such mortality tables themselves or plan amendments will also result in actuarial losses or gains. Under Generally Accepted Accounting Principles (GAAP), actuarial gains and losses are deferred and amortized into income over future periods based upon the expected average remaining service life of the active plan participants (for plans for which benefits are still being earned by active employees) or the average remaining life expectancy of the inactive participants (for plans for which benefits are not still being earned by active employees). However, any actuarial gains generated in future periods reduce the negative amortization effect of any cumulative unamortized actuarial losses, while any actuarial losses generated in future periods reduce the favorable amortization effect of any cumulative unamortized actuarial gains.

The amounts recognized as net periodic pension cost and as pension assets or liabilities are based upon the actuarial assumptions discussed above. We believe that all of the actuarial assumptions used for determining the net periodic pension costs and pension assets or liabilities related to the Delaware Plan are reasonable and appropriate. The funding requirements for the Delaware Plan are based upon applicable regulations, and will generally differ from the amount of pension cost recognized for financial reporting purposes. No contributions were required to be made to the Delaware Plan in the prior year.

We currently expect net periodic pension costs for both plans to total $906,000 during 2010. However, we do not expect any cash contributions to the Delaware Plan will be required during 2010. Contributions to the SERPs are expected to total $166,000 during 2010, matching the required benefit payments.

Recent Accounting Pronouncements

In December 2008, the Financial Accounting Standards Board (FASB) amended certain provisions of ASC Topic 715, Compensation Retirement Benefits. This amendment requires objective disclosures about postretirement benefit plan assets including investment policies and strategies, categories of plan assets, fair value measurements of plan assets and significant concentrations of risk. This amendment is effective, on a prospective basis, for fiscal years ending after December 15, 2009. We do not expect the adoption of this amendment will have a material impact on our consolidated financial statements.

Outlook

Our visibility for business conditions through the remainder of 2010 is clouded by the continued uncertainty regarding future global economic conditions and the impact of the measures that have been undertaken by the federal government to ease the tightening in the credit markets and stimulate the economy. We expect the ongoing weakness

in nonresidential construction, our primary demand driver, to continue, particularly for commercial projects which have been the most severely impacted by the economic downturn. There continues to be uncertainty regarding the resolution of a new multi-year federal highway funding authorization. Although the additional infrastructure-related funding provided for under

the American Recovery and Reinvestment Act is expected to increase during the remainder of 2010, any favorable impact is likely to be mitigated by continued deterioration in the fiscal positions of state and local governments. We anticipate that residential construction will remain weak, which would continue to adversely affect shipments to customers that have greater exposure to the housing sector.

Following an extended upturn that began in December 2009, prices for our primary raw material, hot-rolled steel wire rod, have moderated in recent months and competitive pricing pressures have remained intense in a weak demand environment. The timing and magnitude of any future changes in the prices for wire rod and the impact on selling prices for our products is uncertain at this time.

In response to the challenges facing us, we will continue to focus on the operational fundamentals of our business: closely managing and controlling our expenses; aligning our production schedules with demand in a proactive manner as there are changes in market conditions to minimize our cash operating costs; and pursuing further improvements in the productivity and effectiveness of all of our manufacturing, selling and administrative activities. We also expect gradually increasing contributions from the substantial investments we have made in our facilities in recent years in the form of reduced operating costs and additional capacity to support future growth when market conditions improve (see Cautionary Note Regarding Forward-Looking Statements and Risk Factors). In addition to these organic growth and cost reduction initiatives, we are continually evaluating strategic growth opportunities that further our penetration in current markets served or expand our geographic reach.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our cash flows and earnings are subject to fluctuations resulting from changes in commodity prices, interest rates and foreign exchange rates. We manage our exposure to these market risks through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. We do not use financial instruments for trading purposes and we are not a party to any leveraged derivatives. We monitor our underlying market risk exposures on an ongoing basis and believe that we can modify or adapt our hedging strategies as necessary.

Commodity Prices

We are subject to significant fluctuations in the cost and availability of our primary raw material, hot-rolled steel wire rod, which we purchase from both domestic and foreign suppliers. We negotiate quantities and pricing for both domestic and foreign steel wire rod purchases for varying periods (most recently monthly for domestic suppliers), depending upon market conditions, to manage our exposure to price fluctuations and to ensure adequate availability of material consistent with our requirements. We do not use derivative commodity instruments to hedge our exposure to changes in prices as such instruments are not currently available for steel wire rod. Our ability to acquire steel wire rod from foreign sources on favorable terms is impacted by fluctuations in foreign currency exchange rates, foreign taxes, duties, tariffs and other trade actions. Although changes in wire rod costs and our selling prices may be correlated over extended periods of time, depending upon market conditions and competitive dynamics, there may be periods during which we are unable to fully recover increased wire rod costs through higher selling prices, which would reduce our gross profit and cash flow from operations. Additionally, should wire rod costs decline, our financial results may be negatively impacted if the selling prices for our products decrease to an even greater degree and to the extent that we are consuming higher cost material from inventory. Based on our shipments and average wire rod cost reflected in cost of sales for the first nine months of 2010, a 10% increase in the price of steel wire rod would have resulted in a $9.9 million decrease in our pre-tax earnings for the nine months ended July 3, 2010 (assuming there was not a corresponding change in our selling prices).

Interest Rates

Although we were debt-free as of July 3, 2010, future borrowings on our revolving credit facility are sensitive to changes in interest rates.

Foreign Exchange Exposure

We have not typically hedged foreign currency exposures related to transactions denominated in currencies other than U.S. dollars, as such transactions have not been material in the past. We will occasionally hedge firm commitments for certain equipment purchases that are denominated in foreign currencies. The decision to hedge any such transactions is made by us on a case-by-case basis. There were no forward contracts outstanding as of July 3,

2010.

Item 4. Controls and Procedures

We have conducted an evaluation of the effectiveness of our disclosure controls and procedures as of July 3, 2010. This evaluation was conducted under the supervision and with the participation of management, including our principal executive officer and our principal financial officer. Based upon that evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the Commission s rules and forms. Further, we concluded that our disclosure controls and procedures were effective to ensure that information is accumulated and communicated to management, including our principal executive officer and our principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting that occurred during the quarter ended July 3, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

On November 19, 2007, Dywidag Systems International, Inc. (DSI) filed a third-party lawsuit in the Ohio Court of Claims alleging that certain epoxy-coated strand sold by us to DSI in 2002, and supplied by DSI to the Ohio Department of Transportation (ODOT) for a bridge project, was defective. The third-party action seeks recovery of any damages which may be assessed against DSI in the action filed against it by ODOT, which allegedly could be in excess of $8.3 million, plus $2.7 million in damages allegedly incurred by DSI. On November 30, 2009, the Ohio court granted our motion to dismiss the third-party claim against it on the grounds that the statute of limitations had expired. DSI has filed an interlocutory appeal of this ruling, which the Court of Appeals has agreed to hear. In addition, we had previously filed a lawsuit against DSI in the North Carolina Superior Court in Surry County seeking recovery of $1.4 million (plus interest) owed for other products sold by us to DSI and a judgment declaring that we had no liability to DSI arising out of the bridge project. The North Carolina action was subsequently removed by DSI to the U.S. District Court for the Middle District of North Carolina, where it is currently pending. DSI then filed a motion to dismiss or stay the North Carolina action due to the pendency of the Ohio litigation. The court recently ruled that we could proceed on Count 1 (our collection action against DSI) and that Count 2 (our declaratory judgment action) would be stayed during the pendency of the Ohio litigation. We have concluded that a loss is not yet probable with respect to this matter, and therefore no liability has been recorded. In the event that DSI is successful in overturning the dismissal of its claims against us (which we do not believe is likely), we have estimated that the potential loss could range up to $11.0 million.

In May 2009, a coalition of domestic PC strand producers, including us, filed antidumping (AD) and countervailing duty (CVD) petitions with the U.S. Department of Commerce (DOC) alleging that imports of PC strand from China had caused material injury to the domestic industry. The petitions allege that imports of PC strand from China were being dumped or sold in the U.S. at a price that was lower than its fair value and that subsidies were being provided to Chinese PC strand producers by the Chinese government. Following the completion of its investigative process, on June 29, 2010, the DOC ruled in favor of the petitioners, imposing final CVD margins ranging from 9.42% to 45.85% and AD margins ranging from 42.97% to 193.55%. As a result, domestic importers of Chinese PC strand are now required to post cash deposits in the amount of the final margins with U.S. Customs and Border Protection.

We are also involved in other lawsuits, claims, investigations and proceedings, including commercial, environmental and employment matters, which arise in the ordinary course of business. We do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our financial position, results of operations or cash flows.

Item 1A. Risk Factors

There were no material changes during the quarter ended July 3, 2010 from the risk factors set forth under Part I, Item 1A., Risk Factors in our Annual Report on Form 10-K for the fiscal year ended October 3, 2009. You should

carefully consider these factors in addition to the other information set forth in this report which could materially affect our business, financial condition or future results. The risks and uncertainties described in this report and in our Annual Report on Form 10-K for the year ended October 3, 2009, as well as other reports and statements that we file with the SEC, are not the only risks and uncertainties facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our financial position, results of operations or cash flows.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On November 18, 2008, our Board of Directors approved a new share repurchase authorization to buy back up to $25.0 million of our outstanding common stock in the open market or in privately negotiated transactions (the New Authorization). The New Authorization replaces the previous authorization to repurchase up to $25.0 million of our common stock, which was scheduled to expire on December 5, 2008. Repurchases may be made from time to time in the open market or in privately negotiated transactions subject to market conditions, applicable legal requirements and other factors. We are not obligated to acquire any particular amount of common stock and the program may be commenced or suspended at any time at our discretion without prior notice. The New Authorization continues in effect until terminated by the Board of Directors. As of July 3, 2010, there was $24.9 million remaining available for future share repurchases under this authorization. We did not repurchase any of our common stock under the repurchase program or otherwise during the three-month period ended July 3, 2010.

Item 6. Exhibits

10.1	Second Amended and Restated Credit Agreement dated as of June 2, 2010, among Insteel Wire Products Company, as Borrower; Insteel Industries, Inc., as a Credit Party; Intercontinental Metals Corporation, as a Credit Party; and General Electric Capital Corporation, as Agent and Lender (incorporated by reference to Exhibit 10.1 of the Company s Current Report on Form 8-K filed on June 4, 2010).
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Table of Contents

SIGNATURES

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

INSTEEL INDUSTRIES, INC.
Registrant

Date: July 26, 2010

By: /s/ Michael C. Gazmarian
Michael C. Gazmarian
Vice President, Chief Financial Officer and Treasurer
(Duly Authorized Officer and
Principal Financial Officer)

28

Table of Contents

EXHIBIT INDEX

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