

EAGLE MATERIALS INC
Form 11-K
June 28, 2005

Table of Contents

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Year Ended December 31, 2004

**PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)**

Commission File No. 1-12984

EAGLE MATERIALS INC.

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

**PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)**

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

AS OF DECEMBER 31, 2004 AND 2003,
AND FOR THE YEAR ENDED DECEMBER 31, 2004

| | PAGE NO. |
|--|----------|
| <u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u> | 1 |
| AUDITED FINANCIAL STATEMENTS: | |
| <u>Statements of Net Assets Available for Benefits</u> | 2 |
| <u>Statement of Changes in Net Assets Available for Benefits</u> | 3 |
| <u>Notes to Financial Statements</u> | 4 |
| <u>SUPPLEMENTAL SCHEDULES:</u> | |
| <u>Schedule H: Line 4a Schedule of Delinquent Participant Contributions</u> | 11 |
| <u>Schedule H: Line 4i Schedule of Assets (Held at End of Year)</u> | 12 |
| <u>Consent of Ernst & Young LLP</u> | |

Table of Contents

Report of Independent Registered Public Accounting Firm

The Administrative Committee

Profit Sharing and Retirement Plan of Eagle Materials Inc.

(formerly Profit Sharing and Retirement Plan of Centex Construction Products, Inc.)

We have audited the accompanying statements of net assets available for benefits of the Profit Sharing and Retirement Plan of Eagle Materials Inc. (formerly Profit Sharing and Retirement Plan of Centex Construction Products, Inc.) as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2004, and delinquent participant contributions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Dallas, Texas
May 25, 2005

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

| | December 31 | |
|---|----------------------|---------------|
| | 2004 | 2003 |
| Assets: | | |
| Investments in the Eagle Materials Inc. Plans Master Trust (formerly Centex Construction Products, Inc. Plans Master Trust) | \$ 33,545,210 | \$ 15,160,107 |
| Investments in the Profit Sharing and Retirement Plan of Centex Corporation Master Trust | | 12,498,050 |
| Participant loans | 134,765 | 133,431 |
| Participant contribution receivable | 59,776 | |
| Net Assets Available for Benefits | \$ 33,739,751 | \$ 27,791,588 |

See accompanying notes.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2004

| | |
|--|-------------------|
| Additions: | |
| Participating Employers contributions | \$ 1,775,407 |
| Participant contributions | 1,528,897 |
| Rollovers | 280,441 |
| Interest in the Eagle Materials Inc. Plans Master Trust (formerly Centex Construction Products, Inc. Plans Master Trust) investment income | 3,882,636 |
| Interest in the Profit Sharing and Retirement Plan of Centex Corporation Master Trust investment income | 153,849 |
| Interest income on participant loans | 7,760 |
| Total Additions | 7,628,990 |
| Deductions: | |
| Distributions to participants | 1,497,053 |
| Administrative expenses | 11,620 |
| Total Deductions | 1,508,673 |
| Net transfers to qualified plans | (172,154) |
| Net Increase | 5,948,163 |
| Net Assets Available for Benefits: | |
| Beginning of year | 27,791,588 |
| End of year | \$ 33,739,751 |

See accompanying notes.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Profit Sharing and Retirement Plan of Eagle Materials Inc. (formerly Profit Sharing and Retirement Plan of Centex Construction Products, Inc.) (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan, adopted April 1, 1994 and amended and restated January 1, 2001, is a defined contribution retirement plan covering eligible employees of Eagle Materials Inc. (formerly Centex Construction Products, Inc.) (the Company or Eagle Materials) and eligible employees of certain subsidiaries of the Company, which have adopted the Plan with the Company's consent. The Company and certain subsidiaries collectively comprise the Participating Employers. The Plan is administered by an Administrative Committee (the Committee) appointed by the Board of Directors of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Centex Corporation owned approximately 64% of the outstanding common stock of Centex Construction Products, Inc., and on January 30, 2004, Centex Corporation spun off its entire equity interest in the Company. Effective January 30, 2004, assets of plans sponsored by Centex Construction Products, Inc. amounting to \$12,676,815 and included in the Profit Sharing and Retirement Plan of Centex Corporation Master Trust (the Centex Corporation Master Trust) were transferred to the Centex Construction Products, Inc. Plans Master Trust. Additionally, the Company's name changed to Eagle Materials Inc., the Plan's name changed to the Profit Sharing and Retirement Plan of Eagle Materials Inc. and the Centex Construction Products, Inc. Plans Master Trust's name changed to the Eagle Materials Inc. Plans Master Trust (the Eagle Master Trust).

Prior to January 1, 2004, participants were eligible for a profit sharing contribution from the Plan on the earlier of January 1 or July 1 after completing one year of service, as defined. Effective January 1, 2004, the Plan's eligibility rules were amended to allow a profit sharing contribution to a participant after completion of one year of service. Entry can be at any time after that milestone is reached. All salaried employees of Participating Employers are eligible to participate in the Plan provided the employee is not a member of a group or class of employees covered by a collective bargaining agreement, unless such agreement extends the Plan to such group or class of employees. One year of service, for purposes of eligibility, is defined as a twelve consecutive month period during which the employee worked 1,000 hours, ending on the first anniversary of the employee's date of hire.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 1. DESCRIPTION OF THE PLAN (CONTINUED)

General (continued)

Transfers to the Plan from the Eagle Materials Inc. Hourly Profit Sharing Plan (formerly Centex Construction Products, Inc. Hourly Profit Sharing Plan) (the Eagle Hourly Plan) were due to the conversion of employees from hourly to salaried employees.

Other transfers were due to the transfer of employees to and from Centex Corporation.

Contributions

The Plan permits participants to contribute pre-tax up to 70% of their compensation, as defined, (up to a statutory limit) to a 401(k) account upon the date of hire. The Plan also permits participant voluntary (after-tax) contributions of up to 10% of compensation, as defined. Total contributions to a participant's account are limited to a maximum of 100% of compensation (or \$41,000, whichever is less) for participant contributions, Participating Employers contributions and participant voluntary (after-tax) contributions.

Employer discretionary profit sharing contributions are made by the Participating Employers as determined by their respective Boards of Directors. They are allocated to participant accounts on a pro rata basis determined by each participant's length of service and salary. The Participating Employers, at their sole discretion, may make qualified non-elective contributions to the Plan. No such contributions were made for the 2004 Plan year. Forfeitures may be used to reduce employer profit sharing contributions or administrative expenses of the Plan. Forfeitures of \$41,663 were used to reduce employer contributions for the year ended December 31, 2004.

Participants direct the investment of their accounts into various registered investment company funds, common/collective trust funds or the Eagle Materials Common Stock Fund (the EXPSF). Another fund, the Centex Common Stock Fund (the CCSF), exists for those employees who chose to retain their balance in this fund upon transfer of all of their balances from the Profit Sharing and Retirement Plan of Centex Corporation to the Plan in 1994. No additional contributions to the CCSF are permitted. Both the EXPSF and CCSF are unitized stock funds.

Participants may allocate up to 15% of employer and participant (before- and after-tax) contributions to the EXPSF, whereas up to 100% may be allocated to any other investment option (except the CCSF) offered by the Plan.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 1. DESCRIPTION OF THE PLAN (CONTINUED)

Vesting

After two years of service, a participant is vested in 10% of Participating Employers' contributions and related earnings. Participants vest an additional 10% after three years of service and 20% for each additional year of service, as defined, after that. A participant is fully vested after seven years of service, as defined, or upon retirement, full and permanent disability, or death.

Participants are always fully vested in their participant and voluntary contributions and related earnings.

Participant Loans

Active participants may borrow up to 50% of the vested portion of their accounts, not in excess of \$50,000, with Committee approval, but only for approved events, as defined. Loans are collateralized by participant accounts. Such loans bear interest at a rate that approximates market rates and are repayable to the Plan within five years.

Administrative Expenses

Certain administrative expenses of the Plan are paid by the Company. The Plan is not required to reimburse the Company for any administrative expenses paid by the Company. Expenses not paid by the Company are paid by the Plan.

Distributions

In accordance with the Plan document, distribution of a participant's vested account is available upon the participant's retirement, death, disability, termination of employment, or attainment of age 59^{1/2}; or distribution is available to satisfy a financial hardship meeting the requirements of the Internal Revenue Service (IRS) regulations. Distributions are made in a lump-sum payment, a direct rollover distribution, or a combination thereof.

Plan Termination

Although there is no intention to do so, the Company has the right to discontinue contributions and terminate the Plan subject to the provisions of ERISA. The Plan provides that, in the event of plan termination, participants will become fully vested in their Participating Employers' contributions, and the method of distribution of assets will be in accordance with the provisions of ERISA.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Valuation of Investments

From January 1, 2004 through January 30, 2004, the Centex Corporation Master Trust and the Eagle Master Trust (collectively, the Master Trusts) held the assets of the Plan, as well as the assets of other plans sponsored by Eagle Materials and Centex Corporation (Affiliate Plans). As of January 30, 2004, the Plan's assets were transferred out of the Centex Corporation Master Trust and into the Eagle Master Trust. The Plan and the Eagle Hourly Plan have an undivided interest in the Eagle Master Trust. The Plan and Affiliate Plans had an undivided interest in the Centex Corporation Master Trust through January 30, 2004. The Master Trusts are governed by trust agreements with Fidelity Management Trust Company (the Trustee), which is held accountable by and reports to the Committee.

Investments included in the Master Trusts are valued at fair value. The registered investment company shares are valued based on published market prices, which represent the net asset value of shares held by the Plan at year-end. Investments in the unitized stock fund are determined by the value of the underlying common stocks combined with the short-term cash positions. The fair values of the common stock portion of the funds are based on the closing price of the common stocks on their primary exchange. The short-term cash positions of the unitized stock funds are recorded at cost, which approximates fair value. Investments in the common/collective trust funds are stated at fair value as determined by the issuer based on the fair value of the underlying assets in the funds.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

The Master Trusts allocate net investment income to the Plan based on the Plan's respective ownership interests in the Master Trusts' assets. Net investment income is then allocated to participants on a pro rata basis. Administrative expenses for the year ended December 31, 2004, include Trustee and recordkeeper fees. Fund management fees are charged directly to the Master Trusts and therefore are included in the net change in fair market value of investments for the Master Trusts. Administrative expenses are allocated pro rata to the Plan and the Affiliate Plans.

Participant loans are recorded at carrying value, which approximates fair value.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Distributions to Participants

Distributions to participants are recorded when paid.

NOTE 3. INTEREST IN THE MASTER TRUSTS

At December 31, 2004 and 2003, the Plan's interest in the net assets of the Eagle Master Trust was approximately 79% and 85%, respectively. Investments held in the Eagle Master Trust as of December 31, 2004 and 2003, were as follows:

| | 2004 | 2003 |
|----------------------------------|----------------------|---------------|
| Registered Investment Companies | \$ 35,629,193 | \$ 15,080,326 |
| Eagle Materials Common Stock | 3,741,287 | 2,630,303 |
| Centex Common Stock | 873,264 | |
| Interest-Bearing Cash Equivalent | 107,706 | 59,448 |
| Common/Collective Trust Fund | 2,224,862 | |
| Total | \$ 42,576,312 | \$ 17,770,077 |

Net investment income in the Eagle Master Trust for the year ended December 31, 2004, was as follows:

| | |
|---|---------------------|
| Net appreciation in Registered Investment Companies | \$ 2,097,827 |
| Net appreciation in Eagle Materials Common Stock Fund | 1,511,010 |
| Net appreciation in Centex Common Stock Fund | 187,070 |
| Interest and Dividend Income | 871,578 |
| | \$ 4,667,485 |

At December 31, 2003, the Plan's interest in the net assets of the Centex Corporation Master Trust was approximately 3%. Investments held in the Centex Corporation Master Trust as of December 31, 2003, were as follows:

| | |
|---------------------------------|-------------------------------|
| Registered Investment Companies | 2003 \$ 191,169,742 |
|---------------------------------|-------------------------------|

Edgar Filing: EAGLE MATERIALS INC - Form 11-K

| | |
|----------------------------------|----------------|
| Centex Common Stock | 62,800,857 |
| Interest-Bearing Cash Equivalent | 778,921 |
| Common/Collective Trust Funds | 187,516,399 |
| Total | \$ 442,265,919 |

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 3. INTEREST IN THE MASTER TRUSTS (CONTINUED)

Net investment income in the Centex Corporation Master Trust for the period January 1, 2004 through January 30, 2004, was as follows:

| | |
|---|----------------------|
| Net appreciation in Registered Investment Companies | \$ 3,247,217 |
| Net appreciation in Centex Common Stock Fund | 10,617,988 |
| Net appreciation in Common/Collective Trust Funds | 2,578,590 |
| Interest and Dividend Income | 210,575 |
| | \$ 16,654,370 |

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 4. INCOME TAX STATUS

The Plan has received a determination letter from the IRS dated June 4, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

NOTE 5. RELATED PARTY TRANSACTIONS

Plan investments in the common/collective trust funds and registered investment companies of \$28,198,884 and \$23,306,553 as of December 31, 2004 and 2003, respectively, are managed by the Trustee and, therefore, these transactions qualify as party-in-interest transactions. All of these transactions are exempt from the prohibited transaction rules.

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2004

NOTE 6. RECONCILIATION TO FORM 5500

As of December 31, 2003, the Plan had \$2,379 of pending distributions to participants who elected to withdraw from the Plan. These amounts are recorded as a liability in the Plan's Form 5500; however, in accordance with U.S. generally accepted accounting principles, these amounts are not recorded as a liability in the accompanying statements of net assets available for benefits. The following reconciles net assets available for benefits per the financial statements to Form 5500:

| | December 31 | |
|--|--------------------------|-------------------|
| | 2004 | 2003 |
| Net assets available for benefits per the financial statements | \$ 33,739,751 | \$ 27,791,588 |
| Amounts allocated to withdrawing participants | | (2,379) |
| Net assets available for benefits per Form 5500 | \$ 33,739,751 | \$ 27,789,209 |

The following reconciles distributions to participants per the financial statements to Form 5500 for the year ended December 31, 2004:

| | | |
|--|--|------------------|
| Distributions to participants per the financial statements | | \$ 1,497,053 |
| Less: Amounts allocated to withdrawing participants at December 31, 2003 | | (2,379) |
| Distributions to participants per Form 5500 | | \$ 1,494,674 |

NOTE 7. SUBSEQUENT EVENT

On April 25, 2005, the Board of Directors of the Company approved an employer profit sharing contribution to the Plan in the amount of \$2,041,570, net of forfeitures applied, which was remitted to the Eagle Master Trust in April 2005.

Table of Contents

SUPPLEMENTAL SCHEDULES

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
(FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
CENTEX CONSTRUCTION PRODUCTS, INC.)

SCHEDULE H; LINE 4a SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

EIN#: 75-2520779

PLAN #: 002

YEAR ENDED DECEMBER 31, 2004

**Participant Contributions
Transferred Late to Plan**

\$9,401

**Total that Constitute Nonexempt
Prohibited Transactions**

\$9,401

Table of Contents

PROFIT SHARING AND RETIREMENT PLAN OF EAGLE MATERIALS INC.
 (FORMERLY PROFIT SHARING AND RETIREMENT PLAN OF
 CENTEX CONSTRUCTION PRODUCTS, INC.)

SCHEDULE H; LINE 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN#: 75-2520779

PLAN #: 002

DECEMBER 31, 2004

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | (d) Cost | (e) Current Value |
|-----|--|--|-------------|----------------------|
| * | Participant loans | Interest rates from 6% to 11% | \$ | \$ 134,765 |
| | | | \$ | \$ 134,765 |

*Party-in-interest.

Table of Contents

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee which administers the Profit Sharing and Retirement Plan of Eagle Materials Inc. (formerly Profit Sharing and Retirement Plan of Centex Construction Products, Inc.) has duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROFIT SHARING AND RETIREMENT PLAN OF
EAGLE MATERIALS INC. (FORMERLY PROFIT
SHARING AND RETIREMENT PLAN OF CENTEX
CONSTRUCTION PRODUCTS, INC.)

Date: June 28, 2005

By: /S/ ARTHUR R. ZUNKER, JR.

Arthur R. Zunker, Jr.
Chairman, Administrative Committee

Table of Contents

INDEX TO EXHIBITS

Profit Sharing and Retirement Plan of Eagle Materials Inc.
(formerly Profit Sharing and Retirement Plan of Centex Construction Products, Inc.)

| Exhibit Number | Exhibit | Filed Herewith or Incorporated by Reference |
|---------------------------|------------------------------|--|
| 23 | Consent of Ernst & Young LLP | Filed herewith |