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DYCOM INDUSTRIES INC  
Form 8-K/A  
February 09, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A  
Amendment No.1

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

Date of report (Date of earliest event reported): November 25, 2003

Dycom Industries, Inc.  
(Exact name of Registrant as specified in its charter)

Florida  
(State or other jurisdiction of incorporation)

0-5423  
(Commission  
File Number)

59-1277135  
(I.R.S. Employer  
Identification No.)

4440 PGA Boulevard, Suite 500, Palm Beach Gardens, Florida  
(Address of principal executive offices)

33410  
(Zip Code)

(561) 627-7171  
(Registrant's telephone number, including area code)

Exhibit Index on page 42

Item 2. Acquisition or Disposition of Assets

On November 25, 2003, pursuant to the terms of the Asset Purchase Agreement, dated as of November 5, 2003, between Dycom Industries, Inc., a Florida corporation ("Dycom") and First South Utility Construction, Inc., a North Carolina corporation ("First South"), Dycom acquired substantially all of the assets of First South and assumed certain liabilities associated with these assets (the "Acquisition"), for approximately \$50 million in cash and 175,840 shares of Dycom's common stock.

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In conjunction with the acquisition, Dycom also paid approximately \$9 million for excess working capital consisting primarily of accounts receivable and unbilled revenue. Dycom deposited approximately \$6.4 million of such amount in escrow, to be returned to Dycom to the extent such amounts remain outstanding on April 15, 2004. Dycom paid the purchase price from cash on hand.

The assets acquired by Dycom were used by First South in outside plant construction, design and engineering services for telecommunication providers and Dycom expects to continue to use the assets for substantially the same business.

### Item 7. Financial Statements and Exhibits

This Amended Current Report on Form 8-K is filed to provide the financial information with respect to the Acquisition required by Item 7 of Form 8-K and to amend the language of sections (a) and (b) of Item 7 of the Form 8-K filed on December 11, 2003.

#### (a) Financial Statements of Business Acquired

Audited financial statements of First South as of December 28, 2002 and for the year ended December 28, 2002.

Unaudited financial statements of First South as of September 27, 2003 and for the nine months ended September 27, 2003 and September 28, 2002.

#### (b) Pro forma Financial Information

Unaudited pro forma condensed combined balance sheet of Dycom as of October 25, 2003, which gives effect to the acquisition of assets and assumption of certain liabilities from First South as if it had occurred on October 25, 2003.

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Unaudited pro forma condensed combined statements of operations of Dycom for the year ended July 26, 2003 and for the three months ended October 25, 2003, which gives effect to the acquisition of assets and assumption of certain liabilities from First South as if it had occurred on July 28, 2002.

#### (c) Exhibits

Exhibit No. -----	Description -----
10.1	Asset Purchase Agreement, dated as of November 5, 2003, between Dycom Industries, Inc. and First South Utility Construction, Inc.
23.1	Consent of Davenport, Marvin, Joyce & Co., L.L.P.
99.1	Press Release, dated November 25, 2003 (incorporated herein by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by Dycom on November 25, 2003, File No. 001-10613).

DYCOM INDUSTRIES, INC

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information presents the effect of the acquisition of First South by Dycom accounted for as a purchase. The unaudited pro forma condensed combined balance sheet presents the combined financial position of Dycom and First South as of October 25, 2003 assuming that the acquisition had occurred as of that date. Such pro forma information is based upon the historical consolidated balance sheet data of Dycom as of October 25, 2003 and First South as of September 27, 2003. The unaudited pro forma condensed combined statements of operations for the year ended July 26, 2003 and three-month period ended October 25, 2003 give effect to the acquisition of First South by Dycom as if such acquisition had occurred on July 28, 2002, the first day of Dycom's fiscal year 2003. Pro forma operations for the year-end and three-month periods for Dycom consist of its results of operations for the year ended July 26, 2003 and three months ended October 25, 2003, respectively. Pro forma operations for the twelve-month and three-month periods for First South consist of its results of operations for the twelve months ended June 28, 2003 and three months ended September 27, 2003, respectively. The use of different closing dates is based on each entity having different fiscal year ends.

The unaudited pro forma condensed combined financial statements are based on the estimates and assumptions set forth in the notes to such statements. The pro forma adjustments are preliminary and have been made solely for purposes of developing such pro forma statements. The unaudited pro forma condensed combined financial statements are not necessarily an indication of the results that would have been achieved had the transaction been consummated as of the dates indicated or that may be achieved in the future.

DYCOM INDUSTRIES, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED JULY 26, 2003

Dycom Historical Fiscal Year Ended July 26, 2003	First South Historical Twelve Months Ended June 28, 2003	Pro Adjus (No
---	---	---------------------

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REVENUES:			
Contract revenues earned	\$618,182,653	\$52,786,037	
EXPENSES:			
Costs of earned revenue excluding depreciation	482,876,707	45,186,244	
General and administrative	70,058,588	2,863,532	
Depreciation and amortization	39,073,959	2,852,312	(2,2,
Total	592,009,254	50,902,088	(
Interest, net	1,300,895	(1,550,889)	1,(7
Other income, net	2,981,164	(369,476)	
INCOME (LOSS) BEFORE INCOME TAXES	30,455,458	(36,416)	1,
PROVISION FOR INCOME TAXES	13,306,167	52,950 e	
NET INCOME (LOSS)	\$17,149,291	\$(89,366)	\$
EARNINGS PER COMMON SHARE			
Basic EPS per share	\$0.36		
Diluted EPS per share	\$0.36		
SHARES USED IN COMPUTING INCOME PER COMMON SHARE:			
Basic:	47,880,673		
Diluted:	47,886,567		

DYCOM INDUSTRIES, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS  
FOR THE THREE MONTHS ENDED OCTOBER 25, 2003

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	Dycom Historical Three Months Ended October 25 2003	First South Historical Three Months Ended September 27, 2003	Pro Adjus (No
REVENUES:			
Contract revenues earned	\$196,021,442	\$15,482,042	
EXPENSES:			
Costs of earned revenue excluding depreciation	147,049,735	12,839,519	
General and administrative	17,507,642	497,354	
Depreciation and amortization	9,334,410	635,483	(\$63 50
Total	173,891,787	13,972,356	(12
Interest, net	318,251	(385,582)	38 (13
Other income, net	845,543	(31,581)	
INCOME BEFORE INCOME TAXES	23,293,449	1,092,523	37
PROVISION FOR INCOME TAXES	9,366,210	433,980 e	14
NET INCOME	\$13,927,239	\$658,543	\$22
EARNINGS PER COMMON SHARE			
Basic EPS per share	\$0.29		
Diluted EPS per share	\$0.29		
SHARES USED IN COMPUTING INCOME PER COMMON SHARE:			
Basic:	48,028,895		
Diluted:	48,486,210		

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UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET  
AS OF OCTOBER 25, 2003

	Dycom Historical Three Months Ended October 25, 2003	First South Historical Three Months Ended September 27, 2003 (1)	Pro Forma Adjustmen (N
ASSETS			
CURRENT ASSETS:			
Cash and equivalents	\$149,794,385	\$	(\$60,364
Investments		238,363	(238
Accounts receivable, net	124,803,409	18,066,699	(9,320
Costs and estimated earnings in excess of billings	37,319,061	5,771,898	
Deferred tax assets, net	9,269,856		
Inventories	3,068,041	1,229,380	
Other current assets	10,562,491	252,097	
Total current assets	334,817,243	25,558,437	(69,923
PROPERTY AND EQUIPMENT, net	80,665,828	11,010,408	(708 (2,790
Goodwill, net	106,615,836	3,509,807	(3,509 41,850
Intangible assets, net	664,998	214,063	(214 2,750
Accounts receivable	21,567,480		
Deferred tax assets, net non-current	7,260,991		
Other	7,340,333	47,784	(47
Total other assets	143,449,638	3,771,654	40,829
TOTAL	\$558,932,709	\$40,340,499	(\$32,593

(1) Certain amounts have been reclassified in order to conform to Dycom's financial statement presentation.

DYCOM INDUSTRIES, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET  
AS OF OCTOBER 25, 2003 (continued)

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	Dycom Historical October 25, 2003 -----	First South Historical September 27, 2003 (1) -----	Pro Forma Adjustmen (Note 2) -----
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Accounts payable	\$26,359,139	\$4,870,028	(\$2,759
Notes payable	8,886	9,746,423	(9,746
Billings in excess of costs and estimated earnings	720,876		
Accrued self-insured claims	11,259,228	500,000	(500
Income taxes payable	8,266,683		
Other accrued liabilities	32,082,695	1,452,087	
Total current liabilities	----- 78,697,507 -----	----- 16,568,538 -----	----- (13,005 -----
NOTES PAYABLE	18,355	9,646,129	(9,646
ACCRUED SELF-INSURED CLAIMS	13,633,951		
OTHER LIABILITIES	1,116,156		
Total Liabilities	----- 93,465,969 -----	----- 26,214,667 -----	----- (22,651 -----
STOCKHOLDERS' EQUITY			
Common stock	16,024,416	200,000	(200
Additional paid-in capital	337,565,116	7,772,095	(7,772
Retained earnings	111,877,208	6,153,737	(6,153
Total stockholders' equity	----- 465,466,740 -----	----- 14,125,832 -----	----- (9,941 -----
TOTAL	=====	=====	=====

(1) Certain amounts have been reclassified in order to conform to Dycom's financial statement presentation.

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

On November 5, 2003, Dycom entered into an Asset Purchase Agreement with First South Utility Construction, Inc. wherein substantially all of the

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assets of First South were acquired and certain liabilities associated with these assets were assumed. The acquisition of First South is to be accounted for under the purchase method of accounting. Accordingly, the purchase price will be allocated to the tangible and intangible assets acquired and the liabilities assumed on the basis of their respective fair values on the acquisition date. The purchase price of the First South acquisition was approximately \$64.5 million, including the value of the 175,840 Dycom shares issued as part of the purchase. The fair value of the Dycom shares used in determining the purchase price was \$23.80, based on the average closing market price of Dycom's shares for the five trading days ended on November 10, 2003. Estimated direct transaction costs of Dycom consist primarily of fees for attorneys, accountants, and SEC filing fees.

The purchase price is derived as follows:

	(in thousands)
Cash paid (including \$9 million for excess working capital)	\$ 59,964
Transaction costs	400
Dycom common stock issued	4,184
	-----
	\$ 64,548
	=====

The purchase price is allocated as follows:

	(in thousands)
<b>ASSETS</b>	
Accounts Receivable	\$ 8,746
Costs and estimated earnings in excess of billings	5,772
Inventories	1,229
Other current assets	252
Property and equipment	7,511
Goodwill	41,851
Trade name	650
Intangibles	2,100
Total assets	-----
	68,111
 <b>LIABILITIES</b>	
Accounts payable	2,111
Other accrued liabilities	1,452
Total liabilities	-----
	3,563

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Net assets acquired	-----
	\$ 64,548
	=====

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (Continued)

The above purchase price allocation is based on Dycom management's best estimate of the fair values of the acquired assets and assumed liabilities.



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However, this allocation is preliminary. The final determination of the allocation of purchase price will be determined based on the fair value of assets acquired and the fair value of liabilities assumed as of the acquisition date. The purchase price allocation will remain preliminary until Dycom is able to (a) complete a valuation of property, plant and equipment acquired and (b) evaluate the fair value of other assets, including intangibles and liabilities acquired. The final determination of the purchase price is expected to be completed by the end of Dycom's fiscal year ending July 31, 2004. Although Dycom does not believe that the actual amounts allocated to assets and liabilities will differ materially from the preliminary allocation presented in the unaudited pro forma condensed combined financial statements there can be no assurances that such actual amounts will not be materially different.

### 2. PRO FORMA ADJUSTMENTS

#### UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENTS OF OPERATIONS

The following adjustments are reflected in the pro forma condensed combined statements of operations to reflect the estimated impact of the merger on the historical combined results of Dycom and First South.

- (a) To remove historical depreciation and amortization.
- (b) To record depreciation and amortization expense of acquired property, plant and equipment and the identifiable intangibles based on the allocated purchase price. The reduction of depreciation expense is primarily due to the write-down of property, plant and equipment to its fair market value. The expected useful lives of these assets valued at fair market value depreciate/amortize on a straight-line basis as follows:

	Estimated Useful Life/years	Annual Expense	Quarter Expens
Buildings	25	\$25,365	
Equipment and machinery/vehicles	3-5	1,634,853	4
		-----	-----
		1,660,218	4
		-----	-----
Tradename	5	130,000	
Covenant not to compete	5	160,000	
Contracts	15	86,667	
		-----	-----
		376,667	
		-----	-----
Total pro forma depreciation and amortization		\$2,036,885	\$5
		=====	=====

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- (c) To eliminate interest expense related to First South's debt as none of these liabilities were assumed by Dycom.
- (d) To reflect reduced interest income from lower cash balances as a result of cash used by Dycom to fund the acquisition. If interest rates were to increase or decrease by 1/8%, pro forma income before taxes would change by approximately \$76,000 for the year ended July 26, 2003 and \$19,000 for the three months ended October 25, 2003.
- (e) To record income tax expense for First South. Prior to the acquisition by Dycom, First South elected under Subchapter S of the Internal Revenue Code to have the stockholders recognize their proportionate share of First South's taxable income on their personal tax returns in lieu of paying corporate income taxes. As a result of such election, First South did not record any provision for federal income taxes.
- (f) To record tax expense related to pro forma adjustments using Dycom's statutory rate of 40.0% for the twelve months ended July 26, 2003 and 39.4% for the three months ended October 25, 2003.
- (g) Reflects an additional 175,840 Dycom shares issued as part of the purchase of First South.

### UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

The following adjustments in the unaudited pro forma condensed combined balance sheet reflect the estimated impact of events that are directly attributable to Dycom's acquisition of certain assets and assumption of liabilities related to those assets of First South.

- (a) To record estimated cash portion of the purchase price.
- (b) To eliminate assets not purchased and liabilities not assumed by Dycom.
- (c) To adjust for certain Accounts Receivable not purchased by Dycom:

Related party accounts receivable	\$7,689,208
Miscellaneous receivables	61,170
Selected customer	1,570,148
	-----
	\$9,320,526
	=====
- (d) To record fair market value of property, plant and equipment acquired, as below:

### NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (Continued)

Historical net book value of property	\$11,010,408
Eliminate net book of property not purchased	(708,517)
	-----

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Net book value of property acquired	10,301,891
Estimated fair market value of property acquired	7,511,206
	-----
	\$ (2,790,685)
	=====

The expected useful lives of these assets valued at fair market value depreciated on a straight-line basis is as follows:

	Number of Years
	-----
Buildings	25
Vehicles	3-5
Equipment and machinery	3-5

- (e) To eliminate First South's goodwill and intangibles.
- (f) To record \$41.9 million as goodwill representing the excess of the amount paid over the fair market value of the assets acquired, including the identifiable intangible assets and the liabilities assumed.
- (g) To record identifiable intangibles arising from the transaction. These assets are amortized on a straight-line basis over their useful lives and consist of the following:

		Estimated Useful Life
		-----
Tradename	\$650,000	5 years
Covenant not to compete	800,000	5 years
Contracts	1,300,000	15 years
	-----	
	\$2,750,000	
	=====	

- (h) To adjust for certain Accounts Payable not purchased by Dycom described as follows:

Related Party Account Payable	\$1,559,000
Miscellaneous Payables	1,200,000
	-----
	\$2,759,000
	=====

- (i) To eliminate First South's common stock, additional paid-in capital and retained earnings.
- (j) To record the issuance of Dycom's common stock as part of the purchase price.

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HISTORICAL FINANCIAL STATEMENTS

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[Logo of Davenport, Marvin, Joyce & Co., L.L.P.]

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders  
First South Utility Construction, Inc.

We have audited the accompanying balance sheet of First South Utility Construction, Inc. (an S corporation), as of December 28, 2002, and the related statements of income and retained earnings, comprehensive income, changes in stockholders' equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First South Utility Construction, Inc., as of December 28, 2002, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Davenport, Marvin, Joyce & Co., L.L.P.

Certified Public Accountants  
Greensboro, North Carolina

February 14, 2003

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

BALANCE SHEET

December 28, 2002

ASSETS

Current Assets

Cash	\$	624,
Investments		536,
Accounts receivable:		
Trade, net of allowance for bad debt of \$1,250,000		14,001,
Related party		5,061,
Officer receivable		7,404,
Employees and other		73,
Notes receivable		1,
Inventory		1,088,
Costs and estimated earnings in excess of bilings on uncompleted contracts		229,
Prepaid expenses		20,
Cash surrender value of life insurance, net of policy loans of \$630,623		850,

Total Current Assets

29,891,

Fixed Assets

Vehicles		10,027,
General equipment		11,761,
Land		273,
Building		545,
Leasehold improvements		169,
Office equipment		1,964,

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Capitalized professional fees	79,
Land improvements	45,
	-----
	24,865,
Less - accumulated depreciation	(12,313,
	-----
Total Fixed Assets	12,551,
	-----
Other Assets	
Deferred charges, net of amortization of \$3,000,000	125,
Goodwill, net of amortization of \$917,975	3,509,
Refundable deposits	112,
	-----
Total Other Assets	3,747,
	-----
Total Assets	\$ 46,190,
	=====

The accompanying notes are an integral part of these financial statements.

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LIABILITIES

Current Liabilities	
Accounts payable	\$ 6,712
Accrued wages, payroll taxes and withholdings	432
Accrued profit sharing expense	
Accounts payable - officers and employees	
Other accrued expenses	843
Short-term debt	148
Current maturities of long-term debt	135
	-----
Total Current Liabilities	8,273
Long-Term Liabilities	
Long-term debt	25,241
	-----
Total Liabilities	33,514
	-----

STOCKHOLDERS' EQUITY

Common Stock	
No par value, 100,000 shares authorized, 20,000 shares issued and outstanding	200

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Paid-In Capital	7,772
Retained Earnings	4,465
Accumulated Other Comprehensive Income	238
	-----
Total Stockholders' Equity	12,676
	-----
Total Liabilities and Stockholders' Equity	\$ 46,190
	=====

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

STATEMENT OF INCOME AND RETAINED EARNINGS

Year Ended December 28, 2002

Contract Revenue	\$ 81,608,311
Cost of Contracts	75,098,109
	-----
Gross Profit	6,510,202
General and Administrative Expenses	4,271,511
	-----
Income from Operations before Bad Debt Expense	2,238,691
Bad Debt Expense	(19,521,978)
	-----
Loss from Operations	(17,283,287)
	-----
Other Income [Expense]	
Interest income	143,940
Loss on disposal of fixed assets	(547,366)
Miscellaneous	111,696
Interest expense	(2,450,525)
	-----
Total Other Income [Expense]	(2,742,255)
	-----
Net Loss	(20,025,542)
Retained Earnings, beginning (as restated)	24,491,433

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Distributions Paid	----- -
Retained Earnings, ending	\$ 4,465,891 =====

The accompanying notes are an integral part of these financial statements.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

STATEMENT OF COMPREHENSIVE INCOME

Year Ended December 28, 2002

Net Loss	\$ (20,025,
Other Comprehensive Loss	
Unrealized holding loss	(94,
Comprehensive Loss	----- \$ (20,119, =====

Accumulated Other Comprehensive Income, beginning

Accumulated Other Comprehensive Income, ending

Disclosure of Recognition of Prior Period Unrealized Holding Gains

Recognition of unrealized holding gains accumulated since 1999 for stock received by the Company in 1999

Disclosure of reclassification amounts:

Unrealized holding losses arising during the year

Less: reclassification adjustment for gains included in net income

Net unrealized losses on securities



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FIRST SOUTH UTILITY CONSTRUCTION, INC.  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND  
ACCUMULATED OTHER COMPREHENSIVE LOSS

Year Ended December 28, 2002

	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss
	-----	-----	-----	-----
Balance, as restated, December 29, 2001	\$ 200,000	\$ 272,095	\$ 24,491,433	\$ 332,68
Net loss	-	-	(20,025,542)	-
Other comprehensive loss	-	-	-	(94,31
Stock dividend	-	-	-	-
Contributed capital	-	7,500,000	-	-
Distribution to stockholders	-	-	-	-
	-----	-----	-----	-----
Balance, December 28, 2002	\$ 200,000	\$ 7,772,095	\$ 4,465,891	\$ 238,36
	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

STATEMENT OF CASH FLOWS

Year Ended December 28, 2002

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Cash Flows from Operating Activities	
Net loss	\$ (20,025,542)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	3,657,173
Gain on disposal of fixed assets	547,366
Investments	147,633
[Increase] decrease in operating assets:	
Accounts receivable	5,836,125
Cash surrender value of life insurance	(200,599)
Inventory	485,665
Accrued sales	15,291,006
Prepaid expenses	94,686
Refundable deposits	14,365
Increase [decrease] in operating liabilities:	
Accounts payable	(994,736)
Accrued expenses	(712,855)
	-----
Net Cash Provided by Operating Activities	4,140,287
	-----
Cash Flows from Investing Activities	
Purchase of fixed assets including construction in progress	(117,991)
Proceeds from disposal of fixed assets	2,414,946
Payments received on related party receivable	(107,832)
Payments received on note receivable	10,226
	-----
Net Cash Provided by Investing Activities	2,199,349
	-----
Cash Flows from Financing Activities	
Proceeds from short-term debt	148,399
Proceeds on long term debt	159,973
Payments on employee note payable	(1,795,723)
Payments on long-term debt	(6,793,784)
	-----
Net Cash Used by Financing Activities	(8,281,135)
	-----
Net Decrease in Cash and Cash Equivalents	(1,941,499)
Cash, beginning	2,566,197
	-----
Cash, ending	\$ 624,698
	=====

The accompanying notes are an integral part of these financial statements.

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STATEMENT OF CASH FLOWS

Year Ended December 28, 2002

Supplemental Disclosures of Cash Flow Information

Cash paid during the year for interest	\$ 2,474,108
--	--------------

Supplemental Schedule of Noncash Investing and Financing Activities

Prior period adjustment	\$ 297,863
-------------------------	------------

Increase in officer receivables due to equity transaction	\$ 7,500,000
---	--------------

Reduction of accounts receivable-related party and employee note payable	\$ 750,000
--	------------

Accrued interest on related party receivable	\$ 143,062
--	------------

Accrued interest on employee note payable	\$ 35,727
---	-----------

The accompanying notes are an integral part of these financial statements.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

NOTES TO FINANCIAL STATEMENTS

December 28, 2002

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

First South Utility Construction, Inc. (the Company), was organized for the purpose of providing contracting services to utility companies. The Company primarily performs design, right of way and construction services for major telecommunications and electrical utility companies; in addition, the Company is a distributor of highway repair material. Construction contracts include both

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master contracts covering specific geographical areas as well as bid contracts.

The Company uses a 52-53 week year which ends on the last Saturday in December.

### Revenue and Expense Recognition

The financial statements of the Company have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities. Revenues are recognized when earned and expenses are recognized when incurred.

Master contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

The Company recognizes revenues from fixed price contracts on the percentage-of-completion method, measured by the percentage of cost incurred to date to estimated total cost for each contract. That method is used because management considers total cost to be the best available measure of progress on these contracts. Changes in estimated job profitability resulting from job performance, job conditions, contract penalty provisions, claims, change orders, and settlements are accounted for as changes in estimates in the current period. The Company recognizes revenue from unit based contracts on the accrual method based on units completed to date. The asset, "costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

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### Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of management's estimates.

In the current year, there was a significant change in an estimate from the prior year. The Company uses specific identification of those accounts receivable that should be applied to the bad debt allowance account. The bad debt allowance account increased to 8% in the current year from 4% in the prior year due to bankruptcy of two major customers and pursuit of litigation against a third major customer for non-payment of completed work. Accounts receivable balance used for calculation was composed of accounts receivable-trade, accounts receivable-retainage and customer subsequent payments.

### Accounts Receivable

Accounts receivable are recorded at net realizable value. Bad debts are recorded on the allowance method under generally accepted accounting principles. For the current year, bad debt expense was \$19,521,978.

As of December 28, 2002, \$363,595 of retainage was included in accounts

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receivable-trade.

### Inventory

The initial supply of small tools has been accounted for as inventory, stated at cost. Future replacements will be reported as expense in the period incurred.

Poles are accounted for as inventory, stated at cost, and charged to job cost, as used, on a first-in, first-out basis.

### Fixed Assets

Fixed assets are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of 3 to 10 years. Amortization of leased equipment under capital leases is included in depreciation expense. Depreciation and amortization expense for the fiscal year 2002 was \$3,396,571.

### Intangibles

Intangibles are recorded net of amortization. The deferred charges are being amortized using the straight-line method over 5 years. Amortization expense for the fiscal year 2002 was \$260,602.

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### Income Taxes

The Company elected, by consent of its stockholders, to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Taxable income or losses of the Company are passed through to the stockholders for income tax purposes.

### Fair Value of Financial Instruments

The carrying value of cash, receivables, investments and accounts payable approximates fair value due to the short maturity of these instruments. The carrying value of short and long-term debt approximates fair value based on discounting the projected cash flows using market rates available for similar maturities. None of the financial instruments are held for trading purposes.

Fair value of securities held at December 28, 2002, is \$536,226. Unrealized loss from the securities held at year end is (\$94,319).

### Advertising

Advertising costs are expensed as incurred. Advertising expense for the fiscal year 2002 was \$4,544.

## 2. RELATED PARTY TRANSACTIONS

The Company has entered into transactions with stockholders and other

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companies related by common ownership. Certain of these transactions were made in the ordinary course of business on substantially the same terms and conditions as those prevailing at the same time for comparable transactions with other customers and vendors.

The accounts receivable-related party consists of an amount from a company related by common ownership. Interest income recognized is the average applicable federal rate issued by the Internal Revenue Service for fiscal year 2002.

In addition to the above and amounts disclosed on the face of the balance sheet, the Company had the following significant transactions and balances with related parties for the year ended December 28, 2002:

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Management fees paid to related companies for management and administrative services	\$757,597
Building rental expense paid to a stockholder for corporate offices leased on a month-to-month basis	137,400
Building rental expense paid to related companies for spaces leased on a month-to-month basis	224,400
Equipment rental expense paid to a related company for business equipment leased on a month-to-month basis	441,268

See Notes 6 and 7 also.

### 3. SELF-FUNDED HEALTH INSURANCE PLAN

The Company utilizes a self-funded health insurance plan in which substantially all employees participate. The Company has excess reinsurance coverage of costs exceeding \$50,000 per person per year. As of December 28, 2002, \$148,330 is included as a liability in accounts payable for unpaid claims incurred and potential unpaid claims incurred but not yet filed.

### 4. PROFIT SHARING PLAN

The Company has a profit sharing plan (the Plan) that covers substantially all of the employees who have completed one year of service and attained the age of 21. Contributions to the Plan are at the discretion of the board of directors. An employee is 100% vested in the Plan after seven years of service. The Plan was amended to comply with EGTTA in plan year 2002. Further administrative amendments were made to the Plan effective beginning in plan years 2000 and 2001.

The Company also has a 401(k) retirement plan that covers substantially all full time employees. Employees who are 21 years of age or older are eligible to participate in this plan after a year of service with the Company. An employee may contribute up to the IRS maximum of their compensation, with a matching Company contribution on behalf of each participant equal to one-fourth on the first 4% of the participant's compensation contributed. An employee is

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100% vested after seven years of service.

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The Company's contribution for both plans for the fiscal year 2002 was \$62,708.

### 5. CONCENTRATION OF CREDIT RISK

The Company maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. At various times during the year ended December 28, 2002, the Company exceeded the maximum amount insured by the FDIC. In addition, the Company is pursuing legal action against a customer that accounts for 15% of the accounts receivable-trade and retainage balance. A bad debt allowance has been set up for a portion of the 15%.

### 6. LONG-TERM DEBT

The following is a summary of long-term debt as of December 28, 2002:

Note payable to a financial institution in monthly principal installments of \$4,875, plus interest at 7.675% secured by equipment. The note matures December 2009.	\$ 409,500
Notes payable to a related party in annual installments of \$75,691, including interest at 6.73% per annum; unsecured. Matures August 2012.	505,171
Swingline Loan payable to a financial institution on or before December 2004. The Swingline Loan requires the payment of interest only through the Loan's maturity date of December 2004. The loan bears interest at the financial institution's prime rate, .25% below the federal funds rate, or the London Interbank Offered Rate. At December 28, 2002, the effective rate applied to the note was the prime rate of 4.25%. The loan is secured by all real and personal property of the Company. The loan is further secured by a personal guarantee of the major stockholder.	4,330,000
Revolving Credit Loan payable to a financial institution on or before December 2004. The Revolving Credit Loan requires the payment of interest only through the loan's maturity date of December 2004. The loan bears interest at the financial institution's prime rate, or .25% below the federal funds rate, or the Loan Interbank Offered Rate. The loan is secured by all real and personal property of the Company. The loan is further secured by a personal guarantee of the major stockholder.	19,490,672
Bank note payable, \$3,041 per month, includes principal and interest at 5.00%, matures December 2006; secured by real property.	363,405
Bank note payable, \$1,032 per month, includes principal and interest at 5.00%, matures December 2006; secured by real property.	118,469

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Bank note payable, \$1,316 per month, includes principal and interest at 4.25%, matures December 2006; secured by real property.	\$ 159,973 -----
Total long-term debt	25,377,190
Less: current maturities	135,692 -----
	\$25,241,498 =====

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The following is a summary of the combined aggregate maturities of long-term debt for each of the succeeding five years:

2003	\$ 135,962
2004	23,960,936
2005	144,817
2006	149,636
2007	156,337
Thereafter	829,502 -----
Total	\$ 25,377,190 =====

The terms of the Swingline Loan and the Revolving Credit Loan contain restrictive covenants. At December 28, 2002, the Company was not in compliance with the restrictive covenants. However, by written communication from the bank, the bank has agreed to waive the Company's violation of the restrictive covenants.

7. OPERATING LEASES

The Company leases several of its business locations and some equipment under operating leases expiring in various years through 2007. Rental expense under these leases was \$874,483 for the fiscal year 2002.

As of December 28, 2002, future minimum lease payments under these noncancelable operating leases for each of the next five years are as follows:

2003	\$ 356,849
2004	295,887
2005	273,000
2006	273,000
2007	1,373,450
Total	----- 2,572,186

As described in Note 2, payments to related parties for both office space and equipment are included in rental expense amounts noted above.



8. CONCENTRATIONS

Customers

The Company has two customers that account for a significant portion of total revenues for the fiscal year 2002 as follows:

Customer A	25%
Customer B	20%

9. CONTINGENCIES

The Company is party to several ongoing legal actions normally associated with construction contractors as a defendant. The Company intends to vigorously defend and pursue these actions if necessary. In addition, the Company is pursuing legal action against other parties associated with construction work performed by the Company. The Company intends to vigorously pursue these actions as is necessary. The ultimate resolution of these matters is not ascertainable at this time. The Company is also involved in an Internal Revenue Service audit for its 1997 and 2000 tax years. Management intends to vigorously defend the various reporting positions taken on its tax returns, and the ultimate outcome of this matter is not presently known. No provision has been made in the financial statements related to these claims. The Company has referred these matters to its legal counsel and believes that the claims which have been asserted will result in no material financial loss to the Company.

10. RESTATEMENT OF DECEMBER 29, 2001 NET INCOME

Retained earnings for year ended December 29, 2001, has been restated to account for the receipt of stock due to mutualization of a mutual life insurance company in September 1999 in the amount of \$297,863. Restated retained earnings for year ended December 29, 2001, is \$24,491,433. The receipt of stock should have been recognized as income from operations during the year ended December 25, 1999.

11. SUBSEQUENT EVENTS

Profit Sharing Plan

The Company has executed a change to the Profit Sharing and 401(K) Retirement Plans whereas the Profit Sharing Plan shall be merged with and into the First South Utility Construction 401(K) Retirement Plan. The merger will take effect January 1, 2003.

In addition, the Company has executed a change in trustees under the new plan effective January 1, 2003.

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Debt Terms and Consolidation

Subsequent to year end, the Company entered into a new debt agreement with Wachovia Bank.

Pledge of Assets and Debt Reduction

During the year ended December 28, 2002, an account receivable in the amount of \$7,500,000 was set up to reflect the refund of income taxes due to the shareholders as a result of the net loss sustained by the Company. Subsequent to the year end, the shareholders of the Company entered into an agreement to contribute the tax refunds to the capital of the corporation. Subsequent to the contribution to capital of the Company and in compliance with the debt agreement stated in above note (Debt Terms and Consolidation), the Company has agreed with the bank to immediately pay down the outstanding debt by the amount of tax refunds received. In essence, the accounts receivable has been pledged to pay down the debt when income tax refunds are received.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.  
BALANCE SHEET

	September 27, 2003
ASSETS	----- (Unaudited)
CURRENT ASSETS:	
Cash	\$ (1,151,809)
Investments	238,363
Accounts receivable, net	18,066,699
Costs and estimated earnings in excess of billings	5,771,898
Inventories	1,229,380
Other current assets	252,097
	-----
Total current assets	24,406,628
	-----
PROPERTY AND EQUIPMENT, net	11,010,408
	-----
OTHER ASSETS:	
Goodwill	3,509,807
Intangible assets, net	214,063
Other	47,784
	-----
Total other assets	3,771,654
	-----
TOTAL	\$39,188,690
	=====

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

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Accounts payable	\$3,718,219
Notes payable	9,746,423
Other accrued liabilities	1,952,087
	-----
Total current liabilities	15,416,729
	-----
NOTES PAYABLE	9,646,129
	-----
Total liabilities	25,062,858
	-----
COMMITMENTS AND CONTINGENCIES, Note 9	
STOCKHOLDERS' EQUITY:	
Common stock, no par value:	
100,000 shares authorized: 20,000 shares issued and outstanding	200,000
Additional paid-in capital	7,772,095
Retained earnings	6,153,737
	-----
Total stockholders' equity	14,125,832
	-----
TOTAL	\$39,188,690
	=====

See notes to unaudited financial statements.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.  
STATEMENTS OF OPERATIONS

	For the Nine Months Ended	
	September 27, 2003 (Unaudited)	September 2002 (Unaudited)
	-----	-----
REVENUES:		
Contract revenues earned	\$41,543,437	\$69,218,109
	-----	-----
EXPENSES:		
Costs of earned revenues, excluding depreciation	34,488,226	62,118,109
General and administrative	1,538,375	2,118,109
Bad debt expense	-	19,109
Depreciation and amortization	1,901,508	2,118,109
	-----	-----
Total	37,928,109	87,563,436
	-----	-----
Interest income, net	(1,201,007)	(2,118,109)

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Other income, net	2,654	
NET INCOME (LOSS)	\$2,416,975	\$ (19

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FIRST SOUTH UTILITY CONSTRUCTION, INC.  
STATEMENTS OF CASH FLOWS

	For the Nine Months Ended	September 27, 2003
	(Unaudited)	(Unaudited)
Increase (Decrease) in Cash and Equivalents from:		
OPERATING ACTIVITIES:		
Net Income (Loss)		\$2,416,975
Adjustments to reconcile net cash provided by operating activities:		
Depreciation and amortization		1,901,508
Provision for bad debts		
Loss on disposal of assets		70,479
Investments		297,863
Change in operating assets and liabilities, net of acquisitions and divestitures: Increase (decrease) in operating assets:		
Accounts receivable, net		5,502,028
Unbilled revenues, net		(5,542,375)
Other current assets		477,490
Other assets		65,138
Increase (decrease) in operating liabilities:		
Accounts payable		(2,994,332)
Accrued liabilities		675,592
Net cash inflow from operating activities		2,870,366
INVESTING ACTIVITIES:		
Capital expenditures		(412,386)
Proceeds from sale of assets		(107,552)
Proceeds from related party and note receivable		2,973,594
Net cash inflow from operating activities		2,453,656
FINANCING ACTIVITIES:		
Proceeds from debt		

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Principal payments on notes payable and long-term debt	(6,133,037)
Dividend distributions	(967,492)
	-----
Net cash outflow from financing activities	(7,100,529)
	-----
NET CASH OUTFLOW FROM ALL ACTIVITIES	(1,776,507)
CASH AND EQUIVALENTS AT BEGINNING OF PERIOD	624,698
	-----
CASH AND EQUIVALENTS AT END OF PERIOD	\$ (1,151,809)
	=====

See notes to unaudited financial statements.

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 FIRST SOUTH UTILITY CONSTRUCTION, INC.  
 STATEMENTS OF CASH FLOWS (continued)

	For the Nin
	-----
	September 27,
	2003
	(Unaudited)
	-----
SUPPLEMENTAL DISCLOSURE OF CASH FLOW AND NON-CASH INVESTING AND FINANCING ACTIVITIES:	
Cash paid during the period for:	
Interest	\$1,164,003
Prior period adjustment	\$ -
Increase in officer receivables due to equity transaction	\$ -
Reduction of accounts receivable-related party and employee note payable	\$ -
Accrued interest on related party receivable	\$ -
Accrued interest on employee note payable	\$38,664

See notes to unaudited financial statements

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

NOTES TO FINANCIAL STATEMENTS

Nine Months Ended September 27, 2003 and September 28, 2002 (Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

First South Utility Construction, Inc. ("First South"), was organized for the purpose of providing contracting services to utility companies. The Company primarily performs design, right of way and construction services for major telecommunications and electrical utility companies; in addition, the Company is a distributor of highway repair material. Construction contracts include both master contracts covering specific geographical areas as well as bid contracts.

The Company uses a 52-53 week year which ends on the last Saturday in December.

Revenue and Expense Recognition

The financial statements of the Company have been prepared on the accrual basis of accounting and, accordingly, reflect all significant receivables, payables, and other liabilities. Revenues are recognized when earned and expenses are recognized when incurred.

Master contract costs include all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs and depreciation. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

The Company recognizes revenues from fixed price contracts on the percentage-of-completion method, measured by the percentage of cost incurred to date to estimated total costs for each contract. That method is used because management considers total cost to be the best available measure of progress on these contracts. Changes in estimated job profitability resulting from job performance, job conditions, contract penalty provisions, claims, change orders, and settlements are accounted for as changes in estimates in the current period. The Company recognizes revenue from unit based contracts on the accrual method based on units completed to date. The asset, "costs and estimated earnings in excess of billings on uncompleted contracts," represents revenues recognized in excess of amounts billed. The liability, "billings in excess of costs and estimated earnings on uncompleted contracts," represents billings in excess of revenues recognized.

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FIRST SOUTH UTILITY CONSTRUCTION, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of management's estimates.

Accounts Receivable

Accounts receivable are recorded at net realizable value. Bad debts are recorded on the allowance method under generally accepted accounting principles. Bad debt expense was not recorded for the nine months ended September 27, 2003. For the nine months ended September 28, 2002, bad debt expense was \$19,521,978.

As of September 27, 2003, retainage of \$463,291 was included in accounts receivable-trade.

Inventory

The initial supply of small tools has been accounted for as inventory, stated at cost. Future replacements will be reported as expense in the period incurred.

Poles are accounted for as inventory, stated at cost, and charged to job cost, as used, on a first-in, first-out basis.

Fixed Assets

Fixed assets are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of 3 to 10 years. Amortization of leased equipment under capital leases is included in depreciation expense. Depreciation and amortization expense was \$1,840,571 and \$2,750,769 for the nine months ended September 27, 2003 and September 28, 2002, respectively.

Intangibles

Intangibles are recorded net of amortization. The deferred charges are being amortized using the straight-line method over 5 years. Amortization expense for the nine months ended September 27, 2003 and September 28, 2002 was \$60,937 and \$244,340, respectively.

Income Taxes

The Company elected, by consent of its stockholders, to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Taxable income or losses of the Company are passed through to the stockholders for income tax purposes.

FIRST SOUTH UTILITY CONSTRUCTION, INC.

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NOTES TO FINANCIAL STATEMENTS (Continued)

Fair Value of Financial Instruments

The carrying value of cash, receivables, investments and accounts payable approximates fair value due to the short maturity of these instruments. The carrying value of short and long-term debt approximates fair value based on discounting the projected cash flows using market rates available for similar maturities. None of the financial instruments are held for trading purposes.

Fair value of securities held at September 27, 2003 is \$238,363. Unrealized gain (loss) from the securities held for the nine months ended September 27, 2003 and September 28, 2002 is xxx and xxx,, respectively.

Advertising

Advertising costs are expensed as incurred. Advertising expense for the periods ended September 27, 2003 and September 28, 2002 was \$1,032 and \$3,466, respectively.

2. RELATED PARTY TRANSACTIONS

The Company has entered into transactions with stockholders and other companies related by common ownership. Certain of these transactions were made in the ordinary course of business on substantially the same terms and conditions as those prevailing at the same time for comparable transactions with other customers and vendors.

The accounts receivable-related party consists of an amount from a company related by common ownership. Interest income recognized is the average applicable federal rate issued by the Internal Revenue Service for the applicable periods.

In addition to the above and amounts disclosed on the face of the balance sheet, the Company had the following significant transactions and balances with related parties for the periods ended September 27, 2003 and September 28, 2003:

	For the Nin ----- September 27, 2003 -----
Management fees paid to related companies for management and administrative services	\$585,500
Building rental expense paid to a stockholder for corporate offices leased on a	



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month-to-month basis	\$103,776
Building rental expense paid to related companies for spaces leased on a month-to-month basis	\$123,600
Equipment rental expense paid to a related company for business equipment leased on a month-to-month basis	\$210,693

See Notes 6 and 7 also.

### 3. SELF-FUNDED HEALTH INSURANCE PLAN

The Company utilizes a self-funded health insurance plan in which substantially all employees participate. The Company has excess reinsurance coverage of costs exceeding \$50,000 per person per year. As of September 27, 2003, \$200,000 is included as a liability in accounts payable for unpaid claims incurred and potential unpaid claims incurred but not yet filed.

### 4. PROFIT SHARING PLAN

The Company has a profit sharing plan (the "Plan") that covers substantially all of the employees who have completed one year of service and attained the age of 21. Contributions to the Plan are at the discretion of the board of directors. An employee is 100% vested in the Plan after seven years of service. The Plan was amended to comply with EGTTA in plan year 2002. Further administrative amendments were made to the Plan effective beginning in plan years 2000 and 2001.

The Company also has a 401(k) retirement plan that covers substantially all full-time employees. Employees who are 21 years of age or older are eligible to participate in this plan after a year of service with the Company. An employee may contribute up to the IRS maximum of their compensation, with a matching Company contribution on behalf of each participant equal to one-fourth on the first 4% of the participant's compensation contributed. An employee is 100% vested after seven years of service.

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The Company's contribution for both plans for the nine months ended September 27, 2003 and September 28, 2002 was \$39,752 and \$42,219, respectively.

### 5. CONCENTRATION OF CREDIT RISK

The Company maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. At various times during the nine months ended September 27, 2003, the Company exceeded the maximum amount insured by the FDIC.

### 6. LONG-TERM DEBT

The following is a summary of long-term debt as of September 27, 2003:

September 27,

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	2003
Note secured by equipment; matures December 2009; interest at 7.675%	\$365,625
Note, unsecured; matures August 2012; interest at 6.73%	470,125
Swingline Loan secured by all real and personal property of the Company and a personal guarantee of the major stockholder; matures December 2004; interest at .25% below Federal Funds rate or LIBOR	-
Revolving Credit Loan secured by all real and personal property of the Company and a personal guarantee of the major stockholder; matures December 2005; interest at .25% below Federal Funds rate or LIBOR	12,000,000
Bank notes secured by real property; mature December 2006; interest at 5.00%	460,343
Bank note secured by real property; matures December 2006; interest at 4.25%	150,036
	\$13,446,129
Total long-term debt	\$13,446,129
Less current maturities	3,800,000
	\$9,646,129

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The following is a summary of the combined aggregate maturities of long-term debt for each of the succeeding five years, as of September 27, 2003:

	September 27, 2003
2004	\$ 3,800,000
2005	8,665,286
2006	165,286
2007	100,618
2008	100,618
Thereafter	614,321
Total	13,446,129

The terms of the Swingline Loan and the Revolving Credit Loan contain restrictive covenants.

7. OPERATING LEASES

The Company leases several of its business locations and some equipment under operating leases expiring in various years through 2007. Rental expense under these leases was \$477,102 and \$674,369, respectively, for the nine months

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ended September 27, 2003 and September 28, 2002.

### 8. CONCENTRATIONS

#### Customers

The Company has several customers that account for a significant portion of total revenues for the nine months ended September 27, 2003 and September 28, 2002 as follows:

	For the Nine Months Ended	
	September 27, 2003	September 28, 2002
Velocita	0%	33%
Bell South	32%	22%
AT&T	30%	7%

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### 9. CONTINGENCIES

The Company is involved in an Internal Revenue Service audit for its 1997 and 2000 tax years. Management intends to vigorously defend the various reporting positions taken on its tax returns, and the ultimate outcome of this matter is not presently known. No provision has been made in the financial statements related to these claims. The Company has referred these matters to its legal counsel and believes that the claims which have been asserted will result in no material financial loss to the Company.

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### SIGNATURES

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

DYCOM INDUSTRIES, INC.

Date: February 9, 2004

By: /s/ Steven Nielsen

-----  
Name: Steven Nielsen  
Title: President and

EXHIBIT INDEX

Exhibit No. -----	Description -----
10.1	Asset Purchase Agreement, dated as of November 5, 2003, between Dycom Industries, Inc. and First South Utility Construction, Inc.
23.1	Consent of Davenport, Marvin, Joyce & Co., L.L.P.
99.1	Press Release, dated November 25, 2003 (incorporated herein by reference to Exhibit 99.1 of the Current Report on Form 8-K filed by Dycom on November 25, 2003, File No. 001-10613).