

NUCOR CORP  
Form 10-Q  
November 09, 2011  
[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 quarterly period ended October 1, 2011

Commission file number 1-4119

**NUCOR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of

13-1860817  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

1915 Rexford Road, Charlotte, North Carolina  
(Address of principal executive offices)

28211  
(Zip Code)

(704) 366-7000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

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

316,703,996 shares of common stock were outstanding at October 1, 2011.

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**Table of Contents**

Nucor Corporation

Form 10-Q

October 1, 2011

**INDEX**

|                                                                                                                                                     | Page |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>Part I    <u>Financial Information</u></b>                                                                                                       |      |
| Item 1 <u>Financial Statements (Unaudited)</u>                                                                                                      |      |
| <u>Condensed Consolidated Statements of Earnings - Three Months (13 Weeks) and Nine Months (39 Weeks) Ended October 1, 2011 and October 2, 2010</u> | 3    |
| <u>Condensed Consolidated Balance Sheets - October 1, 2011 and December 31, 2010</u>                                                                | 4    |
| <u>Condensed Consolidated Statements of Cash Flows - Nine Months (39 Weeks) Ended October 1, 2011 and October 2, 2010</u>                           | 5    |
| <u>Notes to Condensed Consolidated Financial Statements</u>                                                                                         | 6    |
| Item 2 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                                                 | 18   |
| Item 3 <u>Quantitative and Qualitative Disclosures About Market Risk</u>                                                                            | 25   |
| Item 4 <u>Controls and Procedures</u>                                                                                                               | 26   |
| <b>Part II    <u>Other Information</u></b>                                                                                                          |      |
| Item 1A <u>Risk Factors</u>                                                                                                                         | 26   |
| Item 6 <u>Exhibits</u>                                                                                                                              | 26   |
| <u>Signatures</u>                                                                                                                                   | 27   |
| <u>List of Exhibits to Form 10-Q</u>                                                                                                                | 28   |

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****Nucor Corporation Condensed Consolidated Statements of Earnings (Unaudited)**

(In thousands, except per share amounts)

|                                                           | Three Months (13 Weeks) Ended |              | Nine Months (39 Weeks) Ended |               |
|-----------------------------------------------------------|-------------------------------|--------------|------------------------------|---------------|
|                                                           | Oct. 1, 2011                  | Oct. 2, 2010 | Oct. 1, 2011                 | Oct. 2, 2010  |
| Net sales                                                 | \$ 5,252,144                  | \$ 4,140,069 | \$ 15,193,887                | \$ 11,990,877 |
| Costs, expenses and other:                                |                               |              |                              |               |
| Cost of products sold                                     | 4,776,283                     | 3,949,779    | 13,613,399                   | 11,279,755    |
| Marketing, administrative and other expenses              | 140,206                       | 88,866       | 412,598                      | 289,230       |
| Equity in losses of unconsolidated affiliates             | 11,247                        | 5,732        | 14,190                       | 31,481        |
| Interest expense, net                                     | 40,193                        | 37,686       | 125,943                      | 112,796       |
|                                                           | 4,967,929                     | 4,082,063    | 14,166,130                   | 11,713,262    |
| Earnings before income taxes and noncontrolling interests | 284,215                       | 58,006       | 1,027,757                    | 277,615       |
| Provision for income taxes                                | 84,104                        | 7,982        | 324,946                      | 80,179        |
| Net earnings                                              | 200,111                       | 50,024       | 702,811                      | 197,436       |
| Earnings attributable to noncontrolling interests         | 18,593                        | 26,529       | 61,679                       | 51,985        |
| Net earnings attributable to Nucor stockholders           | \$ 181,518                    | \$ 23,495    | \$ 641,132                   | \$ 145,451    |
| Net earnings per share:                                   |                               |              |                              |               |
| Basic                                                     | \$ 0.57                       | \$ 0.07      | \$ 2.02                      | \$ 0.46       |
| Diluted                                                   | \$ 0.57                       | \$ 0.07      | \$ 2.02                      | \$ 0.46       |
| Average shares outstanding:                               |                               |              |                              |               |
| Basic                                                     | 317,194                       | 316,223      | 316,866                      | 315,842       |
| Diluted                                                   | 317,287                       | 316,756      | 317,061                      | 316,483       |
| Dividends declared per share                              | \$ 0.3625                     | \$ 0.36      | \$ 1.0875                    | \$ 1.08       |

See notes to condensed consolidated financial statements.

**Table of Contents****Nucor Corporation Condensed Consolidated Balance Sheets (Unaudited)**

(In thousands)

|                                                           | Oct. 1, 2011  | Dec. 31, 2010 |
|-----------------------------------------------------------|---------------|---------------|
| <b>ASSETS</b>                                             |               |               |
| Current assets:                                           |               |               |
| Cash and cash equivalents                                 | \$ 1,101,437  | \$ 1,325,406  |
| Short-term investments                                    | 1,312,551     | 1,153,623     |
| Accounts receivable, net                                  | 1,838,126     | 1,439,828     |
| Inventories, net                                          | 2,188,828     | 1,557,574     |
| Other current assets                                      | 452,954       | 384,744       |
| Total current assets                                      | 6,893,896     | 5,861,175     |
| Property, plant and equipment, net                        | 3,766,643     | 3,852,118     |
| Restricted cash and investments                           | 607,721       | 598,482       |
| Goodwill                                                  | 1,830,338     | 1,836,294     |
| Other intangible assets, net                              | 802,086       | 856,125       |
| Other assets                                              | 906,581       | 917,716       |
| Total assets                                              | \$ 14,807,265 | \$ 13,921,910 |
| <b>LIABILITIES</b>                                        |               |               |
| Current liabilities:                                      |               |               |
| Short-term debt                                           | \$ 7,624      | \$ 13,328     |
| Long-term debt due within one year                        | 350,000       |               |
| Accounts payable                                          | 1,175,195     | 896,703       |
| Salaries, wages and related accruals                      | 344,511       | 207,168       |
| Accrued expenses and other current liabilities            | 480,755       | 387,239       |
| Total current liabilities                                 | 2,358,085     | 1,504,438     |
| Long-term debt due after one year                         | 3,930,200     | 4,280,200     |
| Deferred credits and other liabilities                    | 839,799       | 806,578       |
| Total liabilities                                         | 7,128,084     | 6,591,216     |
| <b>EQUITY</b>                                             |               |               |
| Nucor stockholders' equity:                               |               |               |
| Common stock                                              | 150,480       | 150,181       |
| Additional paid-in capital                                | 1,748,732     | 1,711,518     |
| Retained earnings                                         | 7,090,836     | 6,795,988     |
| Accumulated other comprehensive loss, net of income taxes | (21,599)      | (27,776)      |
| Treasury stock                                            | (1,505,713)   | (1,509,841)   |
| Total Nucor stockholders' equity                          | 7,462,736     | 7,120,070     |
| Noncontrolling interests                                  | 216,445       | 210,624       |

|                                     |                      |                      |
|-------------------------------------|----------------------|----------------------|
| <b>Total equity</b>                 | <b>7,679,181</b>     | <b>7,330,694</b>     |
| <b>Total liabilities and equity</b> | <b>\$ 14,807,265</b> | <b>\$ 13,921,910</b> |

See notes to condensed consolidated financial statements.

**Table of Contents****Nucor Corporation Condensed Consolidated Statements of Cash Flows (Unaudited)**

(In thousands)

|                                                                       | Nine Months (39 Weeks) Ended |                  |
|-----------------------------------------------------------------------|------------------------------|------------------|
|                                                                       | Oct. 1, 2011                 | Oct. 2, 2010     |
| <b>Operating activities:</b>                                          |                              |                  |
| Net earnings                                                          | \$ 702,811                   | \$ 197,436       |
| <b>Adjustments:</b>                                                   |                              |                  |
| Depreciation                                                          | 391,847                      | 385,107          |
| Amortization                                                          | 51,675                       | 53,378           |
| Stock-based compensation                                              | 40,323                       | 34,115           |
| Deferred income taxes                                                 | 40,855                       | 30,150           |
| Equity in losses of unconsolidated affiliates                         | 14,190                       | 31,481           |
| <b>Changes in assets and liabilities (exclusive of acquisitions):</b> |                              |                  |
| Accounts receivable                                                   | (401,237)                    | (340,933)        |
| Inventories                                                           | (634,048)                    | (325,549)        |
| Accounts payable                                                      | 280,545                      | 107,902          |
| Federal income taxes                                                  | 2,217                        | (48,024)         |
| Salaries, wages and related accruals                                  | 141,407                      | 86,315           |
| Other                                                                 | 42,559                       | 4,863            |
| <b>Cash provided by operating activities</b>                          | <b>673,144</b>               | <b>216,241</b>   |
| <b>Investing activities:</b>                                          |                              |                  |
| Capital expenditures                                                  | (318,252)                    | (238,330)        |
| Investment in and advances to affiliates                              | (76,678)                     | (427,788)        |
| Repayment of advances to affiliates                                   | 15,000                       | 48,885           |
| Disposition of plant and equipment                                    | 22,155                       | 18,998           |
| Acquisitions (net of cash acquired)                                   |                              | (64,885)         |
| Purchases of investments                                              | (614,982)                    | (240,495)        |
| Proceeds from the sale of investments                                 | 456,055                      | 309,000          |
| Purchases of restricted investments                                   | (564,994)                    |                  |
| Proceeds from the sale of restricted investments                      | 18,299                       |                  |
| Other changes in restricted cash and investments                      | 538,644                      |                  |
| <b>Cash used in investing activities</b>                              | <b>(524,753)</b>             | <b>(594,615)</b> |
| <b>Financing activities:</b>                                          |                              |                  |
| Net change in short-term debt                                         | (5,646)                      | 1,343            |
| Repayment of long-term debt                                           |                              | (6,000)          |
| Proceeds from issuance of long-term debt, net of discount             |                              | 598,992          |
| Debt issuance costs                                                   |                              | (4,050)          |
| Issuance of common stock                                              | 6,957                        | 3,648            |
| Excess tax benefits from stock-based compensation                     | 700                          | (1,500)          |
| Distributions to noncontrolling interests                             | (55,855)                     | (42,723)         |
| Cash dividends                                                        | (346,005)                    | (342,863)        |
| Other financing activities                                            | 30,000                       |                  |
| <b>Cash provided by (used in) financing activities</b>                | <b>(369,849)</b>             | <b>206,847</b>   |
| <b>Effect of exchange rate changes on cash</b>                        | <b>(2,511)</b>               | <b>4,639</b>     |
| <b>Decrease in cash and cash equivalents</b>                          | <b>(223,969)</b>             | <b>(166,888)</b> |

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|                                                |              |              |
|------------------------------------------------|--------------|--------------|
| Cash and cash equivalents - beginning of year  | 1,325,406    | 2,016,981    |
| Cash and cash equivalents - end of nine months | \$ 1,101,437 | \$ 1,850,093 |

See notes to condensed consolidated financial statements.

## Table of Contents

### Nucor Corporation Notes to Condensed Consolidated Financial Statements (Unaudited)

1. **BASIS OF INTERIM PRESENTATION:** The information furnished in Item I reflects all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods and are of a normal and recurring nature unless otherwise noted. The information furnished has not been audited; however, the December 31, 2010 condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in Nucor's annual report for the fiscal year ended December 31, 2010.

*Recent Accounting Pronouncements* - In June 2011, the Financial Accounting Standards Board ( FASB ) amended its guidance on the presentation of comprehensive income in financial statements to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items that are recorded in other comprehensive income. The new accounting guidance requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The provisions of this new guidance are effective for Nucor in the first quarter of 2012. The adoption of this guidance is not expected to have an effect on Nucor's operating results or financial position.

In September 2011, the FASB issued updated guidance on the assessment of goodwill impairment. This guidance allows companies to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two-step goodwill impairment test. We perform an impairment analysis of Nucor's goodwill at the beginning of the fourth quarter of each year and plan to early adopt this guidance for our goodwill impairment testing in the fourth quarter of 2011. The adoption of this guidance is not expected to have an effect on Nucor's operating results or financial position.

2. **INVENTORIES:** Inventories consist of approximately 42% raw materials and supplies and 58% finished and semi-finished products at October 1, 2011 (41% and 59%, respectively, at December 31, 2010). Nucor's manufacturing process consists of a continuous, vertically integrated process from which products are sold to customers at various stages throughout the process. Since most steel products can be classified as either finished or semi-finished products, these two categories of inventory are combined.

Inventories valued using the last-in, first-out (LIFO) method of accounting represent approximately 48% of total inventories as of October 1, 2011 (45% as of December 31, 2010). If the first-in, first-out (FIFO) method of accounting had been used, inventories would have been \$711.4 million higher at October 1, 2011 (\$620.4 million higher at December 31, 2010). The allowance to reduce inventories to the lower of cost or market was \$8.2 million at October 1, 2011 (\$2.9 million at December 31, 2010).

3. **PROPERTY, PLANT AND EQUIPMENT:** Property, plant and equipment is recorded net of accumulated depreciation of \$5.61 billion at October 1, 2011 (\$5.24 billion at December 31, 2010).
4. **RESTRICTED CASH AND INVESTMENTS:** As of October 1, 2011, restricted cash and investments primarily consisted of net proceeds from \$600.0 million 30-year variable rate Gulf Opportunity Zone bonds issued in November 2010. The restricted cash and investments are held in a trust account and are to be used to partially fund the capital costs associated with the construction of Nucor's direct reduced ironmaking facility in St. James Parish, Louisiana. Funds are disbursed as qualified expenditures for the construction of the facility are made (\$21.9 million in the first nine months of 2011 and none in 2010). Restricted investments are held in similar short-term investment vehicles held by the Company as described in Note 4 to Nucor's annual report for the year ended December 31, 2010. Interest earned on these investments is subject to the same usage requirements as the bond proceeds. Since the restricted cash, investments, and interest on investments must be used for the construction of the facility, which is expected to occur through mid-2013, the entire balance has been classified as a non-current asset.

**Table of Contents**

5. **GOODWILL AND OTHER INTANGIBLE ASSETS:** The change in the net carrying amount of goodwill for the nine months ended October 1, 2011 by segment is as follows (in thousands):

|                              | Steel Mills | Steel Products | Raw Materials | All Other | Total        |
|------------------------------|-------------|----------------|---------------|-----------|--------------|
| Balance at December 31, 2010 | \$ 268,466  | \$ 799,060     | \$ 679,916    | \$ 88,852 | \$ 1,836,294 |
| Translation                  |             | (5,956)        |               |           | (5,956)      |
| Balance at October 1, 2011   | \$ 268,466  | \$ 793,104     | \$ 679,916    | \$ 88,852 | \$ 1,830,338 |

Nucor completed its most recent annual goodwill impairment testing during the fourth quarter of 2010 and concluded that there was no impairment of goodwill for any of our reporting units.

Intangible assets with estimated lives of five to 22 years are amortized on a straight-line or accelerated basis and are comprised of the following (in thousands):

|                            | October 1, 2011 |                          | December 31, 2010 |                          |
|----------------------------|-----------------|--------------------------|-------------------|--------------------------|
|                            | Gross Amount    | Accumulated Amortization | Gross Amount      | Accumulated Amortization |
| Customer relationships     | \$ 942,905      | \$ 248,790               | \$ 944,920        | \$ 203,969               |
| Trademarks and trade names | 123,365         | 24,112                   | 123,713           | 19,351                   |
| Other                      | 25,868          | 17,150                   | 27,869            | 17,057                   |
|                            | \$ 1,092,138    | \$ 290,052               | \$ 1,096,502      | \$ 240,377               |

Intangible asset amortization expense was \$17.0 million and \$17.5 million in the third quarter of 2011 and 2010, respectively, and was \$51.7 million and \$53.4 million in the first nine months of 2011 and 2010, respectively. Annual amortization expense is estimated to be \$67.3 million in 2011; \$61.4 million in 2012; \$57.9 million in 2013; \$55.8 million in 2014; and \$54.0 million in 2015.

6. **EQUITY INVESTMENTS:** The carrying value of our equity investments in domestic and foreign companies was \$787.3 million at October 1, 2011 (\$797.6 million at December 31, 2010) and is recorded in other assets in the condensed consolidated balance sheets. Nucor has a 50% economic and voting interest in Duferdofin Nucor S.r.l., an Italian steel manufacturer. Nucor accounts for the investment in Duferdofin Nucor (on a one-month lag basis) under the equity method, as control and risk of loss are shared equally between the members.

Nucor's investment in Duferdofin Nucor at October 1, 2011 was \$514.1 million (\$531.9 million at December 31, 2010). Nucor's 50% share of the total net assets of Duferdofin Nucor was \$69.3 million at October 1, 2011, resulting in a basis difference of \$452.2 million due to the step-up to fair value of certain assets and liabilities attributable to Duferdofin Nucor as well as the identification of goodwill (\$326.1 million) and finite-lived intangible assets. This basis difference, excluding the portion attributable to goodwill, is being amortized based on the remaining estimated useful lives of the various underlying net assets, as appropriate. Amortization expense associated with the fair value step-up was \$3.0 million and \$2.8 million in the third quarter of 2011 and 2010, respectively, and was \$9.1 million and \$8.5 million in the first nine months of 2011 and 2010, respectively.

As of October 1, 2011 Nucor had outstanding two notes receivable from Duferdofin Nucor with total value of 20 million (\$27.0 million). The notes receivable bear interest at 2.43% and will reset annually on September 30 to the twelve-month Euro Interbank Offered Rate (Euribor) plus 1% per year. The principal amounts are due on January 31, 2016. Accordingly, the notes receivable were classified in other assets in the condensed consolidated balance sheets as of October 1, 2011.

Nucor has issued a guarantee for its ownership percentage (50%) of up to 112.5 million of Duferdofin Nucor's credit facilities. As of October 1, 2011, Duferdofin Nucor had 107.8 million outstanding under these credit facilities. The portion of the amount outstanding guaranteed by Nucor is 53.9 million (\$72.7 million). Nucor has not recorded any liability associated with the guarantee.



## Table of Contents

In April 2010, Nucor acquired a 50% economic and voting interest in NuMit LLC. NuMit owns 100% of the equity interest in Steel Technologies LLC, an operator of 25 sheet processing facilities located throughout the U.S., Canada and Mexico. Nucor accounts for the investment in NuMit (on a one-month lag basis) under the equity method as control and risk of loss are shared equally between the members. The acquisition did not result in a significant amount of goodwill or intangible assets.

Nucor's investment in NuMit at October 1, 2011 was \$252.1 million (\$229.1 million as of December 31, 2010), comprised of the purchase price of approximately \$221.3 million plus subsequent additional capital contributions and equity method earnings since acquisition. Nucor also has recorded a \$40.0 million note receivable from Steel Technologies LLC that bears interest at 1.15% and resets quarterly to the three-month London Interbank Offered Rate (LIBOR) plus 90 basis points. The principal amount is due on October 21, 2014. In addition, Nucor has extended a \$120.0 million line of credit (of which \$90.0 million was outstanding at October 1, 2011) to Steel Technologies. As of October 1, 2011, the amounts outstanding on the line of credit bear interest at 2.73% and 2.74% and mature on April 1, 2012. The note receivable was classified in other assets and the amount outstanding on the line of credit was classified in other current assets in the condensed consolidated balance sheets.

Nucor reviews its equity investments for impairment if and when circumstances indicate that a decline in value below its carrying amount may have occurred. In the fourth quarter of 2010, the Company concluded it had a triggering event requiring assessment for impairment of its equity investment in Duferdofin Nucor due to the significant decline in the global demand for steel. Diminished demand began to significantly impact the financial results of Duferdofin Nucor in 2009 and continued to impact the results of the equity investment through 2010. After completing its assessment, the Company determined that there was no impairment of its investment in Duferdofin Nucor. It is reasonably possible that, based on actual performance in the near term, the estimates used in the valuation as of December 31, 2010 could change and result in an impairment of the investment.

In the third quarter of 2011, the Company concluded that an equity investment in a dust recycling project had been impaired, resulting in an impairment charge of \$13.9 million. This charge is included in marketing, administrative and other expenses in the condensed consolidated statement of earnings.

Also in the third quarter of 2011, a valuation allowance was recorded against the deferred tax asset related to the Italian net operating loss carryforwards for the Duferdofin Nucor joint venture. The impact of the valuation allowance is reflected in equity in losses of unconsolidated affiliates in the condensed consolidated statements of earnings.

7. **CURRENT LIABILITIES:** Book overdrafts, included in accounts payable in the condensed consolidated balance sheets, were \$82.8 million at October 1, 2011 (\$63.0 million at December 31, 2010). Dividends payable, included in accrued expenses and other current liabilities in the condensed consolidated balance sheets, were \$115.5 million at October 1, 2011 (\$115.2 million at December 31, 2010).
8. **DERIVATIVES:** Nucor uses derivative financial instruments from time-to-time primarily to partially manage its exposure to price risk related to natural gas purchases used in the production process as well as copper and aluminum purchased for resale to its customers. In addition, Nucor uses derivatives from time-to-time to partially manage its exposure to changes in interest rates on outstanding debt instruments and uses forward foreign exchange contracts to hedge cash flows associated with certain assets and liabilities, firm commitments and anticipated transactions.

Nucor recognizes all derivative instruments in the condensed consolidated balance sheets at fair value. Any resulting changes in fair value are recorded as adjustments to other comprehensive income (loss), net of tax, or recognized in net earnings, as appropriate.

At October 1, 2011, natural gas swaps covering 4.2 million MMBTUs (extending through December 2012).

**Table of Contents**

The following tables summarize information regarding Nucor's derivative instruments (in thousands):

**Fair Values of Derivative Instruments**

|                                                                      |                                                | Fair Value at      |                    |
|----------------------------------------------------------------------|------------------------------------------------|--------------------|--------------------|
| Balance Sheet Location                                               |                                                | Oct. 1, 2011       | Dec. 31, 2010      |
| <b>Asset derivatives not designated as hedging instruments:</b>      |                                                |                    |                    |
| Commodity contracts                                                  | Other current assets                           | \$ 6,901           | \$                 |
| Foreign exchange contracts                                           | Other current assets                           | 133                | 266                |
| <b>Total asset derivatives</b>                                       |                                                | <b>\$ 7,034</b>    | <b>\$ 266</b>      |
| <b>Liability derivatives designated as hedging instruments:</b>      |                                                |                    |                    |
| Commodity contracts                                                  | Accrued expenses and other current liabilities | \$ (18,300)        | \$ (8,900)         |
| Commodity contracts                                                  | Deferred credits and other liabilities         | (4,600)            | (54,800)           |
| <b>Total liability derivatives designated as hedging instruments</b> |                                                | <b>(22,900)</b>    | <b>(63,700)</b>    |
| <b>Liability derivatives not designated as hedging instruments:</b>  |                                                |                    |                    |
| Commodity contracts                                                  | Accrued expenses and other current liabilities |                    | (2,961)            |
| <b>Total liability derivatives</b>                                   |                                                | <b>\$ (22,900)</b> | <b>\$ (66,661)</b> |

**The Effect of Derivative Instruments on the Condensed Consolidated Statements of Earnings****Derivatives Designated as Hedging Instruments**

| Derivatives in      | Statement of          | Amount of Gain or (Loss)                             |              | Amount of Gain or (Loss)                                            |              | Amount of Gain or (Loss)                                    |              |
|---------------------|-----------------------|------------------------------------------------------|--------------|---------------------------------------------------------------------|--------------|-------------------------------------------------------------|--------------|
|                     |                       | Recognized in OCI on Derivatives (Effective Portion) |              | Reclassified from Accumulated OCI into Earnings (Effective Portion) |              | Recognized in Earnings on Derivatives (Ineffective Portion) |              |
|                     |                       | Three Months (13 weeks) Ended                        |              | Three Months (13 weeks) Ended                                       |              | Three Months (13 weeks) Ended                               |              |
| Relationships       | Location              | Oct. 1, 2011                                         | Oct. 2, 2010 | Oct. 1, 2011                                                        | Oct. 2, 2010 | Oct. 1, 2011                                                | Oct. 2, 2010 |
| Commodity contracts | Cost of products sold | \$ (4,531)                                           | \$ (6,702)   | \$ (9,023)                                                          | \$ (9,420)   | \$ 600                                                      | \$           |

| Derivatives in | Statement of | Amount of Gain or (Loss)                             |              | Amount of Gain or (Loss)                                            |              | Amount of Gain or (Loss)                                    |              |
|----------------|--------------|------------------------------------------------------|--------------|---------------------------------------------------------------------|--------------|-------------------------------------------------------------|--------------|
|                |              | Recognized in OCI on Derivatives (Effective Portion) |              | Reclassified from Accumulated OCI into Earnings (Effective Portion) |              | Recognized in Earnings on Derivatives (Ineffective Portion) |              |
|                |              | Nine Months (39 weeks) Ended                         |              | Nine Months (39 weeks) Ended                                        |              | Nine Months (39 weeks) Ended                                |              |
| Relationships  | Location     | Oct. 1, 2011                                         | Oct. 2, 2010 | Oct. 1, 2011                                                        | Oct. 2, 2010 | Oct. 1, 2011                                                | Oct. 2, 2010 |

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|                     |                       |            |             |             |             |        |          |
|---------------------|-----------------------|------------|-------------|-------------|-------------|--------|----------|
| Commodity contracts | Cost of products sold | \$ (7,230) | \$ (29,967) | \$ (27,282) | \$ (25,619) | \$ 600 | \$ 1,100 |
|---------------------|-----------------------|------------|-------------|-------------|-------------|--------|----------|

Derivatives Not Designated as Hedging Instruments

| Derivatives Not Designated as | Statement of          | Amount of Gain<br>or (Loss) Recognized in Earnings on Derivatives |                 |                              |                 |
|-------------------------------|-----------------------|-------------------------------------------------------------------|-----------------|------------------------------|-----------------|
|                               |                       | Three Months (13 weeks) Ended                                     |                 | Nine Months (39 weeks) Ended |                 |
|                               |                       | Oct.<br>1, 2011                                                   | Oct.<br>2, 2010 | Oct.<br>1, 2011              | Oct.<br>2, 2010 |
| Hedging Instruments           | Earnings Location     |                                                                   |                 |                              |                 |
| Commodity contracts           | Cost of products sold | \$ 7,485                                                          | \$ (7,443)      | \$ 9,462                     | \$ 2,091        |
| Foreign exchange contracts    | Cost of products sold | 721                                                               | 77              | 129                          | 233             |
| Total                         |                       | \$ 8,206                                                          | \$ (7,366)      | \$ 9,591                     | \$ 2,324        |

**Table of Contents**

At October 1, 2011, \$39.6 million of net deferred losses on cash flow hedges on natural gas forward purchase contracts included in accumulated other comprehensive income are expected to be reclassified into earnings upon maturity of the derivatives within the next 12 months at the then prevailing values, which may be different from those at October 1, 2011.

9. **FAIR VALUE MEASUREMENTS:** The following table summarizes information regarding Nucor's financial assets and financial liabilities that are measured at fair value as of October 1, 2011 and December 31, 2010 (in thousands). Nucor does not currently have any non-financial assets or liabilities that are measured at fair value on a recurring basis.

| Description                              | Carrying<br>Amount in<br>Condensed<br>Consolidated<br>Balance<br>Sheets | Fair Value Measurements at Reporting Date Using                            |                                                           |                                                    |
|------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------------------------|
|                                          |                                                                         | Quoted Prices<br>in Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| <u>As of October 1, 2011</u>             |                                                                         |                                                                            |                                                           |                                                    |
| Assets:                                  |                                                                         |                                                                            |                                                           |                                                    |
| Cash equivalents                         | \$ 994,793                                                              | \$ 994,793                                                                 | \$                                                        |                                                    |
| Short-term investments                   | 1,312,551                                                               | 1,312,551                                                                  |                                                           |                                                    |
| Foreign exchange and commodity contracts | 7,034                                                                   |                                                                            | 7,034                                                     |                                                    |
| Restricted cash and investments          | 607,721                                                                 | 607,721                                                                    |                                                           |                                                    |
| Total assets                             | \$ 2,922,099                                                            | \$ 2,915,065                                                               | \$ 7,034                                                  |                                                    |
| Liabilities:                             |                                                                         |                                                                            |                                                           |                                                    |
| Commodity contracts                      | \$ (22,900)                                                             |                                                                            | \$ (22,900)                                               |                                                    |
| <u>As of December 31, 2010</u>           |                                                                         |                                                                            |                                                           |                                                    |
| Assets:                                  |                                                                         |                                                                            |                                                           |                                                    |
| Cash equivalents                         | \$ 1,156,240                                                            | \$ 1,156,240                                                               | \$                                                        |                                                    |
| Short-term investments                   | 1,153,623                                                               | 1,153,623                                                                  |                                                           |                                                    |
| Foreign exchange contracts               | 266                                                                     |                                                                            | 266                                                       |                                                    |
| Restricted cash                          | 598,482                                                                 | 598,482                                                                    |                                                           |                                                    |
| Total assets                             | \$ 2,908,611                                                            | \$ 2,908,345                                                               | \$ 266                                                    |                                                    |
| Liabilities:                             |                                                                         |                                                                            |                                                           |                                                    |
| Commodity contracts                      | \$ (66,661)                                                             |                                                                            | \$ (66,661)                                               |                                                    |

Fair value measurements for Nucor's cash equivalents, short-term investments and restricted cash and investments are classified under Level 1 because such measurements are based on quoted market prices in active markets for identical assets. Fair value measurements for Nucor's derivatives are classified under Level 2 because such measurements are based on published market prices for similar assets or are estimated based on observable inputs such as interest rates, yield curves, credit risks, spot and future commodity prices, and spot and future exchange rates.

The fair value of long-term debt, including current maturities, was approximately \$4.70 billion at October 1, 2011 (\$4.59 billion at December 31, 2010). The fair value estimates were based on readily available market prices of our debt at October 1, 2011 and December 31, 2010, or similar debt with the same maturities, rating and interest rates.



**Table of Contents**

10. **CONTINGENCIES:** Nucor is subject to environmental laws and regulations established by federal, state and local authorities and, accordingly, makes provision for the estimated costs of compliance. Of the undiscounted total of \$33.2 million of accrued environmental costs at October 1, 2011 (\$35.0 million at December 31, 2010), \$12.7 million was classified in accrued expenses and other current liabilities (\$13.5 million at December 31, 2010) and \$20.5 million was classified in deferred credits and other liabilities (\$21.5 million at December 31, 2010). Inherent uncertainties exist in these estimates primarily due to unknown conditions, evolving remediation technology, and changing governmental regulations and legal standards.

Nucor has been named, along with other major steel producers, as a co-defendant in several related antitrust class-action complaints filed by Standard Iron Works and other steel purchasers in the United States District Court for the Northern District of Illinois. The plaintiffs allege that from January 2005 through 2008, eight steel manufacturers, including Nucor, engaged in anticompetitive activities with respect to the production and sale of steel. The plaintiffs seek monetary and other relief. Although we believe the plaintiffs' claims are without merit and will vigorously defend against them, we cannot at this time predict the outcome of this litigation or estimate the range of Nucor's potential exposure.

Other contingent liabilities with respect to product warranties, legal proceedings and other matters arise in the normal course of business. Nucor maintains liability insurance for certain risks that arise that are also subject to certain self-insurance limits. Although the outcome of the claims and proceedings against us cannot be predicted with certainty, management believes that there are no existing claims or proceedings that are likely to have a material adverse effect on the consolidated financial statements.

11. **STOCK-BASED COMPENSATION: *Stock Options*** Stock options may be granted to Nucor's key employees, officers and non-employee directors with exercise prices at 100% of the market value on the date of the grant. The stock options granted prior to 2006 were exercisable six months after grant date and have a term of seven years. The stock options granted in 2010 and 2011 are exercisable at the end of three years and have a term of 10 years. New shares are issued upon exercise of stock options.

A summary of activity under Nucor's stock option plans for the first nine months of 2011 is as follows (in thousands, except year and per share amounts):

|                                        | Shares    | Weighted -<br>Average<br>Exercise<br>Price | Weighted -<br>Average<br>Remaining<br>Contractual<br>Life | Aggregate<br>Intrinsic<br>Value |
|----------------------------------------|-----------|--------------------------------------------|-----------------------------------------------------------|---------------------------------|
| <b>Number of shares under option:</b>  |           |                                            |                                                           |                                 |
| Outstanding at beginning of year       | 983       | \$ 29.14                                   |                                                           |                                 |
| Granted                                | 560       | \$ 42.34                                   |                                                           |                                 |
| Exercised                              | (349)     | \$ 19.94                                   |                                                           | \$ 7,237                        |
| Canceled                               |           |                                            |                                                           |                                 |
| <br>Outstanding at October 1, 2011     | <br>1,194 | <br>\$ 38.02                               | <br>6.5 years                                             | <br>\$ 742                      |
| Options exercisable at October 1, 2011 | 392       | \$ 29.75                                   | 0.7 years                                                 | \$ 742                          |

**Table of Contents**

Compensation expense for stock options was \$1.9 million and \$0.3 million in the third quarter of 2011 and 2010, respectively, and \$9.3 million and \$0.4 million in the first nine months of 2011 and 2010, respectively. As of October 1, 2011, unrecognized compensation expense related to options was \$2.4 million, which is expected to be recognized over a weighted-average period of 1.5 years. The amount of cash received from the exercise of stock options totaled \$3.8 million and \$7.0 million in the third quarter and first nine months of 2011, respectively.

**Restricted Stock Units:** Nucor annually grants restricted stock units ( RSUs ) to key employees, officers and non-employee directors. The RSUs typically vest and are converted to common stock in three equal installments on each of the first three anniversaries of the grant date. A portion of the RSUs awarded to senior officers vest upon the officer's retirement. Retirement, for purposes of vesting in these units only, means termination of employment with approval of the Compensation and Executive Development Committee of the Board of Directors after satisfying age and years of service requirements. RSUs granted to non-employee directors are fully vested on the grant date and are payable to the non-employee director in the form of common stock after the termination of the director's service on the board of directors.

RSUs granted to employees who are eligible for retirement on the date of grant are expensed immediately, and RSUs granted to employees who will become retirement-eligible prior to the end of the vesting term are expensed over the period through which the employee will become retirement-eligible since these awards vest upon retirement from the Company. Compensation expense for RSUs granted to employees who are not retirement-eligible is recognized on a straight-line basis over the vesting period.

Cash dividend equivalents are paid to participants each quarter. Dividend equivalents paid on units expected to vest are recognized as a reduction in retained earnings.

The fair value of the RSUs is determined based on the closing stock price of Nucor's common stock on the day before the grant. A summary of Nucor's restricted stock unit activity for the first nine months of 2011 is as follows (shares in thousands):

|                                                            | Shares | Grant Date<br>Fair Value |
|------------------------------------------------------------|--------|--------------------------|
| <b>Restricted stock units:</b>                             |        |                          |
| Unvested at beginning of year                              | 1,203  | \$ 49.96                 |
| Granted                                                    | 490    | \$ 42.34                 |
| Vested                                                     | (641)  | \$ 49.80                 |
| Canceled                                                   | (18)   | \$ 46.06                 |
| Unvested at October 1, 2011                                | 1,034  | \$ 46.51                 |
| Shares reserved for future grants (stock options and RSUs) | 13,702 |                          |

Compensation expense for RSUs was \$6.5 million and \$7.6 million in the third quarter of 2011 and 2010, respectively, and \$26.2 million and \$30.1 million in the first nine months of 2011 and 2010, respectively. As of October 1, 2011, unrecognized compensation expense related to unvested RSUs was \$29.1 million, which is expected to be recognized over a weighted-average period of 1.7 years.

**Restricted Stock Awards** Nucor's Senior Officers Long-Term Incentive Plan (the LTIP ) and Annual Incentive Plan (the AIP ) authorize the award of shares of common stock to officers subject to certain conditions and restrictions.

The LTIP provides for the award of shares of restricted common stock at the end of each LTIP performance measurement period at no cost to officers if certain financial performance goals are met during the period. One-third of the LTIP restricted stock award vests upon each of the first three

**Table of Contents**

anniversaries of the award date or, if earlier, upon the officer's attainment of age fifty-five while employed by Nucor. Although participants are entitled to cash dividends and may vote such awarded shares, the sale or transfer of such shares is limited during the restricted period.

The AIP provides for the payment of annual cash incentive awards. An AIP participant may elect, however, to defer payment of up to one-half of an annual incentive award. In such event, the deferred AIP award is converted into common stock units and credited with a deferral incentive, in the form of additional common stock units, equal to 25% of the number of common stock units attributable to the deferred AIP award. Common stock units attributable to deferred AIP awards are fully vested. Common stock units credited as a deferral incentive vest upon the AIP participant's attainment of age fifty-five while employed by Nucor. Vested common stock units are paid to AIP participants in the form of shares of common stock following their termination of employment with Nucor.

A summary of Nucor's restricted stock activity under the AIP and LTIP for the first nine months of 2011 is as follows (shares in thousands):

|                                           | Shares | Grant Date<br>Fair Value |
|-------------------------------------------|--------|--------------------------|
| <b>Restricted stock awards and units:</b> |        |                          |
| Unvested at beginning of year             | 141    | \$ 44.62                 |
| Granted                                   | 118    | \$ 46.41                 |
| Vested                                    | (148)  | \$ 47.61                 |
| Canceled                                  |        |                          |
| Unvested at October 1, 2011               | 111    | \$ 42.52                 |
| Shares reserved for future grants         | 1,482  |                          |

Compensation expense for common stock and common stock units awarded under the AIP and LTIP is recorded over the performance measurement and vesting periods based on the anticipated number and market value of shares of common stock and common stock units to be awarded. Compensation expense for anticipated awards based upon Nucor's financial performance, exclusive of amounts payable in cash, was \$0.4 million and \$1.0 million in the third quarter of 2011 and 2010, respectively, and was \$4.7 million and \$3.5 million in the first nine months of 2011 and 2010, respectively. At October 1, 2011, unrecognized compensation expense related to unvested restricted stock was \$1.1 million, which is expected to be recognized over a weighted-average period of 1.5 years.

12. **EMPLOYEE BENEFIT PLAN:** Nucor has a Profit Sharing and Retirement Savings Plan for qualified employees. Nucor's expense for these benefits was \$26.4 million and \$3.4 million in the third quarter of 2011 and 2010, respectively, and was \$97.5 million and \$24.3 million in the first nine months of 2011 and 2010, respectively.

13. **INTEREST EXPENSE:** The components of net interest expense are as follows (in thousands):

|                       | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|-----------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                       | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| Interest expense      | \$ 44,484                     | \$ 39,618       | \$ 136,276                   | \$ 117,723      |
| Interest income       | (4,291)                       | (1,932)         | (10,333)                     | (4,927)         |
| Interest expense, net | \$ 40,193                     | \$ 37,686       | \$ 125,943                   | \$ 112,796      |

**Table of Contents**

14. **INCOME TAXES:** The effective tax rate for the third quarter of 2011 was favorably impacted by the discrete recognition of a deferred tax asset related to a state tax credit that is now considered realizable. The effective tax rate for the third quarter of 2010 was impacted by the reversal of tax reserves due to closing of the statute of limitations.

Nucor has substantially concluded U.S. federal income tax matters for years through 2006. The 2008 through 2010 tax years are open to examination by the Internal Revenue Service. The Canada Revenue Agency has completed its examination of the 2006 to 2008 income tax returns for two Harris Steel entities. No significant adjustments arose from this audit. The tax years 2007 through 2010 remain open to examination by other major taxing jurisdictions to which Nucor is subject (primarily Canada and other state and local jurisdictions).

15. **STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME:** The following tables reflect the changes in stockholders' equity attributable to both Nucor and the noncontrolling interests of Nucor's joint ventures, primarily Nucor-Yamato Steel Company, Nucor Trading S.A. and Barker Steel Company, Inc., of which Nucor owns 51%, 75% and 90%, respectively (in thousands):

|                                           | Attributable to<br>Nucor Corporation | Attributable to<br>Noncontrolling Interests | Total        |
|-------------------------------------------|--------------------------------------|---------------------------------------------|--------------|
| Stockholders' equity at December 31, 2010 | \$ 7,120,070                         | \$ 210,624                                  | \$ 7,330,694 |

**Comprehensive income:**

|                                                                                                                       |          |        |          |
|-----------------------------------------------------------------------------------------------------------------------|----------|--------|----------|
| Net earnings                                                                                                          | 641,132  | 61,679 | 702,811  |
| Net unrealized loss on hedging derivatives, net of income taxes                                                       | (7,230)  |        | (7,230)  |
| Reclassification adjustment for loss on settlement of hedging derivatives included in net income, net of income taxes | 27,282   |        | 27,282   |
| Foreign currency translation loss                                                                                     | (13,875) | (3)    | (13,878) |

|                                                         |           |          |           |
|---------------------------------------------------------|-----------|----------|-----------|
| Total comprehensive income                              | 647,309   | 61,676   | 708,985   |
| Stock options                                           | 16,224    |          | 16,224    |
| Issuance of stock under award plans, net of forfeitures | 24,117    |          | 24,117    |
| Amortization of unearned compensation                   | 1,300     |          | 1,300     |
| Dividends declared                                      | (346,284) |          | (346,284) |
| Distributions to noncontrolling interests               |           | (55,855) | (55,855)  |

|                                         |              |            |              |
|-----------------------------------------|--------------|------------|--------------|
| Stockholders' equity at October 1, 2011 | \$ 7,462,736 | \$ 216,445 | \$ 7,679,181 |
|-----------------------------------------|--------------|------------|--------------|

|                                           | Attributable to<br>Nucor<br>Corporation | Attributable to<br>Noncontrolling<br>Interests | Total        |
|-------------------------------------------|-----------------------------------------|------------------------------------------------|--------------|
| Stockholders' equity at December 31, 2009 | \$ 7,390,526                            | \$ 193,763                                     | \$ 7,584,289 |

**Comprehensive income:**

|                                                                                                                       |          |        |          |
|-----------------------------------------------------------------------------------------------------------------------|----------|--------|----------|
| Net earnings                                                                                                          | 145,451  | 51,985 | 197,436  |
| Net unrealized loss on hedging derivatives, net of income taxes                                                       | (29,967) |        | (29,967) |
| Reclassification adjustment for loss on settlement of hedging derivatives included in net income, net of income taxes | 25,619   |        | 25,619   |
| Foreign currency translation gain                                                                                     | 8,048    | 7      | 8,055    |

|                                                         |           |          |           |
|---------------------------------------------------------|-----------|----------|-----------|
| Total comprehensive income                              | 149,151   | 51,992   | 201,143   |
| Stock options                                           | 4,040     |          | 4,040     |
| Issuance of stock under award plans, net of forfeitures | 24,889    |          | 24,889    |
| Amortization of unearned compensation                   | 1,800     |          | 1,800     |
| Dividends declared                                      | (343,089) |          | (343,089) |
| Distributions to noncontrolling interests               |           | (42,723) | (42,723)  |

|                                         |              |            |              |
|-----------------------------------------|--------------|------------|--------------|
| Stockholders' equity at October 2, 2010 | \$ 7,227,317 | \$ 203,032 | \$ 7,430,349 |
|-----------------------------------------|--------------|------------|--------------|



**Table of Contents**

The components of total comprehensive income are as follows (in thousands):

|                                                                                                                       | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                                                                                                                       | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| Net earnings                                                                                                          | \$ 200,111                    | \$ 50,024       | \$ 702,811                   | \$ 197,436      |
| Net unrealized loss on hedging derivatives, net of income taxes                                                       | (4,531)                       | (6,702)         | (7,230)                      | (29,967)        |
| Reclassification adjustment for loss on settlement of hedging derivatives included in net income, net of income taxes | 9,023                         | 9,420           | 27,282                       | 25,619          |
| Foreign currency translation gain (loss)                                                                              | (86,521)                      | 58,273          | (13,878)                     | 8,055           |
| Comprehensive income                                                                                                  | 118,082                       | 111,015         | 708,985                      | 201,143         |
| Comprehensive income attributable to noncontrolling interests                                                         | (18,585)                      | (26,530)        | (61,676)                     | (51,992)        |
| Comprehensive income attributable to Nucor stockholders                                                               | \$ 99,497                     | \$ 84,485       | \$ 647,309                   | \$ 149,151      |

16. **SEGMENTS:** Nucor reports its results in the following segments: steel mills, steel products and raw materials. The steel mills segment includes carbon and alloy steel in sheet, bars, structural and plate, and Nucor's equity method investments in Duferdofin Nucor and NuMit. The steel products segment includes steel joists and joist girders, steel deck, fabricated concrete reinforcing steel, cold finished steel, steel fasteners, metal building systems, light gauge steel framing, steel grating and expanded metal, and wire and wire mesh. The raw materials segment includes The David J. Joseph Company ( DJJ ), a scrap broker and processor; Nu-Iron Unlimited, a facility that produces direct reduced iron ( DRI ) used by the steel mills; a DRI facility under construction in Louisiana; and certain equity method investments. The All other category primarily includes Nucor's steel trading businesses. The segments are consistent with the way Nucor manages its business, which is primarily based upon the similarity of the types of products produced and sold by each segment.

Net interest expense, other income, profit sharing expense, stock-based compensation and changes in the LIFO reserve are shown under Corporate/eliminations. Corporate assets primarily include cash and cash equivalents, short-term investments, restricted cash and investments, allowances to eliminate intercompany profit in inventory, fair value of natural gas hedges, deferred income tax assets, federal income taxes receivable, the LIFO reserve and investments in and advances to affiliates.

## Table of Contents

The company's results by segment were as follows (in thousands):

|                                                                          | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|--------------------------------------------------------------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                                                                          | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| <b>Net sales to external customers:</b>                                  |                               |                 |                              |                 |
| Steel mills                                                              | \$ 3,617,867                  | \$ 2,798,419    | \$ 10,635,850                | \$ 8,285,773    |
| Steel products                                                           | 958,224                       | 794,289         | 2,565,728                    | 2,093,017       |
| Raw materials                                                            | 535,948                       | 463,515         | 1,618,956                    | 1,364,340       |
| All other                                                                | 140,105                       | 83,846          | 373,353                      | 247,747         |
|                                                                          | \$ 5,252,144                  | \$ 4,140,069    | \$ 15,193,887                | \$ 11,990,877   |
| <b>Intercompany sales:</b>                                               |                               |                 |                              |                 |
| Steel mills                                                              | \$ 599,005                    | \$ 451,792      | \$ 1,815,673                 | \$ 1,255,562    |
| Steel products                                                           | 14,444                        | 12,351          | 38,691                       | 33,533          |
| Raw materials                                                            | 2,572,705                     | 1,839,956       | 8,047,832                    | 6,156,283       |
| All other                                                                | 4,742                         | 2,248           | 21,093                       | 6,988           |
| Corporate/eliminations                                                   | (3,190,896)                   | (2,306,347)     | (9,923,289)                  | (7,452,366)     |
|                                                                          | \$                            | \$              | \$                           | \$              |
| <b>Earnings (loss) before income taxes and noncontrolling interests:</b> |                               |                 |                              |                 |
| Steel mills                                                              | \$ 436,196                    | \$ 231,803      | \$ 1,375,614                 | \$ 652,450      |
| Steel products                                                           | (10,527)                      | (40,826)        | (56,432)                     | (143,817)       |
| Raw materials                                                            | 22,481                        | 7,444           | 131,761                      | 93,997          |
| All other                                                                | 737                           | (613)           | 5,014                        | 3,955           |
| Corporate/eliminations                                                   | (164,672)                     | (139,802)       | (428,200)                    | (328,970)       |
|                                                                          | \$ 284,215                    | \$ 58,006       | \$ 1,027,757                 | \$ 277,615      |
| <b>Segment assets:</b>                                                   |                               |                 |                              |                 |
|                                                                          | October 1, 2011               | Dec. 31, 2010   |                              |                 |
| Steel mills                                                              | \$ 6,399,240                  | \$ 5,969,846    |                              |                 |
| Steel products                                                           | 3,020,188                     | 2,835,812       |                              |                 |
| Raw materials                                                            | 2,944,040                     | 2,710,544       |                              |                 |
| All other                                                                | 173,609                       | 170,174         |                              |                 |
| Corporate/eliminations                                                   | 2,270,188                     | 2,235,534       |                              |                 |
|                                                                          | \$ 14,807,265                 | \$ 13,921,910   |                              |                 |

**Table of Contents**

17. **EARNINGS PER SHARE:** The computations of basic and diluted net earnings per share are as follows (in thousands, except per share amounts):

|                                                | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|------------------------------------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                                                | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| <b>Basic net earnings per share:</b>           |                               |                 |                              |                 |
| Basic net earnings                             | \$ 181,518                    | \$ 23,495       | \$ 641,132                   | \$ 145,451      |
| Earnings allocated to participating securities | (592)                         | (436)           | (2,239)                      | (1,392)         |
| Net earnings available to common Stockholders  | \$ 180,926                    | \$ 23,059       | \$ 638,893                   | \$ 144,059      |
| Average shares outstanding                     | 317,194                       | 316,223         | 316,866                      | 315,842         |
| Basic net earnings per share                   | \$ 0.57                       | \$ 0.07         | \$ 2.02                      | \$ 0.46         |
| <b>Diluted net earnings per share:</b>         |                               |                 |                              |                 |
| Diluted net earnings                           | \$ 181,518                    | \$ 23,495       | \$ 641,132                   | \$ 145,451      |
| Earnings allocated to participating securities | (593)                         | (436)           | (2,240)                      | (1,392)         |
| Net earnings available to common stockholders  | \$ 180,925                    | \$ 23,059       | \$ 638,892                   | \$ 144,059      |
| <b>Diluted average shares outstanding:</b>     |                               |                 |                              |                 |
| Basic shares outstanding                       | 317,194                       | 316,223         | 316,866                      | 315,842         |
| Dilutive effect of stock options and other     | 93                            | 533             | 195                          | 641             |
|                                                | 317,287                       | 316,756         | 317,061                      | 316,483         |
| Diluted net earnings per share                 | \$ 0.57                       | \$ 0.07         | \$ 2.02                      | \$ 0.46         |

The number of shares that were not included in the diluted net earnings per share calculation, because to do so would have been antidilutive, was immaterial for all periods presented.

## **Table of Contents**

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

Certain statements made in this quarterly report are forward-looking statements that involve risks and uncertainties. The words believe, expect, project, will, should, could and similar expressions are intended to identify those forward-looking statements. The forward-looking statements reflect the Company's best judgment based on current information, and although we base these statements on circumstances that we believe to be reasonable when made, there can be no assurance that future events will not affect the accuracy of such forward-looking information. As such, the forward-looking statements are not guarantees of future performance, and actual results may vary materially from the projected results and expectations discussed in this report. Factors that might cause the Company's actual results to differ materially from those anticipated in forward-looking statements include, but are not limited to: (1) the sensitivity of the results of our operations to prevailing steel prices and changes in the supply and cost of raw materials, including pig iron and scrap steel; (2) availability and cost of electricity and natural gas; (3) market demand for steel products, which, in the case of many of our products, is driven by the level of non-residential construction activity in the U.S.; (4) competitive pressure on sales and pricing, including pressure from imports and substitute materials; (5) impairment in the recorded value of inventory, equity investments, fixed assets, goodwill or other long-lived assets; (6) uncertainties surrounding the global economy, including the severe economic downturn in construction markets and excess world capacity for steel production; (7) fluctuations in currency conversion rates; (8) U.S. and foreign trade policy affecting steel imports or exports; (9) significant changes in laws or government regulations affecting environmental compliance, including legislation or regulations that result in greater regulation of greenhouse gas emissions that could increase our energy costs and our capital expenditures and operating costs; (10) the cyclical nature of the steel industry; (11) capital investments and their impact on our performance; and (12) our safety performance.

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements included elsewhere in this report, as well as the audited consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Nucor's Annual Report on Form 10-K for the year ended December 31, 2010.

#### **Overview**

Nucor and its affiliates manufacture steel and steel products. The Company also produces direct reduced iron ( DRI ) for use in the Company's steel mills. Through The David J. Joseph Company and its affiliates ( DJJ ), the Company also processes ferrous and nonferrous metals and brokers ferrous and nonferrous metals, pig iron, hot briquetted iron ( HBI ) and DRI. Most of the Company's operating facilities and customers are located in North America, but increasingly, Nucor is doing business outside of North America as well. The Company's operations include several international trading companies that buy and sell steel and steel products manufactured by the Company and others. Nucor is North America's largest recycler, using scrap steel as the primary raw material in producing steel and steel products.

Nucor reports its results in three segments: steel mills, steel products and raw materials. In the steel mills segment, Nucor produces sheet steel (hot and cold-rolled), plate steel, structural steel (wide-flange beams, beam blanks and sheet piling) and bar steel (blooms, billets, concrete reinforcing bar, merchant bar and special bar quality). Nucor manufactures steel principally from scrap steel and scrap steel substitutes using electric arc furnaces, continuous casting and automated rolling mills. The steel mills segment also includes Nucor's equity method investments in Duferdofin Nucor and NuMit LLC. In the steel products segment, Nucor produces steel joists and joist girders, steel deck, fabricated concrete reinforcing steel, cold-finished steel, steel fasteners, metal building systems, light gauge steel framing, steel grating and expanded metal, and wire and wire mesh. In the raw materials segment, the Company produces DRI; brokers ferrous and nonferrous metals, pig iron, HBI and DRI; supplies ferro-alloys; and processes ferrous and nonferrous scrap metal. The raw materials segment also includes certain equity method investments.

**Table of Contents**

In January 2011, the Louisiana Department of Environmental Quality issued an air quality permit for Nucor's DRI facility that will be located in St. James Parish, Louisiana. The permit allows for the construction and operation of two plants with a combined annual DRI production of 5,500,000 tons. Nucor broke ground on a 2,500,000-ton DRI facility in March 2011, and construction of infrastructure has begun. The majority of the equipment will begin arriving in 2012, and we are on schedule for completion of construction and beginning of start-up in mid-2013. In addition to a potential second DRI facility, future plans for the Louisiana site may include a coke plant, blast furnace, pellet plant and steel mill.

The average utilization rates of all operating facilities in the steel mills, steel products and raw materials segments were approximately 75%, 57% and 72%, respectively, in the first nine months of 2011, compared with 71%, 54% and 71%, respectively, in the first nine months of 2010.

**Results of Operations**

*Net Sales* Net sales to external customers by segment for the third quarter and first nine months of 2011 and 2010 were as follows (in thousands):

|                  | Three Months (13 Weeks) Ended |                     |            | Nine Months (39 Weeks) Ended |                      |            |
|------------------|-------------------------------|---------------------|------------|------------------------------|----------------------|------------|
|                  | October 1, 2011               | October 2, 2010     | % Change   | October 1, 2011              | October 2, 2010      | % Change   |
| Steel mills      | \$ 3,617,867                  | \$ 2,798,419        | 29%        | \$ 10,635,850                | \$ 8,285,773         | 28%        |
| Steel products   | 958,224                       | 794,289             | 21%        | 2,565,728                    | 2,093,017            | 23%        |
| Raw materials    | 535,948                       | 463,515             | 16%        | 1,618,956                    | 1,364,340            | 19%        |
| All other        | 140,105                       | 83,846              | 67%        | 373,353                      | 247,747              | 51%        |
| <b>Net sales</b> | <b>\$ 5,252,144</b>           | <b>\$ 4,140,069</b> | <b>27%</b> | <b>\$ 15,193,887</b>         | <b>\$ 11,990,877</b> | <b>27%</b> |

Net sales for the third quarter of 2011 increased 27% from the third quarter of 2010. Average sales price per ton increased 24% from \$735 in the third quarter of 2010 to \$908 in the third quarter of 2011, while total tons shipped to outside customers increased 3% from the same period last year.

Net sales for the first nine months of 2011 increased 27% from last year's first nine months. Average sales price per ton increased 22% from \$719 in the first nine months of 2010 to \$875 in the first nine months of 2011, while total tons shipped to outside customers increased 4% from the same period last year.

In the steel mills segment, production and sales tons were as follows (in thousands):

|                              | Three Months (13 Weeks) Ended |                 |           | Nine Months (39 Weeks) Ended |                 |           |
|------------------------------|-------------------------------|-----------------|-----------|------------------------------|-----------------|-----------|
|                              | October 1, 2011               | October 2, 2010 | % Change  | October 1, 2011              | October 2, 2010 | % Change  |
| Steel production             | 4,910                         | 4,426           | 11%       | 14,796                       | 13,786          | 7%        |
| Outside steel shipments      | 4,194                         | 3,993           | 5%        | 12,664                       | 11,981          | 6%        |
| Inside steel shipments       | 934                           | 709             | 32%       | 2,528                        | 2,024           | 25%       |
| <b>Total steel shipments</b> | <b>5,128</b>                  | <b>4,702</b>    | <b>9%</b> | <b>15,192</b>                | <b>14,005</b>   | <b>8%</b> |

Net sales for the steel mills segment increased 29% from the third quarter of 2010 due to the 5% increase in tons sold to outside customers combined with a 21% increase in the average sales price per ton from \$701 to \$847. While average selling prices increased from the prior year, the average sales price per ton for the third quarter decreased \$44 (5%) from \$891 in the second quarter. The third quarter sheet mill average sales price per ton declined \$94 (11%) per ton from the second quarter due to new domestic supply and increased imports in the sheet market. The erosion in the selling prices of our sheet products has been cushioned by greater stability in the selling prices of our other steel mill products. Residential and non-residential construction markets continue to suffer from recessionary levels of demand and have shown minimal improvement. Demand in markets such as automotive, energy, heavy equipment

and general manufacturing remains firm, but has shown very little improvement when compared to the first half of 2011.

**Table of Contents**

The 28% increase in sales from the first nine months of 2010 to the first nine months of 2011 in the steel mills segment was attributable to the 6% increase in tons sold to outside customers combined with a 22% increase in the average sales price per ton from \$692 to \$841.

Selected tonnage data for the steel products segment is as follows (in thousands):

|                                             | Three Months (13 weeks) Ended |                 |          | Nine Months (39 weeks) Ended |                 |          |
|---------------------------------------------|-------------------------------|-----------------|----------|------------------------------|-----------------|----------|
|                                             | October 1, 2011               | October 2, 2010 | % Change | October 1, 2011              | October 2, 2010 | % Change |
| Joist production                            | 82                            | 71              | 15%      | 219                          | 202             | 8%       |
| Deck sales                                  | 83                            | 81              | 2%       | 234                          | 230             | 2%       |
| Cold finish sales                           | 118                           | 123             | -4%      | 381                          | 351             | 9%       |
| Fabricated concrete reinforcing steel sales | 312                           | 291             | 7%       | 808                          | 751             | 8%       |

The 21% increase in the steel products segment's sales for the third quarter was due to a 5% increase in volume and a 15% increase in the average sales price per ton from \$1,198 to \$1,381. The 23% increase in the steel product segment's sales for the first nine months of the year was attributable to the 15% increase in the average sales price per ton from \$1,171 to \$1,342, and a 7% increase in volume. While pricing of joists, deck, cold-finished bar products, and rebar fabricated products improved over the prior year quarter and first nine months, sales in the steel products segment remain depressed due to the depressed levels of demand in the non-residential construction market. Though volumes decreased from the second quarter and the prior year quarter, sales of cold-finished bar products contributed most significantly to the increases in volumes and prices for the first nine months of the year compared to the prior year period, due to improved demand in the heavy equipment and transportation markets.

Net sales for the raw materials segment increased 16% over the prior year quarter and increased 19% over the prior year first nine months due to increased average sales price per ton partially offset by decreased volume. In the third quarter of 2011, approximately 86% of outside sales in the raw materials segment were from the brokerage operations of DJJ and approximately 12% of the outside sales were from the scrap processing facilities (85% and 15%, respectively, in the third quarter of 2010). In the first nine months of 2011, approximately 86% of outside sales in the raw materials segment were from the brokerage operations of DJJ and approximately 13% of the outside sales were from the scrap processing facilities (88% and 12%, respectively, in the first nine months of 2010).

The All other category includes Nucor's steel trading businesses. The quarter-over-quarter and year-over-year increases in sales are due to demand-driven increases in both volume and pricing.

**Gross Margins** For the third quarter of 2011, Nucor recorded gross margins of \$475.9 million (9%), compared to \$190.3 million (5%) in the third quarter of 2010. The year-over-year dollar and gross margin percentage increases were primarily the result of the 24% increase in the average sales price per ton and the 3% increase in total shipments to outside customers. Additionally, the gross margin was impacted by the following factors:

In the steel mills segment, the average scrap and scrap substitute cost per ton increased 27% from \$354 in the third quarter of 2010 to \$449 in the third quarter of 2011; however, metal margin dollars (the difference between the selling price of steel and the cost of scrap and scrap substitutes) also increased. This metal margin expansion was consistent with our historical experience of rising scrap prices leading, after a short lag, to higher metal margins. Scrap prices decreased in October and we expect them to continue trending down throughout the fourth quarter.

Nucor's gross margins are significantly impacted by the application of the LIFO method of accounting. LIFO charges or credits for interim periods are based on management's estimates of both inventory costs and quantities at year-end. The actual amounts will likely differ from these estimated amounts, and such differences may be significant. Annual charges or credits are largely based on the relative changes in cost and quantities year over year, primarily within raw material

## Table of Contents

inventory in the steel mills segment. Gross margin was negatively impacted by a LIFO charge of \$28.0 million in the third quarter of 2011, compared with a charge of \$50.0 million in the third quarter of 2010. The current year LIFO charge reflects management's expectations of increasing costs and quantities in inventory at December 31, 2011 relative to prior year-end.

Pre-operating and start-up costs of new facilities were \$17.0 million in the third quarter of 2011 compared to \$41.9 million in the third quarter of 2010. In 2011, these costs related primarily to the Castrip® facility in Arkansas and the DRI facility under construction in Louisiana. The decrease in pre-operating and start-up costs was due to several projects coming out of start-up, including the special bar quality ( SBQ ) mill in Tennessee, the wire rod products mill in Arizona, and the galvanizing line in Alabama.

Energy costs increased \$3 per ton from the prior year period mainly as a result of higher electricity unit costs. For the first nine months of 2011, Nucor recorded gross margins of \$1.58 billion (10%), compared to \$711.1 million (6%) in the first nine months of 2010. The year-over-year dollar and gross margin percentage increases were the result of a 22% increase in the average sales price per ton and the 4% increase in total shipments to outside customers. Additionally, the gross margin was impacted by the following factors:

In the steel mills segment, the average scrap and scrap substitute cost per ton increased 26% from \$348 in the first nine months of 2010 to \$439 in the first nine months of 2011; however, metal margin dollars also increased. Metal margins in the first nine months of 2011 were at their highest level since 2008.

Gross margin was negatively impacted by a LIFO charge of \$91.0 million in the first nine months of 2011, compared with a charge of \$141.0 million in the first nine months of 2010.

Pre-operating and start-up costs of new facilities were \$76.3 million in the first nine months of 2011 compared to \$135.8 million in the first nine months of 2010. The underlying reasons for the decline in 2011 are consistent with the above quarter-over-quarter analysis.

Energy costs increased \$1 per ton from the prior year period mainly as a result of higher electricity unit costs.

*Marketing, Administrative and Other Expenses* Two major components of marketing, administrative and other expenses are freight and profit sharing costs. Total freight costs and unit freight costs increased 3% from the prior year quarter. Total freight costs increased 3% from the first nine months of 2010, while unit freight costs were flat. Profit sharing costs for the third quarter, which are based upon and fluctuate with pre-tax earnings, increased almost ninefold over 2010 due to Nucor's increased profitability, and quadrupled from the first nine months of 2010. In the third quarter of 2011, marketing, administrative and other expenses also included a charge of \$13.9 million for the impairment of a dust recycling project.

*Equity in Losses of Unconsolidated Affiliates* Equity method investment losses were \$11.2 million and \$5.7 million in the third quarter of 2011 and 2010, respectively, and were \$14.2 million and \$31.5 million in the first nine months of 2011 and 2010, respectively. Included in equity method losses is amortization expense associated with the purchase of equity method investments. The increase in the equity method investment losses for the quarter is primarily due to the recording of a valuation allowance against a deferred tax asset related to the Italian net operating loss carryforward for the Duferdofin Nucor joint venture. The decrease in the equity method investment losses for the first nine months of 2011 compared to the prior year period are primarily due to earnings generated by NuMit LLC, of which Nucor acquired a 50% interest in the second quarter of 2010. The markets served by Duferdofin Nucor continue to be negatively affected by the global economic recession and lower-priced imports from foreign steel producers receiving government subsidies.

**Table of Contents**

*Interest Expense* Net interest expense for the third quarter and first nine months of 2011 and 2010 was as follows (in thousands):

|                       | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|-----------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                       | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| Interest expense      | \$ 44,484                     | \$ 39,618       | \$ 136,276                   | \$ 117,723      |
| Interest income       | (4,291)                       | (1,932)         | (10,333)                     | (4,927)         |
| Interest expense, net | \$ 40,193                     | \$ 37,686       | \$ 125,943                   | \$ 112,796      |

In the third quarter of 2011, gross interest expense increased 12% over the prior year primarily due to a 36% increase in average debt outstanding, partially offset by a 17% decrease in the average interest rate. Gross interest income more than doubled because average investments more than doubled.

Gross interest expense increased 16% from the first nine months of 2010 to the first nine months of 2011 due to a 38% increase in average debt outstanding, partially offset by a 16% decrease in the average interest rate. Gross interest income doubled because average investments doubled.

*Earnings Before Income Taxes and Noncontrolling Interests* Earnings before income taxes and noncontrolling interests by segment for the third quarter and first nine months of 2011 and 2010 were as follows (in thousands):

|                        | Three Months (13 Weeks) Ended |                 | Nine Months (39 Weeks) Ended |                 |
|------------------------|-------------------------------|-----------------|------------------------------|-----------------|
|                        | October 1, 2011               | October 2, 2010 | October 1, 2011              | October 2, 2010 |
| Steel mills            | \$ 436,196                    | \$ 231,803      | \$ 1,375,614                 | \$ 652,450      |
| Steel products         | (10,527)                      | (40,826)        | (56,432)                     | (143,817)       |
| Raw materials          | 22,481                        | 7,444           | 131,761                      | 93,997          |
| All other              | 737                           | (613)           | 5,014                        | 3,955           |
| Corporate/eliminations | (164,672)                     | (139,802)       | (428,200)                    | (328,970)       |
|                        | \$ 284,215                    | \$ 58,006       | \$ 1,027,757                 | \$ 277,615      |

In the third quarter of 2011, earnings before income taxes and noncontrolling interests in the steel mills segment increased 88% from the prior year quarter because of increased sales prices and the resulting higher metal margins. Decreased pre-operating and start-up costs also contributed to the increase. Earnings before income taxes and noncontrolling interests in the steel mills segment decreased 30% from the second quarter primarily due to lower average sales prices and metal margins for sheet mill products. Nucor benefited from our diversified product mix in the third quarter, as the bar mills improved over their second quarter profitability. Earnings at the plate mills were essentially flat compared to the second quarter; however, the trend for the plate mills was down through the quarter due to the impact of higher imports. The beam mills experienced a small decline from the second quarter results but continued to contribute solid profits.

Earnings before income taxes and noncontrolling interests in the steel mills segment more than doubled from the first nine months of 2010 to the first nine months of 2011 because of increased utilization rates, higher sales prices and metal margins, decreased pre-operating and start-up costs and decreased losses from unconsolidated affiliates.

In the steel products segment, losses before income taxes and noncontrolling interests decreased from the third quarter and first nine months of 2010. The strongest performer in the steel products segment continues to be the cold-finished business due to improved demand in the heavy equipment and transportation markets. Our downstream fabricated construction products continued to operate in very depressed markets, which remain challenging.

## Table of Contents

The profitability of our raw materials segment, particularly DJJ, increased over 2010 as higher selling prices in the scrap market allowed for margin enhancement. Earnings before income taxes and noncontrolling interests in the raw materials segment decreased from the second quarter because of margin compression at DJJ, and because of a planned outage at our DRI plant in Trinidad for equipment upgrades.

**Noncontrolling Interests** Noncontrolling interests represent the income attributable to the noncontrolling partners of Nucor's joint ventures, primarily Nucor-Yamato Steel Company (NYS), Nucor Trading S.A., and Barker Steel Company, Inc., of which Nucor owns 51%, 75% and 90%, respectively. The decrease in noncontrolling interests in the third quarter of 2011 compared to the prior year quarter is primarily attributable to decreased earnings of NYS, which is attributable to lower volume and margin compression. The earnings of NYS also decreased from the second quarter due to decreased volume as several infrastructure projects, including levy rebuilds in New Orleans, were completed. Noncontrolling interests for the first nine months of 2011 increased over the prior year period due to the increased earnings of NYS, which is due to year-over-year improvements in the structural steel market. Under the NYS partnership agreement, the minimum amount of cash to be distributed each year to the partners is the amount needed by each partner to pay applicable U.S. federal and state income taxes.

**Provision for Income Taxes** Nucor had an effective tax rate of 29.6% in the third quarter of 2011 compared with 13.8% in the third quarter of 2010. The effective tax rate in the first nine months of 2011 was 31.6% compared with 28.9% in the first nine months of 2010. The expected rate for the full year of 2011 will be approximately 31.1% compared with 22.8% for the full year of 2010. The changes in the rates between the periods are primarily due to the changes in relative proportions of net earnings or loss attributable to noncontrolling interests to total pre-tax earnings and the impact of the reversal of tax reserves due to closing of the statute of limitations in the third quarter of 2010. In addition, the effective tax rate for the third quarter of 2011 was favorably impacted by the discrete recognition of a deferred tax asset related to a state tax credit that is now considered realizable.

We estimate that in the next twelve months, our gross uncertain tax positions, exclusive of interest, could decrease by as much as \$8.2 million, as a result of the expiration of the statute of limitations. Nucor has substantially concluded U.S. federal income tax matters for the years through 2006. The 2008 through 2010 tax years are open to examination by the Internal Revenue Service. The Canada Revenue Agency has completed its examination of the 2006 to 2008 income tax returns for two Harris Steel entities. No significant adjustments arose from this audit. The tax years 2007 through 2010 remain open to examination by other major taxing jurisdictions to which Nucor is subject (primarily Canada and other state and local jurisdictions).

**Net Earnings and Return on Equity** Nucor reported net earnings of \$181.5 million, or \$0.57 per diluted share, in the third quarter of 2011 compared to net earnings of \$23.5 million, or \$0.07 per diluted share, in the third quarter of 2010. Net earnings attributable to Nucor stockholders as a percentage of net sales were 3% in the third quarter of 2011 and less than 1% in the third quarter of 2010.

Nucor reported consolidated net earnings of \$641.1 million, or \$2.02 per diluted share, in the first nine months of 2011, compared to consolidated net earnings of \$145.5 million, or \$0.46 per diluted share, in the first nine months of 2010. Net earnings attributable to Nucor stockholders as a percentage of net sales were 4% and 1%, respectively, in the first nine months of 2011 and 2010. Return on average stockholders' equity was approximately 12% and 3% in the first nine months of 2011 and 2010, respectively.

**Outlook** While third quarter earnings of \$0.57 per share were, as we expected, below the level achieved in the second quarter of 2011, they remain well ahead of 2010 levels of \$0.07 per share. This deterioration from the second quarter reflects lower steel prices and significantly lower metal margins for sheet mill products due to increases in the supply/demand imbalances from both new domestic supply and increased imports. We continue to benefit from our diversified product mix as our other steel mills delivered a solid improvement quarter over quarter. Scrap prices remained relatively high and stable in the third quarter. This price stability, combined with generally low service center inventories, has minimized volatility in order rates and pricing in our long product business. End markets such as automotive, heavy equipment, energy and

**Table of Contents**

general manufacturing have continued to show the most strength compared to 2010 but have shown very little improvement compared to the first half of 2011. Although we have seen only minimal improvement in non-residential construction markets and expect to see only slight improvement in demand through the end of 2011, our combined construction businesses (steel mills and downstream facilities) will continue to operate profitably. We expect further margin compression in the sheet market in the fourth quarter; and we also expect a smaller compression in plate margins due to imports. As a result, we expect our overall earnings to be lower than the third quarter. We expect that the magnitude of margin compression will be favorably impacted by expected lower scrap costs through the quarter.

Nucor's largest exposure to market risk is via our steel mills and steel products segments. Our largest single customer in the first nine months of 2011 represented approximately 5% of sales and consistently pays within terms. We have only a small exposure to the U.S. automotive industry. In the raw materials segment, we are exposed to price fluctuations related to the purchase of scrap steel and iron ore. Our exposure to market risk is mitigated by the fact that our steel mills use a significant portion of the products of this segment.

**Liquidity and Capital Resources**

Cash provided by operating activities was \$673.1 million in the first nine months of 2011, compared with cash provided by operating activities of \$216.2 million in the first nine months of 2010. The increase in cash provided by operating activities is driven primarily by the 256% increase in net earnings period over period and partially offset by an increase in cash used by operating activities related to changes in operating assets and liabilities of \$53.1 million period over period. The funding of working capital (primarily inventories and accounts receivable) increased over the prior year due to higher sales and production.

The current ratio was 2.9 at the end of the third quarter of 2011 and 3.9 at year-end 2010. Accounts receivable and inventories increased 28% and 41%, respectively, since year-end, while quarterly net sales increased 36% from the fourth quarter of 2010. The increases in accounts receivable and inventories are due to higher sales prices and the increased cost of raw materials in the current year as compared to the fourth quarter of 2010, combined with increased volumes. In the first nine months of 2011, total accounts receivable turned approximately monthly and inventories turned approximately every five to six weeks. These turnover rates are consistent with Nucor's historical performance. The current ratio was impacted by the 31% increase in accounts payable, which is primarily attributable to the increased cost of raw materials combined with the 10% increase in steel production over last year's fourth quarter. Also contributing to the decrease in the current ratio was the reclassification of \$350 million of long-term debt that matures on October 1, 2012 to a current liability. In addition, profit sharing and bonus accruals increased due to the Company's increased profitability.

Cash used in investing activities decreased \$69.9 million over the prior year period due to decreased investments in and advances to affiliates of \$351.1 million. In 2010, investments in and advances to affiliates related mainly to NuMit LLC and Duferdofin Nucor S.r.l. Partially offsetting the decrease in investments in and advances to affiliates was the \$227.4 million increase in net purchases of short-term investments.

Cash used in financing activities increased \$576.7 million from the prior year period primarily due to the issuance of debt in the prior year. In September 2010, Nucor issued \$600 million 4.125% unsecured notes due in 2022 (net proceeds of which were \$594.9 million).

Nucor's conservative financial practices have served us well in the past and are serving us well today. Our cash and cash equivalents and short-term investments position remains robust at \$2.41 billion as of October 1, 2011, and an additional \$607.7 million of restricted cash and investments is available for use in the construction of the DRI facility in Louisiana. Our \$1.3 billion revolving credit facility is undrawn and does not expire until November 2012, and 79% of our long-term debt matures in 2017 and beyond. We believe our financial strength is a key strategic advantage among domestic steel producers, particularly during recessionary business cycles. We carry the highest credit ratings of any metals and mining company in North America, with an A rating from Standard and Poor's and an A2 rating from Moody's.

**Table of Contents**

Based upon these ratings, we expect to continue to have adequate access to the capital markets at a reasonable cost of funds for liquidity purposes if needed. Our credit ratings are dependent, however, upon a number of factors, both qualitative and quantitative, and are subject to change at any time. The disclosure of our credit ratings is made in order to enhance investors' understanding of our sources of liquidity and the impact of our credit ratings on our cost of funds.

Our credit facility includes only one financial covenant, which is a limit of 60% on the ratio of funded debt to total capitalization. In addition, the credit facility contains customary non-financial covenants, including a limit on Nucor's ability to pledge the Company's assets and a limit on consolidations, mergers and sales of assets. As of October 1, 2011, our funded debt to total capital ratio was 36%, and we were in compliance with all other covenants under our credit facility. No borrowings were outstanding under the credit facility as of October 1, 2011.

In challenging market conditions such as we are experiencing today, we have several additional liquidity benefits. Nucor's capital investment and maintenance practices give us the flexibility to reduce spending on our facilities to very low levels, but still allows us to allocate capital to investments that will build our long-term earnings power. Capital expenditures increased 34% from \$238.3 million during the first nine months of 2010 to \$318.3 million in the first nine months of 2011. Capital expenditures for 2011 are projected to be approximately \$475 million compared to \$345.3 million in 2010.

In September 2011, Nucor's board of directors declared a quarterly cash dividend on Nucor's common stock of \$0.3625 per share payable on November 11, 2011 to stockholders of record on September 30, 2011. This dividend is Nucor's 15<sup>th</sup> consecutive quarterly cash dividend.

Funds provided from operations, cash and cash equivalents, short-term investments and new borrowings under existing credit facilities are expected to be adequate to meet future capital expenditure and working capital requirements for existing operations for at least the next 24 months.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

In the ordinary course of business, Nucor is exposed to a variety of market risks. We continually monitor these risks and develop appropriate strategies to manage them.

**Interest Rate Risk** - Nucor manages interest rate risk by using a combination of variable-rate and fixed-rate debt. Nucor also makes use of interest rate swaps from time to time to manage net exposure to interest rate changes. Management does not believe that Nucor's exposure to interest rate market risk has significantly changed since December 31, 2010.

**Commodity Price Risk** - In the ordinary course of business, Nucor is exposed to market risk for price fluctuations of raw materials and energy, principally scrap steel, other ferrous and nonferrous metals, alloys and natural gas. We attempt to negotiate the best prices for our raw materials and energy requirements and to obtain prices for our steel products that match market price movements in response to supply and demand. Nucor utilizes a raw material surcharge as a component of pricing steel to pass through the cost increases of scrap steel and other raw materials. In periods of stable demand for our products, our surcharge mechanism has worked effectively to reduce the normal time lag in passing through higher raw material costs so that we can maintain our gross margins. When demand for and cost of raw materials is lower, however, the surcharge impacts our sales prices to a lesser extent.

Nucor also uses derivative financial instruments to hedge a portion of our exposure to price risk related to natural gas purchases used in the production process and to hedge a portion of our aluminum and copper purchases and sales. Gains and losses from derivatives designated as hedges are deferred in accumulated other comprehensive loss on the condensed consolidated balance sheets and recognized into earnings in the same period as the underlying physical transaction. At October 1, 2011, accumulated other comprehensive loss included \$48.8 million in unrealized net-of-tax losses for the fair value of these derivative instruments. Changes in the fair values of derivatives not designated as hedges are recognized in earnings each period. The following table presents the negative effect on pre-tax income of a hypothetical change in the fair value of derivative instruments outstanding at October 1, 2011, due to an assumed 10% and 25% change in the market price of each of the indicated commodities (in thousands):

| Commodity Derivative | 10% Change | 25% Change |
|----------------------|------------|------------|
| Natural gas          | \$ 1,800   | \$ 4,400   |
| Aluminum             | \$ 4,623   | \$ 11,557  |

|        |    |    |    |    |
|--------|----|----|----|----|
| Copper | \$ | 25 | \$ | 55 |
|--------|----|----|----|----|

## **Table of Contents**

Any resulting changes in fair value would be recorded as adjustments to other comprehensive income (loss), net of tax, or recognized in net earnings, as appropriate. These hypothetical losses would be partially offset by the benefit of lower prices paid or higher prices received for the physical commodities.

*Foreign Currency Risk* - Nucor is exposed to foreign currency risk through its operations in Canada, Europe, Trinidad and Australia. We periodically use derivative contracts to mitigate the risk of currency fluctuations.

## **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures* As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the evaluation date.

*Changes in Internal Control Over Financial Reporting* There were no changes in our internal control over financial reporting during the quarter ended October 1, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1A. Risk Factors**

There have been no material changes in Nucor's risk factors from those included in Nucor's annual report on Form 10-K.

### **Item 6. Exhibits**

| Exhibit<br>No. | Description of Exhibit                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 12             | Computation of Ratio of Earnings to Fixed Charges                                                                                                                                                                                                                                                                                                                                                        |
| 31             | Certification of Principal Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                                                                                                  |
| 31.1           | Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                                                                                                  |
| 32             | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                                                                                                    |
| 32.1           | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002                                                                                                                                                                                                                                                    |
| 101            | Financial statements from the quarterly report on Form 10-Q of Nucor Corporation for the quarter ended October 1, 2011, filed on November 9, 2011, formatted in XBRL: (i) the Condensed Consolidated Statements of Earnings, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows and (iv) the Notes to Condensed Consolidated Financial Statements |

**Table of Contents**

**SIGNATURES**

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

**NUCOR CORPORATION**

**By: /s/ James D. Frias  
James D. Frias  
Chief Financial Officer, Treasurer  
and Executive Vice President**

**Dated: November 9, 2011**

**Table of Contents**

**NUCOR CORPORATION**

**List of Exhibits to Form 10-Q    October 1, 2011**

| <b>Exhibit<br/>No.</b> | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                                                                                                                                   |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>12</b>              | <b>Computation of Ratio of Earnings to Fixed Charges</b>                                                                                                                                                                                                                                                                                                                                                        |
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