Vulcan Materials CO
Form 10-Q
August 01, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2018

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

For the transition period from to

Commission File Number 001-33841

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of incorporation)	20-8579133 (I.R.S. Employer Identification No.)
1200 Urban Center Drive, Birmingham, Alabama (Address of principal executive offices)	35242 (zip code)

(205) 298-3000 (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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Shares outstanding at July 27, 2018
Common Stock, $1 Par Value	132,268,189

VULCAN MATERIALS COMPANY

FORM 10-Q

QUARTER ENDED JUNE 30, 2018

Contents

Unless otherwise stated or the context otherwise requires, references in this report to “Vulcan,” the “Company,” “we,” “our,” or “us” refer to Vulcan Materials Company and its consolidated subsidiaries.

part I financial information

ITEM 1

FINANCIAL STATEMENTS

VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED BALANCE SHEETS

Unaudited, except for December 31 in thousands	June 30 2018	December 31 2017	June 30 2017
Assets			
Cash and cash equivalents	$ 55,059	$ 141,646	$ 1,129,799
Restricted cash	6,056	5,000	0
Accounts and notes receivable			
Accounts and notes receivable, gross	640,742	590,986	573,029
Less: Allowance for doubtful accounts	(2,628)	(2,649)	(2,943)
Accounts and notes receivable, net	638,114	588,337	570,086
Inventories			
Finished products	343,948	327,711	318,465
Raw materials	29,684	27,152	27,106
Products in process	1,882	1,827	1,210
Operating supplies and other	28,250	27,648	28,148
Inventories	403,764	384,338	374,929
Other current assets	80,209	60,780	109,998
Total current assets	1,183,202	1,180,101	2,184,812
Investments and long-term receivables	41,989	35,115	38,888
Property, plant & equipment			
Property, plant & equipment, cost	8,241,164	7,969,312	7,531,536
Allowances for depreciation, depletion & amortization	(4,134,750)	(4,050,381)	(3,992,728)
Property, plant & equipment, net	4,106,414	3,918,931	3,538,808
Goodwill	3,163,954	3,122,321	3,101,439
Other intangible assets, net	1,156,898	1,063,630	834,971
Other noncurrent assets	192,327	184,793	171,025
Total assets	$ 9,844,784	$ 9,504,891	$ 9,869,943
Liabilities			
Current maturities of long-term debt	23	41,383	525,776
Short-term debt	360,000	0	0

Trade payables and accruals	231,913	197,335	202,753
Other current liabilities	219,860	204,154	197,264
Total current liabilities	811,796	442,872	925,793
Long-term debt	2,776,906	2,813,482	2,809,293
Deferred income taxes, net	545,756	464,081	706,726
Deferred revenue	188,826	191,476	195,020
Other noncurrent liabilities	500,870	624,087	631,007
Total liabilities	$ 4,824,154	$ 4,535,998	$ 5,267,839
Other commitments and contingencies (Note 8)			
Equity			
Common stock, $1 par value, Authorized 480,000 shares,			
Outstanding 132,268, 132,324 and 132,181 shares, respectively	132,268	132,324	132,181
Capital in excess of par value	2,788,486	2,805,587	2,797,269
Retained earnings	2,244,545	2,180,448	1,810,528
Accumulated other comprehensive loss	(144,669)	(149,466)	(137,874)
Total equity	$ 5,020,630	$ 4,968,893	$ 4,602,104
Total liabilities and equity	$ 9,844,784	$ 9,504,891	$ 9,869,943

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended		Six Months Ended	
Unaudited		June 30		June 30
in thousands, except per share data	2018	2017	2018	2017
Total revenues	$ 1,200,151	$ 1,030,763	$ 2,054,625	$ 1,818,091
Cost of revenues	876,967	740,746	1,572,106	1,369,853
Gross profit	323,184	290,017	482,519	448,238
Selling, administrative and general expenses	89,043	83,056	167,383	165,439
Gain on sale of property, plant & equipment and businesses	2,106	2,773	6,270	3,142
Other operating expense, net	(5,994)	(17,768)	(9,969)	(23,595)
Operating earnings	230,253	191,966	311,437	262,346
Other nonoperating income, net	3,339	3,890	8,421	7,934
Interest expense, net	33,244	38,455	71,018	72,531
Earnings from continuing operations before income taxes	200,348	157,401	248,840	197,749
Income tax expense	40,046	45,652	35,143	42,477
Earnings from continuing operations	160,302	111,749	213,697	155,272
Earnings (loss) on discontinued operations, net of tax	(650)	8,390	(1,066)	9,788
Net earnings	$ 159,652	$ 120,139	$ 212,631	$ 165,060
Other comprehensive income, net of tax				
Deferred gain on interest rate derivative	0	0	2,496	0
Amortization of prior interest rate derivative loss	52	328	118	647
Amortization of actuarial loss and prior service cost for benefit plans	1,092	427	2,183	855
Other comprehensive income	1,144	755	4,797	1,502
Comprehensive income	$ 160,796	$ 120,894	$ 217,428	$ 166,562
Basic earnings (loss) per share				
Continuing operations	$ 1.21	$ 0.84	$ 1.61	$ 1.17
Discontinued operations	0.00	0.07	(0.01)	0.08
Net earnings	$ 1.21	$ 0.91	$ 1.60	$ 1.25
Diluted earnings (loss) per share				
Continuing operations	$ 1.20	$ 0.83	$ 1.59	$ 1.15
Discontinued operations	(0.01)	0.06	(0.01)	0.07
Net earnings	$ 1.19	$ 0.89	$ 1.58	$ 1.22
Weighted-average common shares outstanding				
Basic	132,437	132,413	132,563	132,524

Assuming dilution	134,051	134,735	134,280	134,925
Cash dividends per share of common stock	$ 0.28	$ 0.25	$ 0.56	$ 0.50
Depreciation, depletion, accretion and amortization	$ 85,633	$ 76,775	$ 167,072	$ 148,339
Effective tax rate from continuing operations	20.0%	29.0%	14.1%	21.5%

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of these statements.

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VULCAN MATERIALS COMPANY AND SUBSIDIARY COMPANIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended	June 30
Unaudited		
in thousands	2018	2017
Operating Activities		
Net earnings	$ 212,631	$ 165,060
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation, depletion, accretion and amortization	167,072	148,339
Net gain on sale of property, plant & equipment and businesses	(6,270)	(3,142)
Contributions to pension plans	(104,794)	(4,744)
Share-based compensation expense	14,763	13,671
Deferred tax expense (benefit)	40,549	2,901
Cost of debt purchase	6,922	0
Changes in assets and liabilities before initial effects of business acquisitions and dispositions	(55,415)	(170,701)
Other, net	302	3,838
Net cash provided by operating activities	$ 275,760	$ 155,222
Investing Activities		
Purchases of property, plant & equipment	(247,166)	(291,034)
Proceeds from sale of property, plant & equipment	8,523	8,530
Proceeds from sale of businesses	11,256	0
Payment for businesses acquired, net of acquired cash	(218,996)	(210,562)
Other, net	(10,226)	405
Net cash used for investing activities	$ (456,609)	$ (492,661)
Financing Activities		
Proceeds from short-term debt	506,200	5,000
Payment of short-term debt	(146,200)	(5,000)
Payment of current maturities and long-term debt	(892,044)	(235,007)
Proceeds from issuance of long-term debt	850,000	1,600,000
Debt issuance and exchange costs	(45,513)	(15,046)
Settlements of interest rate derivatives	3,378	0
Purchases of common stock	(74,921)	(60,303)
Dividends paid	(74,196)	(66,194)
Share-based compensation, shares withheld for taxes	(31,386)	(24,231)
Net cash provided by financing activities	$ 95,318	$ 1,199,219
Net increase (decrease) in cash and cash equivalents and restricted cash	(85,531)	861,780
Cash and cash equivalents and restricted cash at beginning of year	146,646	268,019
Cash and cash equivalents and restricted cash at end of period	$ 61,115	$ 1,129,799

The accompanying Notes to the Condensed Consolidated Financial Statements are an integral part of the statements.

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notes to condensed consolidated financial statements

Note 1: summary of significant accounting policies

NATURE OF OPERATIONS

Vulcan Materials Company (the “Company,” “Vulcan,” “we,” “our”), a New Jersey corporation, is the nation's largest supplier of construction aggregates (primarily crushed stone, sand and gravel) and a major producer of asphalt mix and ready-mixed concrete.

We operate primarily in the United States and our principal product — aggregates — is used in virtually all types of public and private construction projects and in the production of asphalt mix and ready-mixed concrete. We serve markets in twenty states, Washington D.C., and the local markets surrounding our operations in Mexico and the Bahamas. Our primary focus is serving metropolitan markets in the United States that are expected to experience the most significant growth in population, households and employment. These three demographic factors are significant drivers of demand for aggregates. While aggregates is our focus and primary business, we produce and sell asphalt mix and/or ready-mixed concrete in our Alabama, mid-Atlantic, Southwestern, Tennessee and Western markets.

BASIS OF PRESENTATION

Our accompanying unaudited condensed consolidated financial statements were prepared in compliance with the instructions to Form 10-Q and Article 10 of Regulation S-X and thus do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. We prepared the accompanying condensed consolidated financial statements on the same basis as our annual financial statements, except for the adoption of new accounting standards as described in Note 17. Our Condensed Consolidated Balance Sheet as of December 31, 2017 was derived from the audited financial statement, but it does not include all disclosures required by accounting principles generally accepted in the United States of America. In the opinion of our management, the statements reflect all adjustments, including those of a normal recurring nature, necessary to present fairly the results of the reported interim periods. Operating results for the three and six month periods ended June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. For further information, refer to the consolidated financial statements and footnotes included in our most recent Annual Report on Form 10-K.

Due to the 2005 sale of our Chemicals business as described in Note 2, the results of the Chemicals business are presented as discontinued operations in the accompanying Condensed Consolidated Statements of Comprehensive Income.

RECLASSIFICATIONS

Certain items previously reported in specific financial statement captions have been reclassified to conform to the 2018 presentation. In the first quarter of 2018, we adopted Accounting Standards Update (ASU) 2017-07, "Improving the Presentation of Net Periodic Benefit Cost and Net Periodic Postretirement Benefit Cost," resulting in the reclassification of certain benefit costs from operating income to nonoperating income as described in Note 17.

RESTRICTED CASH

Restricted cash consists of cash proceeds from the sale of property held in escrow for the acquisition of replacement property under like-kind exchange agreements and cash reserved by other contractual agreements (such as asset purchase agreements) for a specified purpose and therefore is not available for use for other purposes. The escrow accounts are administered by an intermediary. Cash restricted pursuant to like-kind exchange agreements remains restricted for a maximum of 180 days from the date of the property sale pending the acquisition of replacement property. Restricted cash is included with cash and cash equivalents in the accompanying Condensed Consolidated Statements of Cash Flows.

EARNINGS PER SHARE (EPS)

Earnings per share are computed by dividing net earnings by the weighted-average common shares outstanding (basic EPS) or weighted-average common shares outstanding assuming dilution (diluted EPS), as set forth below:

in thousands	Three Months Ended June 30 2018	2017	Six Months Ended June 30 2018	2017
Weighted-average common shares outstanding	132,437	132,413	132,563	132,524
Dilutive effect of				
Stock-Only Stock Appreciation Rights	583	1,317	636	1,330
Other stock compensation plans	1,031	1,005	1,081	1,071
Weighted-average common shares outstanding, assuming dilution	134,051	134,735	134,280	134,925

All dilutive common stock equivalents are reflected in our earnings per share calculations. In periods of loss, shares that otherwise would have been included in our diluted weighted-average common shares outstanding computation would be excluded.

Antidilutive common stock equivalents are not included in our earnings per share calculations. The number of antidilutive common stock equivalents for which the exercise price exceeds the weighted-average market price is as follows:

in thousands	Three Months Ended June 30 2018	2017	Six Months Ended June 30 2018	2017
Antidilutive common stock equivalents	157	79	155	79

Note 2: Discontinued Operations

In 2005, we sold substantially all the assets of our Chemicals business to Basic Chemicals, a subsidiary of Occidental Chemical Corporation. The financial results of the Chemicals business are classified as discontinued operations in the accompanying Condensed Consolidated Statements of Comprehensive Income for all periods presented. There were no revenues from discontinued operations for the periods presented. Results from discontinued operations are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Discontinued Operations				
Pretax earnings (loss)	$ (883)	$ 12,804	$ (1,449)	$ 14,896
Income tax (expense) benefit	233	(4,414)	383	(5,108)
Earnings (loss) on discontinued operations, net of tax	$ (650)	$ 8,390	$ (1,066)	$ 9,788

Our discontinued operations include charges related to general and product liability costs, including legal defense costs, and environmental remediation costs associated with our former Chemicals business. The 2017 results noted above primarily reflect charges and related insurance recoveries, including those associated with the Texas Brine matter as discussed in Note 8.

Note 3: Income Taxes

The Tax Cuts and Jobs Act (TCJA) was enacted in December 2017. The TCJA, among other changes, (1) reduces the U.S. federal corporate income tax rate from 35% to 21%, (2) allows for the immediate 100% deductibility of certain capital investments, (3) eliminates the alternative minimum tax (though allows for the future use of previously generated alternative minimum tax credits), (4) repeals the domestic production deduction, (5) requires a one-time "transition tax" on earnings of certain foreign subsidiaries that were previously tax deferred, (6) limits the deductibility of interest expense, (7) further limits the deductibility of certain executive compensation and (8) taxes global intangible low taxed income.

The SEC staff issued Staff Accounting Bulletin (SAB) 118 to provide guidance for companies that have not completed their accounting for the income tax effects of the TCJA in the period of enactment. SAB 118 provides a one-year measurement period from the TCJA enactment date for companies to complete their income tax accounting. In accordance with SAB 118, a company must reflect the income tax effects of those elements of the TCJA for which the income tax accounting is complete. To the extent that a company's accounting for certain elements of the TCJA is incomplete but for which it is able to determine a reasonable estimate, it must record a provisional estimate in the financial statements. If a company is unable to determine a provisional estimate, it should account for its income taxes on the basis of the provisions of the tax laws that were in effect immediately before the enactment of the TCJA.

Our accounting for certain elements of the TCJA is incomplete. As we disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017, we were able to make reasonable estimates, and therefore, recorded provisional estimates for the following elements. We have not made any measurement-period adjustments related to these items during the first half of 2018.

§ DEEMED REPATRIATION TRANSITION TAX — The TCJA subjects companies to a one-time Deemed Repatriation Transition Tax (Transition Tax) on previously untaxed foreign accumulated earnings and profits. We recorded a provisional Transition Tax obligation of $12,301,000 at December 31, 2017.

§ DEDUCTIBILITY OF EXECUTIVE COMPENSATION — The TCJA eliminates the performance-based compensation exception from the limitation on covered employee remuneration. At this time, we believe that a portion of the performance-based remuneration accounted for in our deferred taxes will likely be non-deductible. As such, we included a provisional expense of $1,403,000 at December 31, 2017.

Our accounting for certain other elements of the TCJA is incomplete, and as we disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017, we were not yet able to make reasonable estimates of the effects. Therefore, no provisional estimates were recorded. We have not recorded any measurement-period adjustments related to these items during the first half of 2018.

§ OUTSIDE BASIS DIFFERENCE IN FOREIGN SUBSIDIARIES — For U.S. income tax purposes, the Transition Tax will greatly reduce outside basis differences in our foreign subsidiaries. Completing this calculation is dependent on first finalizing the Transition Tax liability. As a result, we are not yet able to reasonably estimate the outside basis difference remaining in our foreign subsidiaries after the Transition Tax, and therefore, continue to assert that our undistributed earnings from foreign subsidiaries are indefinitely reinvested.

§ GLOBAL INTANGIBLE LOW TAXED INCOME — We can make an accounting policy election of either (1) treating taxes due on the future U.S. inclusions in taxable income related to global intangible low taxed income (GILTI) as a current period expense when incurred (period cost method) or (2) factoring such amounts into our measurement of deferred taxes (deferred method). Our selection of an accounting policy with respect to the new GILTI tax rules will depend, in part, on determining whether we expect to have future U.S. inclusions in taxable income related to GILTI and, if so, the expected impact. We have not recorded any amount of GILTI tax in our financial statements nor have we made an accounting policy decision.

Our estimated annual effective tax rate (EAETR) is based on full-year expectations of pretax earnings, statutory tax rates, permanent differences between book and tax accounting such as percentage depletion, and tax planning alternatives available in the various jurisdictions in which we operate. For interim financial reporting, we calculate our quarterly income tax provision in accordance with the EAETR. Each quarter, we update our EAETR based on our revised full-year expectation of pretax earnings and calculate the income tax provision so that the year-to-date income tax provision reflects the EAETR. Significant judgment is required in determining our EAETR.

In the second quarter of 2018, we recorded income tax expense from continuing operations of $40,046,000 compared to income tax expense from continuing operations of $45,652,000 in the second quarter of 2017. The decrease in income tax expense was largely due to the change in the U.S. statutory income tax rate to 21% in 2018 from 35% in 2017.

For the first six months of 2018, we recorded income tax expense from continuing operations of $35,143,000 compared to income tax expense from continuing operations of $42,477,000 for the first six months of 2017. The decrease in income tax expense was largely due to the change in the U.S. statutory income tax rate to 21% in 2018 from 35% in 2017.

We recognize deferred tax assets and liabilities (which reflect our best assessment of the future taxes we will pay) based on the differences between the book basis and tax basis of assets and liabilities. Deferred tax assets represent items to be used as a tax deduction or credit in future tax returns while deferred tax liabilities represent items that will result in additional tax in future tax returns.

Each quarter we analyze the likelihood that our deferred tax assets will be realized. A valuation allowance is recorded if, based on the weight of all available positive and negative evidence, it is more likely than not (a likelihood of more than 50%) that some portion, or all, of a deferred tax asset will not be realized.

At December 31, 2018, we project state net operating loss carryforward deferred tax assets of $71,812,000 ($67,611,000 relates to Alabama), against which we project to have a valuation allowance of $29,695,000 ($29,182,000 relates to Alabama). The Alabama net operating loss carryforward, if not utilized, would expire in years 2023 – 2033.

We recognize a tax benefit associated with a tax position when, in our judgment, it is more likely than not that the position will be sustained based upon the technical merits of the position. For a tax position that meets the more likely than not recognition threshold, we measure the income tax benefit as the largest amount that we judge to have a greater than 50% likelihood of being realized. A liability is established for the unrecognized portion of any tax benefit. Our liability for unrecognized tax benefits is adjusted periodically due to changing circumstances, such as the progress of tax audits, case law developments and new or emerging legislation.

A summary of our deferred tax assets is included in Note 9 “Income Taxes” in our Annual Report on Form 10-K for the year ended December 31, 2017.

Note 4: revenueS

There have been no significant changes to the amount or timing of our revenue recognition as a result of our adoption of Accounting Standards Update (ASU) 2014-09, “Revenue from Contracts with Customers” (Accounting Standards Codification Topic 606). Revenues are measured as the amount of consideration we expect to receive in exchange for transferring goods or providing services. Sales and other taxes we collect are excluded from revenues. Costs to obtain and fulfill construction paving contracts are also immaterial and are expensed as incurred when the expected amortization period is one year or less.

Total revenues are primarily derived from our product sales of aggregates, asphalt mix and ready-mixed concrete, and include freight & delivery costs that we pass along to our customers to deliver these products. We also generate revenues from our asphalt construction paving business (represents less than 10% of our Asphalt segment’s revenues) and services related to our aggregates business (represents less than 2% of our Aggregates segment’s revenues).

Our products typically are sold to private industry and not directly to governmental entities. Although approximately 45% to 55% of our aggregates shipments have historically been used in publicly funded construction, such as highways, airports and government buildings, relatively insignificant sales are made directly to federal, state, county or municipal governments/agencies. Therefore, although reductions in state and federal funding can curtail publicly funded construction, our business is not directly subject to renegotiation of profits or termination of contracts with state or federal governments.

Our segment total revenues by geographic market for the three and six month periods ended June 30, 2018 and 2017 are disaggregated as follows:

	Three Months Ended June 30, 2018				
in thousands	Aggregates	Asphalt	Concrete	Calcium	Total
Total Revenues by Geographic Market 1					
East	$ 313,245	$ 49,339	$ 69,605	$ 0	$ 432,189
Gulf Coast	493,696	38,845	18,354	2,282	553,177
West	149,324	123,644	18,764	0	291,732
Segment sales	$ 956,265	$ 211,828	$ 106,723	$ 2,282	$ 1,277,098
Intersegment sales	(76,947)	0	0	0	(76,947)
Total revenues	$ 879,318	$ 211,828	$ 106,723	$ 2,282	$ 1,200,151

	Three Months Ended June 30, 2017				
in thousands	Aggregates	Asphalt	Concrete	Calcium	Total
Total Revenues by Geographic Market 1					
East	$ 281,304	$ 29,775	$ 59,647	$ 0	$ 370,726
Gulf Coast	384,793	24,444	25,501	1,971	436,709
West	151,489	121,539	20,065	0	293,093
Segment sales	$ 817,586	$ 175,758	$ 105,213	$ 1,971	$ 1,100,528
Intersegment sales	(69,765)	0	0	0	(69,765)
Total revenues	$ 747,821	$ 175,758	$ 105,213	$ 1,971	$ 1,030,763

	Six Months Ended June 30, 2018				
in thousands	Aggregates	Asphalt	Concrete	Calcium	Total
Total Revenues by Geographic Market 1					

East	$ 496,459	$ 61,068	$ 131,175	$ 0	$ 688,702
Gulf Coast	888,271	53,488	43,554	4,224	989,537
West	271,192	201,107	32,956	0	505,255
Segment sales	$ 1,655,922	$ 315,663	$ 207,685	$ 4,224	$ 2,183,494
Intersegment sales	(128,869)	0	0	0	(128,869)
Total revenues	$ 1,527,053	$ 315,663	$ 207,685	$ 4,224	$ 2,054,625

	Six Months Ended June 30, 2017				
in thousands	Aggregates	Asphalt	Concrete	Calcium	Total
Total Revenues by Geographic Market 1					
East	$ 463,762	$ 39,154	$ 113,897	$ 0	$ 616,813
Gulf Coast	752,006	42,480	51,807	3,857	850,150
West	252,118	189,900	28,259	0	470,277
Segment sales	$ 1,467,886	$ 271,534	$ 193,963	$ 3,857	$ 1,937,240
Intersegment sales	(119,149)	0	0	0	(119,149)
Total revenues	$ 1,348,737	$ 271,534	$ 193,963	$ 3,857	$ 1,818,091

1 The geographic markets are defined by states/countries as follows:

East market — Arkansas, Delaware, Illinois, Kentucky, Maryland, North Carolina, Pennsylvania, Tennessee, Virginia, and Washington D.C.

Gulf Coast market — Alabama, Florida, Georgia, Louisiana, Mexico, Mississippi, Oklahoma, South Carolina, Texas and the Bahamas

West market — Arizona, California and New Mexico

PRODUCT AND SERVICE REVENUES

Revenue is recognized when obligations under the terms of a contract with our customer are satisfied; generally this occurs at a point in time when our aggregates, asphalt mix and ready-mixed concrete are shipped/delivered and control passes to the customer. Revenue for our products and services is recorded at the fixed invoice amount and is due by the 15th day of the following month — we do not offer discounts for early payment. Freight & delivery generally represents pass-through transportation we incur (including our administrative costs) and pay to third-party carriers to deliver our products to customers and are accounted for as a fulfillment activity. Likewise, the cost related to freight & delivery is included in cost of revenues.

CONSTRUCTION PAVING REVENUES

Revenue from our asphalt construction paving business is recognized over time using the percentage-of-completion method under the cost approach. The percentage of completion is determined by costs incurred to date as a percentage of total costs estimated for the project. Under this approach, recognized contract revenue equals the total estimated contract revenue multiplied by the percentage of completion. Our construction contracts are unit priced and an account receivable is recorded for amounts invoiced based on actual units produced. Contract assets for estimated earnings in excess of billings, contract assets related to retainage provisions and contract liabilities for billings in excess of costs are immaterial. Variable consideration in our construction paving contracts is immaterial and consists of incentives and penalties based on the quality of work performed. Our construction paving contracts may contain warranty provisions covering defects in equipment, materials, design or workmanship that generally run from nine months to one year after project completion. Due to the nature of our construction paving projects, including contract owner inspections of the work during construction and prior to acceptance, we have not experienced material warranty costs for these short-term warranties.

VOLUMETRIC PRODUCTION PAYMENT REVENUES

In 2013 and 2012, we sold a percentage interest in certain future aggregates production for net cash proceeds of $226,926,000. These transactions, structured as volumetric production payments (VPPs):

- relate to eight quarries in Georgia and South Carolina
- provide the purchaser solely with a nonoperating percentage interest in the subject quarries' future aggregates production
- contain no minimum annual or cumulative guarantees by us for production or sales volume, nor minimum sales price

§ are both volume and time limited (we expect the transactions will last approximately 25 years, limited by volume rather than time)

We are the exclusive sales agent for, and transmit quarterly to the purchaser the proceeds from the sale of, the purchaser's share of future aggregates production. Our consolidated total revenues exclude the revenue from the sale of the purchaser's share of aggregates.

These proceeds we received from the sale of the percentage interest were recorded as deferred revenue on the balance sheet. We recognize revenue on a unit-of-sales basis (as we sell the purchaser's share of future production) relative to the volume limitations of the transactions. Given the nature of the risks and potential rewards assumed by the buyer, the transactions do not reflect financing activities.

Reconciliation of the deferred revenue balances (current and noncurrent) is as follows:

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Deferred Revenue				
Balance at beginning of period	$ 198,201	$ 204,819	$ 199,556	$ 206,468
Revenue recognized from deferred revenue	(1,905)	(1,719)	(3,260)	(3,368)
Balance at end of period	$ 196,296	$ 203,100	$ 196,296	$ 203,100

Based on expected sales from the specified quarries, we expect to recognize $7,470,000 of deferred revenue as income during the 12-month period ending June 30, 2019 (reflected in other current liabilities in our June 30, 2018 Condensed Consolidated Balance Sheet).

Note 5: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as described below:

Level 1: Quoted prices in active markets for identical assets or liabilities

Level 2: Inputs that are derived principally from or corroborated by observable market data

Level 3: Inputs that are unobservable and significant to the overall fair value measurement

Our assets subject to fair value measurement on a recurring basis are summarized below:

	Level 1 Fair Value					
	June 30		December 31		June 30	
in thousands	2018		2017		2017	
Fair Value Recurring						
Rabbi Trust						
Mutual funds	$	20,698	$	20,348	$	5,348
Equities	0		0		11,785	
Total	$	20,698	$	20,348	$	17,133

	Level 2 Fair Value					
	June 30		December 31		June 30	
in thousands	2018		2017		2017	
Fair Value Recurring						
Rabbi Trust						
Money market mutual fund	$	1,754	$	1,203	$	2,338
Total	$	1,754	$	1,203	$	2,338

We have two Rabbi Trusts for the purpose of providing a level of security for the employee nonqualified retirement and deferred compensation plans and for the directors' nonqualified deferred compensation plans. The fair values of these investments are estimated using a market approach. The Level 1 investments include mutual funds and equity securities for which quoted prices in active markets are available. Level 2 investments are stated at estimated fair value based on the underlying investments in the fund (short-term, highly liquid assets in commercial paper, short-term bonds and certificates of deposit).

Net gains (losses) of the Rabbi Trust investments were $(428,000) and $848,000 for the six months ended June 30, 2018 and 2017, respectively. The portions of the net gains (losses) related to investments still held by the Rabbi Trusts at June 30, 2018 and 2017 were $(430,000) and $413,000, respectively.

The carrying values of our cash equivalents, restricted cash, accounts and notes receivable, short-term debt, trade payables and accruals, and other current liabilities approximate their fair values because of the short-term nature of these instruments. Additional disclosures for derivative instruments and interest-bearing debt are presented in Notes 6 and 7, respectively.

Note 6: Derivative Instruments

During the normal course of operations, we are exposed to market risks including interest rates, foreign currency exchange rates and commodity prices. From time to time, and consistent with our risk management policies, we use derivative instruments to balance the cost and risk of such exposure. We do not use derivative instruments for trading or other speculative purposes.

The accounting for gains and losses that result from changes in the fair value of derivative instruments depends on whether the derivatives have been designated and qualify as hedging instruments and the type of hedging relationship. The interest rate locks described below were designated as cash flow hedges. The changes in fair value of our cash flow hedges are recorded in accumulated other comprehensive income (AOCI) and are reclassified into interest expense in the same period the hedged items affect earnings.

We occasionally enter into interest rate locks of future debt issuances to hedge the risk of higher interest rates. The gain/loss upon settlement is deferred (recorded in AOCI) and amortized to interest expense over the term of the related debt.

This amortization was reflected in the accompanying Condensed Consolidated Statements of Comprehensive Income as follows:

in thousands	Location on Statement	Three Months Ended June 30 2018	Three Months Ended June 30 2017	Six Months Ended June 30 2018	Six Months Ended June 30 2017
Interest Rate Hedges					
Loss reclassified from AOCI (effective portion)	Interest expense	$ (71)	$ (539)	$ (160)	$ (1,067)

For the 12-month period ending June 30, 2019, we estimate that $297,000 of the pretax loss in AOCI will be reclassified to interest expense.

Note 7: Debt

Debt is detailed as follows:

in thousands	Effective Interest Rates	June 30 2018	December 31 2017	June 30 2017
Short-term Debt				
Bank line of credit expires 2021 1	1.25%	$ 360,000	$ 0	$ 0
Total short-term debt		$ 360,000	$ 0	$ 0
Long-term Debt				
Bank line of credit expires 2021 1		$ 0	$ 250,000	$ 0
Term loan due 2018 2		0	350,000	0
7.00% notes due 2018		0	0	272,512
10.375% notes due 2018		0	0	250,000
Floating-rate notes due 2020	3.00%	250,000	250,000	250,000
Floating-rate notes due 2021	2.93%	500,000	0	0
7.50% notes due 2021		0	35,111	600,000
8.85% notes due 2021	8.88%	6,000	6,000	6,000
Term loan due 2021 2		0	250,000	250,000
	4.65%	400,000	400,000	400,000

4.50% notes due 2025				
3.90% notes due 2027	4.00%	400,000	400,000	400,000
7.15% notes due 2037	8.05%	129,239	240,188	240,188
4.50% notes due 2047	4.59%	700,000	700,000	700,000
4.70% notes due 2048	5.42%	460,949	0	0
Other notes 2	6.46%	219	230	358
Total long-term debt - face value		$ 2,846,407	$ 2,881,529	$ 3,369,058
Unamortized discounts and debt issuance costs		(69,478)	(26,664)	(33,989)
Total long-term debt - book value		$ 2,776,929	$ 2,854,865	$ 3,335,069
Less current maturities		23	41,383	525,776
Total long-term debt - reported value		$ 2,776,906	$ 2,813,482	$ 2,809,293
Estimated fair value of long-term debt		$ 2,782,543	$ 2,983,419	$ 3,077,069

1 Borrowings on the bank line of credit are classified as short-term debt if we intend to repay within twelve months and as long-term debt otherwise.

2 This short-term loan was refinanced on a long-term basis in February 2018 as discussed below. Thus, it was classified as long-term debt as of December 31, 2017.

Discounts and debt issuance costs are amortized using the effective interest method over the terms of the respective notes resulting in $2,698,000 of net interest expense for these items for the six months ended June 30, 2018.

LINE OF CREDIT

Our unsecured $750,000,000 line of credit matures December 2021 and contains affirmative, negative and financial covenants customary for an unsecured investment-grade facility. The primary negative covenant limits our ability to incur secured debt. The financial covenants are: (1) a maximum ratio of debt to EBITDA of 3.5:1 (upon certain acquisitions, the maximum ratio can be 3.75:1 for three quarters), and (2) a minimum ratio of EBITDA to net cash interest expense of 3.0:1. As of June 30, 2018, we were in compliance with the line of credit covenants.

Borrowings on our line of credit are classified as short-term debt if we intend to repay within twelve months and as long-term debt if we have the intent and ability to extend repayment beyond twelve months. Borrowings bear interest, at our option, at either LIBOR plus a credit margin ranging from 1.00% to 1.75%, or SunTrust Bank's base rate (generally, its prime rate) plus a credit margin ranging from 0.00% to 0.75%. The credit margin for both LIBOR and base rate borrowings is determined by our credit ratings. Standby letters of credit, which are issued under the line of credit and reduce availability, are charged a fee equal to the credit margin for LIBOR borrowings plus 0.175%. We also pay a commitment fee on the daily average unused amount of the line of credit that ranges from 0.10% to 0.25% determined by our credit ratings. As of June 30, 2018, the credit margin for LIBOR borrowings was 1.25%, the credit margin for base rate borrowings was 0.25%, and the commitment fee for the unused amount was 0.15%.

As of June 30, 2018, our available borrowing capacity was $344,933,000. Utilization of the borrowing capacity was as follows:

§ $360,000,000 was borrowed
§ $45,067,000 was used to provide support for outstanding standby letters of credit

TERM DEBT

All of our $2,846,407,000 of term debt is unsecured. $2,846,188,000 of such debt is governed by three essentially identical indentures that contain customary investment-grade type covenants. The primary covenant in all three indentures limits the amount of secured debt we may incur without ratably securing such debt. As of June 30, 2018, we were in compliance with all term debt covenants.

In March 2018, we early retired via exchange offer $110,949,000 of the $240,188,000 7.15% notes due 2037 for: (1) a like amount of notes due 2048 (these notes are a further issuance of, and form a single series with, the $350,000,000 of notes due 2048 issued in February 2018 as described below) and (2) $38,164,000 of cash. The cash payment primarily reflects the trading price of the retired notes relative to par and will be amortized to interest expense over the term of the notes due 2048. We recognized transaction costs of $1,314,000 with this early retirement.

In February 2018, we issued $350,000,000 of 4.70% senior notes due 2048 (these notes now total $460,949,000 including the $110,949,000 issued in March as described above) and $500,000,000 of floating-rate senior notes due 2021. Total proceeds of $846,029,000 (net of discounts, transaction costs and an interest rate derivative settlement gain), together with cash on hand, were used to retire/repay without penalty or premium: (1) the $350,000,000 term loan due 2018, (2) the $250,000,000 term loan due 2021, and (3) the $250,000,000 bank line of credit borrowings. We recognized net noncash expense of $203,000 with the acceleration of unamortized deferred transaction costs.

In January 2018, we early retired via redemption the remaining $35,111,000 of the 7.50% senior notes due 2021 at a cost of $40,719,000 including a premium of $5,608,000. Additionally, we recognized net noncash expense of $263,000 with the acceleration of unamortized deferred transaction costs.

As a result of the first quarter 2018 early debt retirements described above, we recognized premiums of $5,608,000, transaction costs of $1,314,000 and noncash expense (acceleration of unamortized deferred transaction costs) of $466,000. The combined charge of $7,388,000 was a component of interest expense in the first quarter of 2018.

In December 2017, we early retired via tender offer, $564,889,000 of the $600,000,000 7.50% senior notes due 2021 at a cost of $662,613,000 including a premium of $96,167,000 and transaction costs of $1,558,000. Additionally, we recognized net noncash expense of $4,228,000 with the acceleration of unamortized deferred transaction costs.

Also in December 2017, we entered into a 6-month $350,000,000 unsecured term loan with one of the banks that provides our line of credit. Proceeds were used for general corporate purposes. This term loan was prepaid, as described above, in February 2018 with the proceeds of the 4.70% senior notes due 2048.

In July 2017, we early retired via redemption: (1) the $272,512,000 7.00% senior notes due 2018 and (2) the $250,000,000 10.375% senior notes due 2018 — at a combined cost of $565,560,000 including a premium of $43,020,000 and transaction costs of $28,000. Additionally, we recognized net noncash expense of $3,029,000 with the acceleration of unamortized deferred discounts, transaction costs and interest rate derivative settlement losses. Such redemptions were partially funded with the proceeds of the senior notes issued in June 2017 as described below.

In June 2017, we issued $1,000,000,000 of debt composed of three issuances as follows: (1) $700,000,000 of 4.50% senior notes due 2047, (2) $50,000,000 of 3.90% senior notes due 2027 (these notes are a further issuance of, and form a single series with, the 3.90% notes issued in March 2017), and (3) $250,000,000 of floating-rate senior notes due 2020. Total proceeds of $989,512,000 (net of discounts/premiums and transaction costs) were used to partially finance an acquisition and to early retire the notes due in 2018 as described above.

In June 2017, we drew the full $250,000,000 on the unsecured delayed draw term loan due 2021. These funds were used to repay the $235,000,000 line of credit borrowings and for general corporate purposes. This term loan was prepaid, as described above, in February 2018 with proceeds of the floating-rate senior notes due 2021.

In March 2017, we issued $350,000,000 of 3.90% senior notes due 2027. Proceeds of $345,450,000 (net of discounts and transaction costs) were used for general corporate purposes. This series of notes now totals $400,000,000 including the additional $50,000,000 issued in June as described above.

As a result of the 2017 early debt retirements described above, we recognized premiums of $139,187,000, transaction costs of $1,586,000 and net noncash expense (acceleration of unamortized deferred transaction costs) of $7,257,000. The combined charge of $148,030,000 was a component of interest expense for the year ended December 31, 2017 with none recognized in the six months ended June 30, 2017.

STANDBY LETTERS OF CREDIT

We provide, in the normal course of business, certain third-party beneficiaries with standby letters of credit to support our obligations to pay or perform according to the requirements of an underlying agreement. Such letters of credit typically have an initial term of one year, typically renew automatically, and can only be modified or cancelled with the approval of the beneficiary. All of our standby letters of credit are issued by banks that participate in our $750,000,000 line of credit, and reduce the borrowing capacity thereunder. Our standby letters of credit as of June 30, 2018 are summarized by purpose in the table below:

in thousands	
Standby Letters of Credit	
Risk management insurance	$ 38,111
Reclamation/restoration requirements	6,956
Total	$ 45,067

Note 8: Commitments and Contingencies

As summarized by purpose directly above in Note 7, our standby letters of credit totaled $45,067,000 as of June 30, 2018.

As described in Note 9, our asset retirement obligations totaled $215,421,000 as of June 30, 2018.

LITIGATION AND ENVIRONMENTAL MATTERS

We are subject to occasional governmental proceedings and orders pertaining to occupational safety and health or to protection of the environment, such as proceedings or orders relating to noise abatement, air emissions or water discharges. As part of our continuing program of stewardship in safety, health and environmental matters, we have been able to resolve such proceedings and to comply with such orders without any material adverse effects on our business.

We have received notices from the United States Environmental Protection Agency (EPA) or similar state or local agencies that we are considered a potentially responsible party (PRP) at a limited number of sites under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA or Superfund) or similar state and local environmental laws. Generally, we share the cost of remediation at these sites with other PRPs or alleged PRPs in accordance with negotiated or prescribed allocations. There is inherent uncertainty in determining the potential cost of remediating a given site and in determining any individual party's share in that cost. As a result, estimates can change substantially as additional information becomes available regarding the nature or extent of site contamination, remediation methods, other PRPs and their probable level of involvement, and actions by or against governmental agencies or private parties.

We have reviewed the nature and extent of our involvement at each Superfund site, as well as potential obligations arising under other federal, state and local environmental laws. While ultimate resolution and financial liability is uncertain at a number of the sites, in our opinion based on information currently available, the ultimate resolution of claims and assessments related to these sites will not have a material effect on our consolidated results of operations, financial position or cash flows, although amounts recorded in a given period could be material to our results of operations or cash flows for that period.

We are a defendant in various lawsuits in the ordinary course of business. It is not possible to determine with precision the outcome, or the amount of liability, if any, under these lawsuits, especially where the cases involve possible jury trials with as yet undetermined jury panels.

In addition to these lawsuits in which we are involved in the ordinary course of business, certain other material legal proceedings are more specifically described below:

§ Lower Passaic River Study Area (Superfund Site) — The Lower Passaic River Study Area is part of the Diamond Shamrock Superfund Site in New Jersey. Vulcan and approximately 70 other companies are parties (collectively the Cooperating Parties Group) to a May 2007 Administrative Order on Consent (AOC) with the EPA to perform a Remedial Investigation/Feasibility Study (draft RI/FS) of the lower 17 miles of the Passaic River (River). However, before the draft RI/FS was issued in final form, the EPA issued a record of decision (ROD) in March 2016 that calls for a bank-to-bank dredging remedy for the lower 8 miles of the River. The EPA estimates that the cost of implementing this proposal is $1.38 billion. In September 2016, the EPA entered into an Administrative Settlement Agreement and Order on Consent with Occidental Chemical Corporation (Occidental) in which Occidental agreed to undertake the remedial design for this bank-to-bank dredging remedy, and to reimburse the United States for certain response costs.

In August 2017, the EPA informed certain members of the Cooperating Parties Group, including Vulcan that it planned to use the services of a third-party allocator with the expectation of offering cash-out settlements to some parties in connection with the bank-to-bank remedy. This voluntary allocation process is intended to establish an impartial third-party expert recommendation that may be considered by the government and the participants as the basis of possible settlements. We have begun participating in this voluntary allocation process, which is likely to take several years. In July 2018, Vulcan, along with more than one hundred other defendants, was sued by Occidental in United States District Court for the District of New Jersey, Newark Vicinage. Occidental is seeking cost recovery and contribution under CERCLA. It is unknown at this time whether the filing of the Occidental lawsuit will impact the EPA allocation process.

Efforts to remediate the River have been underway for many years and have involved hundreds of entities that have had operations on or near the River at some point during the past several decades. We formerly owned a chemicals operation near the mouth of the River, which was sold in 1974. The major risk drivers in the River have been identified as dioxins, PCBs, DDx and mercury. We did not manufacture any of these risk drivers and have no evidence that any of these were discharged into the River by Vulcan.

The AOC does not obligate us to fund or perform the remedial action contemplated by either the draft RI/FS or the ROD. Furthermore, the parties who will participate in funding the remediation and their respective allocations have not been determined. We do not agree that a bank-to-bank remedy is warranted, and we are not obligated to fund any of the remedial action at this time; nevertheless, we previously estimated the cost to be incurred by us as a potential participant in a bank-to-bank dredging remedy and recorded an immaterial loss for this matter in 2015.

§ TEXAS BRINE MATTER — During the operation of its former Chemicals Division, Vulcan secured the right to mine salt out of an underground salt dome formation in Assumption Parish, Louisiana from 1976 - 2005. Throughout that period and for all times thereafter, the Texas Brine Company (Texas Brine) was the operator contracted by Vulcan (and later Occidental) to mine and deliver the salt. We sold our Chemicals Division in 2005 and transferred our rights and interests related to the salt and mining operations to the purchaser, a subsidiary of Occidental, and we have had no association with the leased premises or Texas Brine since that time. In August 2012, a sinkhole developed in the vicinity of the Texas Brine mining operations, and numerous lawsuits were filed in state court in Assumption Parish, Louisiana. Other lawsuits, including class action litigation, were also filed in federal court before the Eastern District of Louisiana in New Orleans.

There are numerous defendants, including Texas Brine and Occidental, to the litigation in state and federal court. Vulcan was first brought into the litigation as a third-party defendant in August 2013 by Texas Brine. We have since been added as a direct and third-party defendant by other parties, including a direct claim by the State of Louisiana. Damage categories encompassed within the litigation include individual plaintiffs' claims for property damage, a claim by the State of Louisiana for response costs and civil penalties, claims by Texas Brine for response costs and lost profits, claims for physical damages to nearby oil and gas pipelines and storage facilities (pipelines), and business interruption claims.

In addition to the plaintiffs' claims, we were also sued for contractual indemnity and comparative fault by both Texas Brine and Occidental. It is alleged that the sinkhole was caused, in whole or in part, by our negligent actions or failure to act. It is also alleged that we breached the salt lease with Occidental, as well as an operating agreement and related contracts with Texas Brine; that we are strictly liable for certain property damages in our capacity as a former lessee of the salt lease; and that we violated certain covenants and conditions in the agreement under which we sold our Chemicals Division to Occidental. We have likewise made claims for contractual indemnity and on a basis of comparative fault against Texas Brine and Occidental. Vulcan and Occidental have since dismissed all of their claims against one another. Texas Brine has claims that remain pending against Vulcan and against Occidental.

A bench trial (judge only) began in September 2017 and ended in October in the pipeline cases. The trial was limited in scope to the allocation of comparative fault or liability for causing the sinkhole, with a damages phase of the trial to be held at a later date. In December 2017, the judge issued a ruling on the allocation of fault among the three defendants as follows: Occidental 50%, Texas Brine 35% and Vulcan 15%. This ruling has been appealed by the parties.

Also in December 2017, we agreed to a settlement in a federal putative class action which has now been finalized by the court. Our insurers participated in the settlement discussions and have funded the settlement. We have settled all but three outstanding cases. The remaining cases involve one third-party plaintiff, Texas Brine, and the State of Louisiana. Discovery remains ongoing in these cases.

We cannot reasonably estimate a range of liability pertaining to the open cases at this time.

§ HEWITT LANDFILL MATTER (SUPERFUND SITE) — In September 2015, the Los Angeles Regional Water Quality Control Board (RWQCB) issued a Cleanup and Abatement Order (CAO) directing Vulcan to assess, monitor, cleanup and abate wastes that have been discharged to soil, soil vapor, and/or groundwater at the former Hewitt Landfill in Los Angeles. The CAO follows a 2014 Investigative Order from the RWQCB that sought data and a technical evaluation regarding the Hewitt Landfill, and a subsequent amendment to the Investigative Order requiring us to provide groundwater monitoring results to the RWQCB and to create and implement a work plan for further investigation of the Hewitt Landfill. In April 2016, we submitted an interim remedial action plan (IRAP) to the RWQCB, proposing an on-site pilot test of a pump and treat system; testing and implementation of a leachate recovery system; and storm water capture and conveyance improvements.

Operation of the on-site pilot-scale treatment system began in January 2017, and was completed in April 2017. With completion of the pilot testing and other investigative work to date, we submitted an amendment to the IRAP (AIRAP) to RWQCB in August 2017 proposing the use of a pump, treat and reinjection system. In December 2017, we submitted an addendum to the AIRAP, incorporating new data acquired since the prior submission. In February 2018, the AIRAP was approved by RWQCB. As a result of this approval, we will begin to implement the on-site source control activities described in the AIRAP. Based on the preliminary design of this system, we accrued $15,239,000 in 2017 (of which $14,216,000 was recorded to other operating expense in the second quarter of 2017).

We are also engaged in an ongoing dialogue with the EPA, the Los Angeles Department of Water and Power, and other stakeholders regarding the potential contribution of the Hewitt Landfill to groundwater contamination in the North Hollywood Operable Unit (NHOU) of the San Fernando Valley Superfund Site. We are gathering and analyzing data and developing technical information to determine the extent of possible contribution by the Hewitt Landfill to the groundwater contamination in the area. This work is also intended to assist in identification of other PRPs that may have contributed to groundwater contamination in the area.

The EPA and Vulcan entered into an AOC and Statement of Work having an effective date of September 2017, for the design of two extraction wells south of the Hewitt Site to protect the North Hollywood West well field. In November 2017, we submitted a Pre-Design Investigation Work Plan to the EPA, which sets forth the activities and schedule for our evaluation of the need for a two-well remedy. Estimated costs to comply with this AOC are immaterial and have been accrued. Until the remedial design work and evaluation of the two-well remedy is complete, and a comprehensive remedial action for the NHOU is identified, we cannot reasonably estimate a loss pertaining to this matter.

It is not possible to predict with certainty the ultimate outcome of these and other legal proceedings in which we are involved and a number of factors, including developments in ongoing discovery or adverse rulings, or the verdict of a particular jury, could cause actual losses to differ materially from accrued costs. No liability was recorded for claims and litigation for which a loss was determined to be only reasonably possible or for which a loss could not be reasonably estimated. Legal costs incurred in defense of lawsuits are expensed as incurred. In addition, losses on certain claims and litigation described above may be subject to limitations on a per occurrence basis by excess insurance, as described in our most recent Annual Report on Form 10-K.

Note 9: Asset Retirement Obligations

Asset retirement obligations (AROs) are legal obligations associated with the retirement of long-lived assets resulting from the acquisition, construction, development and/or normal use of the underlying assets. Recognition of a liability for an ARO is required in the period in which it is incurred at its estimated fair value. The associated asset retirement costs are capitalized as part of the carrying amount of the underlying asset and depreciated over the estimated useful life of the asset. The liability is accreted through charges to operating expenses. If the ARO is settled for other than the carrying amount of the liability, we recognize a gain or loss on settlement.

We record all AROs for which we have legal obligations for land reclamation at estimated fair value. Essentially all these AROs relate to our underlying land, including both owned properties and mineral leases. For the three and six month periods ended June 30, we recognized ARO operating costs related to accretion of the liabilities and depreciation of the assets as follows:

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
ARO Operating Costs				
Accretion	$ 2,668	$ 2,881	$ 5,352	$ 5,763
Depreciation	1,343	1,615	2,680	3,247
Total	$ 4,011	$ 4,496	$ 8,032	$ 9,010

ARO operating costs are reported in cost of revenues. AROs are reported within other noncurrent liabilities in our accompanying Condensed Consolidated Balance Sheets.

Reconciliations of the carrying amounts of our AROs are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Asset Retirement Obligations				
Balance at beginning of period	$ 214,709	$ 226,012	$ 218,117	$ 223,872

Liabilities incurred	0	335	0	335
Liabilities settled	(1,805)	(5,610)	(7,826)	(10,475)
Accretion expense	2,668	2,881	5,352	5,763
Revisions, net	(151)	335	(222)	4,458
Balance at end of period	$ 215,421	$ 223,953	$ 215,421	$ 223,953

ARO liabilities settled during the first six months of 2018 and 2017 include $5,158,000 and $5,017,000, respectively, of reclamation activities required under a development agreement and conditional use permits at two adjacent aggregates sites on owned property in Southern California. The reclamation required under the reclamation agreement will result in the restoration and development of 90 acres of previously mined property suitable for retail and commercial development.

Note 10: Benefit Plans

We sponsor three qualified, noncontributory defined benefit pension plans. These plans cover substantially all employees hired before July 2007, other than those covered by union-administered plans. Normal retirement age is 65, but the plans contain provisions for earlier retirement. Benefits for the Salaried Plan and the Chemicals Hourly Plan are generally based on salaries or wages and years of service; the Construction Materials Hourly Plan provides benefits equal to a flat dollar amount for each year of service. In addition to these qualified plans, we sponsor three unfunded, nonqualified pension plans.

Effective July 2007, we amended our defined benefit pension plans to no longer accept new participants. Effective December 2013, we amended our defined benefit pension plans to freeze future benefit accruals for salaried pension participants. Effective December 31, 2015, we amended our defined benefit pension plans to freeze earnings for salaried pension participants.

The following table sets forth the components of net periodic pension benefit cost:

PENSION BENEFITS	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Components of Net Periodic Benefit Cost				
Service cost	$ 1,429	$ 1,654	$ 2,858	$ 3,308
Interest cost	8,875	9,058	17,751	18,115
Expected return on plan assets	(14,797)	(12,096)	(29,594)	(24,192)
Amortization of prior service cost	335	335	670	670
Amortization of actuarial loss	2,456	1,823	4,913	3,647
Net periodic pension benefit cost (credit)	$ (1,702)	$ 774	$ (3,402)	$ 1,548
Pretax reclassifications from AOCI included in net periodic pension benefit cost	$ 2,791	$ 2,158	$ 5,583	$ 4,317

The contributions to pension plans for the six months ended June 30, 2018 and 2017, as reflected on the Condensed Consolidated Statements of Cash Flows, pertain to benefit payments under nonqualified plans and a first quarter 2018 discretionary qualified plan contribution of $100,000,000.

In addition to pension benefits, we provide certain healthcare and life insurance benefits for some retired employees. In 2012, we amended our postretirement healthcare plan to cap our portion of the medical coverage cost at the 2015 level. Substantially all our salaried employees and, where applicable, certain of our hourly employees may become eligible for these benefits if they reach a qualifying age and meet certain service requirements. Generally, Company-provided healthcare benefits end when covered individuals become eligible for Medicare benefits, become eligible for other group insurance coverage or reach age 65, whichever occurs first.

The following table sets forth the components of net periodic other postretirement benefit cost:

OTHER POSTRETIREMENT BENEFITS	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Components of Net Periodic Benefit Cost				
Service cost	$ 340	$ 291	$ 679	$ 583
Interest cost	310	315	620	630
Amortization of prior service credit	(990)	(1,059)	(1,981)	(2,118)
Amortization of actuarial gain	(325)	(396)	(649)	(793)
Net periodic postretirement benefit credit	$ (665)	$ (849)	$ (1,331)	$ (1,698)
Pretax reclassifications from AOCI included in net periodic postretirement benefit credit	$ (1,315)	$ (1,455)	$ (2,630)	$ (2,911)

We present the service cost component of net periodic benefit cost in cost of revenues and selling, administrative and general expense consistent with employee compensation costs. The other components of net periodic benefit cost (credit) are reported within other nonoperating income in our accompanying Condensed Consolidated Statements of Comprehensive Income.

Note 11: other Comprehensive Income

Comprehensive income comprises two subsets: net earnings and other comprehensive income (OCI). The components of other comprehensive income are presented in the accompanying Condensed Consolidated Statements of Comprehensive Income, net of applicable taxes.

Amounts in accumulated other comprehensive income (AOCI), net of tax, are as follows:

in thousands	June 30 2018	December 31 2017	June 30 2017
AOCI			
Interest rate hedges	$ (8,824)	$ (11,438)	$ (12,653)
Pension and postretirement plans	(135,845)	(138,028)	(125,221)
Total	$ (144,669)	$ (149,466)	$ (137,874)

Changes in AOCI, net of tax, for the six months ended June 30, 2018 are as follows:

in thousands	Interest Rate Hedges	Pension and Postretirement Benefit Plans	Total
AOCI			
Balance as of December 31, 2017	$ (11,438)	$ (138,028)	$ (149,466)
Other comprehensive income before reclassifications	2,496	0	2,496
Amounts reclassified from	118	2,183	2,301

AOCI			
Net current period OCI changes	2,614	2,183	4,797
Balance as of June 30, 2018	$ (8,824)	$ (135,845)	$ (144,669)

Amounts reclassified from AOCI to earnings, are as follows:

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Amortization of Interest Rate Hedge Losses				
Interest expense	$ 71	$ 539	$ 160	$ 1,067
Benefit from income taxes	(19)	(211)	(42)	(420)
Total	$ 52	$ 328	$ 118	$ 647
Amortization of Pension and Postretirement Plan Actuarial Loss and Prior Service Cost				
Other nonoperating income	$ 1,477	$ 703	$ 2,953	$ 1,406
Benefit from income taxes	(385)	(276)	(770)	(551)
Total	$ 1,092	$ 427	$ 2,183	$ 855
Total reclassifications from AOCI to earnings	$ 1,144	$ 755	$ 2,301	$ 1,502

Note 12: Equity

Our capital stock consists solely of common stock, par value $1.00 per share. Holders of our common stock are entitled to one vote per share. Our Certificate of Incorporation also authorizes 5,000,000 shares of preferred stock of which no shares have been issued.

There were no shares held in treasury as of June 30, 2018, December 31, 2017 and June 30, 2017.

Our common stock purchases (all of which were open market purchases) and subsequent retirements are summarized below:

in thousands, except average price	June 30 2018	December 31 2017	June 30 2017
Shares Purchased and Retired			
Number	643	510	510
Total purchase price	$ 74,921	$ 60,303	$ 60,303
Average price per share	$ 116.49	$ 118.18	$ 118.18

As of June 30, 2018, 8,846,570 shares may be purchased under the current purchase authorization of our Board of Directors.

Changes in total equity are summarized below:

in thousands	Six Months Ended June 30 2018	2017
Total Equity		
Balance at beginning of year	$ 4,968,893	$ 4,572,476

Net earnings	212,631	165,060
Common stock issued		
Share-based compensation plans, net of shares withheld for taxes	(31,337)	(24,108)
Purchase and retirement of common stock	(74,921)	(60,303)
Share-based compensation expense	14,763	13,671
Cash dividends on common stock ($0.56/$0.50 per share)	(74,196)	(66,194)
Other comprehensive income	4,797	1,502
Balance at end of period	$ 5,020,630	$ 4,602,104

Note 13: Segment Reporting

We have four operating (and reportable) segments organized around our principal product lines: Aggregates, Asphalt, Concrete and Calcium. The vast majority of our activities are domestic. We sell a relatively small amount of construction aggregates outside the United States. Our Asphalt and Concrete segments are primarily supplied with their aggregates requirements from our Aggregates segment. These intersegment sales are made at local market prices for the particular grade and quality of product used in the production of asphalt mix and ready-mixed concrete. Management reviews earnings from the product line reporting segments principally at the gross profit level.

segment financial disclosure

	Three Months Ended June 30		Six Months Ended June 30	
in thousands	2018	2017	2018	2017
Total Revenues				
Aggregates 1	$ 956,265	$ 817,586	$ 1,655,922	$ 1,467,886
Asphalt	211,828	175,758	315,663	271,534
Concrete	106,723	105,213	207,685	193,963
Calcium	2,282	1,971	4,224	3,857
Segment sales	$ 1,277,098	$ 1,100,528	$ 2,183,494	$ 1,937,240
Aggregates intersegment sales	(76,947)	(69,765)	(128,869)	(119,149)
Total revenues	$ 1,200,151	$ 1,030,763	$ 2,054,625	$ 1,818,091
Gross Profit				
Aggregates 2	$ 283,476	$ 251,419	$ 431,697	$ 390,210
Asphalt 2	25,750	28,760	25,996	37,242
Concrete 2	13,191	9,253	23,511	19,478
Calcium	767	585	1,315	1,308
Total	$ 323,184	$ 290,017	$ 482,519	$ 448,238
Depreciation, Depletion, Accretion and Amortization (DDA&A)				
Aggregates	$ 69,738	$ 60,832	$ 135,691	$ 118,488
Asphalt	7,298	6,615	14,300	12,347

Concrete	3,049	3,672	6,463	6,695
Calcium	70	192	139	387
Other	5,478	5,464	10,479	10,422
Total	$ 85,633	$ 76,775	$ 167,072	$ 148,339
Identifiable Assets 3				
Aggregates			$ 8,751,186	$ 7,931,603
Asphalt			625,985	358,801
Concrete			276,743	233,355
Calcium			4,258	3,939
Total identifiable assets			$ 9,658,172	$ 8,527,698
General corporate assets			125,497	212,446
Cash and cash equivalents and restricted cash			61,115	1,129,799
Total			$ 9,844,784	$ 9,869,943

1 Includes product sales, as well as freight & delivery costs that we pass along to our customers, and service revenues related to aggregates.
2 The 2017 amounts have been revised as a result of our adoption of ASU 2017-07 as described in Note 17.
3 Certain temporarily idled assets are included within a segment's Identifiable Assets but the associated DDA&A is shown within Other in the DDA&A section above as the related DDA&A is excluded from segment gross profit.

Note 14: Supplemental Cash Flow Information

Supplemental information referable to our Condensed Consolidated Statements of Cash Flows is summarized below:

	Six Months Ended June 30	
in thousands	2018	2017
Cash Payments (Refunds)		
Interest (exclusive of amount capitalized)	$ 62,021	$ 67,849
Income taxes	(102,711)	117,204
Noncash Investing and Financing Activities		
Accrued liabilities for purchases of property, plant & equipment	$ 21,257	$ 17,924
Amounts referable to business acquisitions		
Liabilities assumed	4,040	1,935
Consideration payable to seller	4,500	0

Note 15: Goodwill

Goodwill is recognized when the consideration paid for a business exceeds the fair value of the tangible and identifiable intangible assets acquired. Goodwill is allocated to reporting units for purposes of testing goodwill for impairment. There were no charges for goodwill impairment in the six month periods ended June 30, 2018 and 2017. Accumulated goodwill impairment losses amount to $252,664,000 in the Calcium segment.

We have four reportable segments organized around our principal product lines: Aggregates, Asphalt, Concrete and Calcium. Changes in the carrying amount of goodwill by reportable segment from December 31, 2017 to June 30, 2018 are summarized below:

in thousands	Aggregates	Asphalt	Concrete	Calcium	Total
Goodwill					

Total as of December 31, 2017	$	3,030,688	$	91,633	$	0	$	0	$	3,122,321
Goodwill of acquired businesses 1		41,633		0		0		0		41,633
Total as of June 30, 2018	$	3,072,321	$	91,633	$	0	$	0	$	3,163,954

1 See Note 16 for a summary of acquisitions.

We test goodwill for impairment on an annual basis or more frequently if events or circumstances change in a manner that would more likely than not reduce the fair value of a reporting unit below its carrying value. A decrease in the estimated fair value of one or more of our reporting units could result in the recognition of a material, noncash write-down of goodwill.

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Note 16: Acquisitions and Divestitures

BUSINESS ACQUISITIONS

2018 BUSINESS ACQUISITIONS — Through the six months ended June 30, 2018, we purchased the following operations for total consideration of $217,440,000:

- Alabama — aggregates, asphalt mix and construction paving operations
- California — asphalt mix operations
- Texas — aggregates rail yards, asphalt mix and construction paving operations

The 2018 acquisitions listed above are reported in our condensed consolidated financial statements as of their respective acquisition dates. None of these acquisitions are material to our results of operations or financial position either individually or collectively. The fair value of consideration transferred for these acquisitions and the preliminary amounts (pending appraisals for intangible assets and property, plant & equipment) of assets acquired and liabilities assumed, are summarized below:

in thousands	June 30 2018
Fair Value of Purchase Consideration	
Cash	$ 212,940
Payable to seller	4,500
Total fair value of purchase consideration	$ 217,440
Identifiable Assets Acquired and Liabilities Assumed	
Accounts and notes receivable, net	$ 14,218
Inventories	12,110
Other current assets	826
Property, plant & equipment	105,613
Other intangible assets	
Contractual rights in place	90,803
Deferred income taxes, net	(36,172)
Liabilities assumed	(10,599)
Net identifiable assets acquired	$ 176,799
Goodwill	$ 40,641

As a result of the 2018 acquisitions, we recognized $90,803,000 of amortizable intangible assets (contractual rights in place). The contractual rights in place will be amortized against earnings ($89,723,000 – straight-line over a weighted-average 20 years and $1,080,000 – units of sales over an excess of 20 years) of which $4,720,000 will be deductible for income tax purposes over 15 years. Of the $40,641,000 of goodwill noted above (none of which will be deductible for income tax purposes), $36,172,000 represents the balance of deferred tax liabilities generated from carrying over the seller's tax basis in the assets acquired.

2017 BUSINESS ACQUISITIONS — For the full year 2017, we purchased the following operations for total consideration of $842,013,000 ($822,432,000 cash, $9,681,000 payable, $9,900,000 fair value of assets swapped), less $287,292,000 cash received for assets divested immediately upon acquisition as required by the Department of Justice:

§ Arizona — asphalt mix operations
§ California — aggregates and ready-mixed concrete operations
§ Florida — aggregates operations
§ Georgia — aggregates operations
§ Illinois — aggregates operations
§ New Mexico — aggregates operations
§ South Carolina — aggregates operations
§ Tennessee — aggregates, asphalt mix and construction paving operations
§ Virginia — aggregates and ready-mixed concrete operations

The fair value of consideration transferred for the 2017 acquisitions considered to be material, and the preliminary amounts at December 31, 2017 (immaterial adjustments were recorded in the first and second quarters of 2018 including an increase to goodwill of $992,000) of assets acquired and liabilities assumed, are summarized below:

in thousands	December 31 2017
Fair Value of Purchase Consideration	
Cash	$ 1,072,978
Payable to seller	7,837
Total fair value of purchase consideration	$ 1,080,815
Identifiable Assets Acquired and Liabilities Assumed	
Accounts and notes receivable, net	$ 14,955
Inventories	21,679
Other current assets	608
Investments	3,590
Property, plant & equipment	433,606
Other intangible assets	
Contractual rights in place	295,482
Liabilities assumed	(3,894)
Net identifiable assets acquired	$ 766,026
Goodwill	$ 27,497
Net Assets Divested Immediately Upon Acquisition	$ 287,292

As a result of the 2017 acquisitions, we recognized $309,112,000 of amortizable intangible assets ($309,012,000 contractual rights in place and $100,000 other intangibles). The contractual rights in place will be amortized against earnings ($73,879,000 – straight-line over a weighted-average 19.3 years and $235,133,000 – units of sales over an estimated 54.7 years) and deductible for income tax purposes over 15 years.

DIVESTITURES AND PENDING DIVESTITURES

In the first quarter of 2018, we sold:

§ ready-mixed concrete operations in Georgia resulting in a pretax gain of $2,929,000 (we retained all real property which is leased to the buyer, and obtained a long-term aggregates supply agreement)

In 2017, we sold:

§ Fourth quarter — swapped ready-mixed concrete operations in Arizona (fair value of $9,900,000 and book value of $1,879,000) for an asphalt mix operation in Arizona resulting in a pretax gain of $8,021,000

§ Fourth quarter — as required by the Department of Justice, we immediately divested certain assets obtained in the Aggregates USA acquisition resulting in no gain

No assets met the criteria for held for sale at June 30, 2018, December 31, 2017 or June 30, 2017.

Note 17: New Accounting Standards

ACCOUNTING STANDARDS RECENTLY ADOPTED

PRESENTATION OF BENEFIT PLAN COSTS During the first quarter of 2018, we adopted Accounting Standards Update (ASU) 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," on a retrospective basis as required. This ASU changed the presentation of the net benefit cost in the income statement and limits benefit costs eligible for inventory capitalization to the service cost component (benefit costs capitalized in inventory are immaterial to our financial statements). We continue to present the service cost component of net benefit cost in cost of revenues and selling, administrative and general expenses consistent with employee compensation costs. The other components of net benefit cost (credit) are now included in other nonoperating income. These other components were a net credit for all periods presented resulting in a decrease in operating earnings and an increase in other nonoperating income, as follows: three months ended June 30, 2018 of $4,135,000; three months ended June 30, 2017 of $2,021,000; six months ended June 30, 2018 of $8,269,000; and six months ended June 30, 2017 of $4,041,000.

ACCOUNTING STANDARDS PENDING ADOPTION

RELEASING STRANDED TAX EFFECTS In February 2018, the Financial Accounting Standards Board (FASB) issued ASU 2018-02, "Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income," which allows for the reclassification from accumulated other comprehensive income (AOCI) to retained earnings of stranded tax effects resulting from the TCJA enacted in December 2017. This ASU also requires entities to disclose their accounting policy for releasing income tax effects from AOCI. ASU 2018-02 is effective for fiscal years beginning after December 15, 2018. We expect to early adopt this standard in the fourth quarter of 2018 effective as of the beginning of the year. While we are still evaluating the impact of ASU 2018-02, we do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

CREDIT LOSSES In June 2016, the FASB issued ASU 2016-13, "Measurement of Credit Losses on Financial Instruments," which amends guidance on the impairment of financial instruments. The new guidance estimates credit losses based on expected losses, modifies the impairment model for available-for-sale debt securities and provides for a simplified accounting model for purchased financial assets with credit deterioration. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2019, and interim reporting periods within those annual reporting periods. Early adoption is permitted for annual reporting periods beginning after December 15, 2018. While we are still evaluating the impact of ASU 2016-13, we do not expect the adoption of this standard to have a material impact on our consolidated financial statements.

LEASE ACCOUNTING In February 2016, the FASB issued ASU 2016-02, “Leases,” which amends existing accounting standards for lease accounting and adds additional disclosures about leasing arrangements. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases (excluding mineral leases) with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement and presentation of cash flow in the statement of cash flows. This ASU is effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within those annual reporting periods. Early adoption is permitted and modified retrospective application is required. We will adopt this standard in the first quarter of 2019. We continue to evaluate the impact of this standard on our consolidated financial statements. The majority of our leases are for real property (land and buildings), which we have determined will be treated as operating leases under this ASU. As a result, we anticipate recording a right-of-use asset and related lease liability for these leases, but we do not expect our expense recognition pattern to change. Therefore, we do not anticipate any significant change to our statements of comprehensive income or cash flows as a result of adopting this standard.

ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL COMMENTS

Overview

We provide the basic materials for the infrastructure needed to maintain and expand the U.S. economy. We operate primarily in the U.S. and are the nation's largest supplier of construction aggregates (primarily crushed stone, sand and gravel) and a major producer of asphalt mix and ready-mixed concrete. Our strategy and competitive advantage are based on our strength in aggregates. Aggregates are used in most types of construction and in the production of asphalt mix and ready-mixed concrete.

Demand for our products is dependent on construction activity and correlates positively with growth in population, household formation and employment. End uses include public construction (e.g., highways, bridges, buildings, airports, schools, prisons, sewer and waste disposal systems, water supply systems, dams and reservoirs), private nonresidential construction (e.g., manufacturing, retail, offices, industrial and institutional) and private residential construction (e.g., single-family houses, duplexes, apartment buildings and condominiums). Customers for our products include heavy construction and paving contractors; commercial building contractors; concrete products manufacturers; residential building contractors; railroads and electric utilities; and to a smaller extent state, county and municipal governments.

Aggregates have a high weight-to-value ratio and, in most cases, must be produced near where they are used; if not, transportation can cost more than the materials, rendering them uncompetitive compared to locally produced materials. Exceptions to this typical market structure include areas along the U.S. Gulf Coast and the Eastern Seaboard where there are limited supplies of locally available high-quality aggregates. We serve these markets from quarries that have access to cost-effective long-haul transportation — shipping by barge and rail — and from our quarry on Mexico's Yucatan Peninsula with our fleet of Panamax-class, self-unloading ships.

There are practically no substitutes for quality aggregates. Because of barriers to entry created in many metropolitan markets by zoning and permitting regulation and because of high transportation costs relative to the value of the product, the location of reserves is a critical factor to our long-term success.

No material part of our business depends upon any single customer whose loss would have a significant adverse effect on our business. In 2017, our five largest customers accounted for 7.3% of our total revenues (excluding internal sales), and no single customer accounted for more than 2.4% of our total revenues. Our products typically are sold to private industry and not directly to governmental entities. Although approximately 45% to 55% of our aggregates shipments have historically been used in publicly funded construction, such as highways, airports and government buildings, relatively insignificant sales are made directly to federal, state, county or municipal governments/agencies. Therefore, although reductions in state and federal funding can curtail publicly funded construction, our business is not directly subject to renegotiation of profits or termination of contracts with state or federal governments.

While aggregates is our focus and primary business, we believe vertical integration between aggregates and downstream products, such as asphalt mix and ready-mixed concrete, can be managed effectively in certain markets generating acceptable financial returns and enhancing financial returns in our core Aggregates segment. We produce and sell asphalt mix and/or ready-mixed concrete primarily in our Alabama, mid-Atlantic, Southwestern, Tennessee and Western markets. Aggregates comprise approximately 95% of asphalt mix by weight and 80% of ready-mixed concrete by weight. In both of these downstream businesses, aggregates are primarily supplied from our own operations.

Seasonality and cyclical nature of our business

Almost all our products are produced and consumed outdoors. Seasonal changes and other weather-related conditions can affect the production and sales volume of our products. Therefore, the financial results for any quarter do not necessarily indicate the results expected for the year. Normally, the highest sales and earnings are in the third quarter and the lowest are in the first quarter. Furthermore, our sales and earnings are sensitive to national, regional and local economic conditions, demographic and population fluctuations, and particularly to cyclical swings in construction spending, primarily in the private sector.

EXECUTIVE SUMMARY

Financial highlights for Second Quarter 2018

Compared to second quarter 2017:

§ Total revenues increased $169.4 million, or 16%, to $1,200.2 million
§ Gross profit increased $33.2 million, or 11%, to $323.2 million
§ Aggregates segment sales increased $138.7 million, or 17%, to $956.3 million
§ Aggregates segment freight-adjusted revenues increased $99.1 million, or 16%, to $730.5 million
§ Shipments increased 15%, or 7.0 million tons, to 55.0 million tons
§ Same-store shipments increased 11%, or 5.2 million tons, to 53.0 million tons
§ Freight-adjusted sales price increased 1%, or $0.13 per ton
§ Same-store freight-adjusted sales price increased 1%, or $0.16 per ton
§ Segment gross profit increased $32.1 million, or 13%, to $283.5 million
§ Asphalt, Concrete and Calcium segment gross profit increased $1.1 million, or 3%, to $39.7 million, collectively
§ Selling, administrative and general (SAG) expenses increased $6.0 million and declined 0.7 percentage points (70 basis points) as a percentage of total revenues
§ Operating earnings increased $38.3 million, or 20%, to $230.3 million
§ Earnings from continuing operations were $160.3 million, or $1.20 per diluted share, compared to $111.7 million, or $0.83 per diluted share
§ Discrete items in the second quarter of 2018 include:
§ pretax charges of $4.5 million associated with business development
§ pretax charges of $1.1 million for restructuring
§ Discrete items in the second quarter of 2017 include:
§ pretax interest charges of $5.1 million related to carried interest on the March 2017 debt issuance
§ pretax charges of $15.0 million for divested operations
§ Net earnings were $159.7 million, an increase of $39.5 million, or 33%
§ Adjusted EBITDA was $324.8 million, an increase of $37.2 million, or 13%
§ Increased capital returned to shareholders via dividends ($37.0 million @ $0.28 per share versus $33.0 million @ $0.25 per share) and share repurchases ($19.4 million @ an average of $113.29 per share versus $11.1 million @ an average of $118.67 per share)

Second quarter net earnings increased 33% year-over-year to $159.7 million on a 16% increase in total revenues. Earnings from continuing operations of $160.3 million compared favorably to $111.7 million in the prior year period. Adjusted EBITDA increased 13% to $324.8 million.

We reported 11% growth in gross profit led by a 13% increase in our core Aggregates segment. Aggregates shipments increased 15% (same-store 11%). Vulcan-served markets are experiencing stronger growth in demand than other markets, and higher public funding for transportation infrastructure is now converting to higher shipments of aggregates. Freight-adjusted sales price increased 1% from the prior year, and adjusted for mix, increased 3%. Apart from geographic mix impacts, our pricing momentum continues to strengthen, including in our backlogged work.

Unit margins improved versus the prior year despite higher than anticipated costs for energy — a 30% increase in diesel cost per gallon lowered Aggregates segment gross profit by $7.3 million. Despite this headwind, second quarter Aggregates segment gross profit increased to $283.5 million and cash gross profit was $6.43 per ton (same-store $6.55 per ton). Our Aggregates segment gross profit flow-through rate has begun to move towards longer-term expectations of 60%. Through the first half of 2018, same-store incremental gross profit was 43% of incremental segment sales excluding freight & delivery, and 56% excluding the impact of higher unit prices for diesel fuel. Our operating disciplines remain strong, and margins should continue to improve as we turn the corner on costs related to last year’s storms.

Higher concrete earnings (+$3.9 million) offset lower asphalt earnings ($3.0 million) resulting from a 28% increase in liquid asphalt cost.

We remain on track with our full year expectations. Higher public funding for transportation is finally converting to higher shipments of aggregates and private end-use demand in Vulcan-served markets continues to recover steadily, growing at a rate that is significantly ahead of the rest of the country. We expect aggregates shipment growth for the balance of the year consistent with that experienced in the second quarter, leading to full year same-store shipment growth of between 7% and 9% (albeit at a lower-priced geographic sales mix). Given the strong aggregates shipment growth we have seen and expect to continue through the balance of the year, we reiterate our full-year expectations for 2018 earnings from continuing operations of between $4.00 and $4.65 per diluted share and Adjusted EBITDA of between $1.15 and $1.25 billion.

Our capital allocation priorities remain unchanged, as does our intent to maintain an investment-grade credit rating. During the second quarter, we invested $41.0 million on core operating and maintenance capital, in line with expectations. We continue to expect core operating and maintenance capital spending for the full year of approximately $250.0 million. During the quarter, we invested $77.4 million in internal growth projects. Current projects underway include securing new aggregates reserves, developing new production sites, enhancing our distribution capabilities, and selectively expanding our asphalt and concrete production capabilities. We plan for $350.0 million in internal growth capital expenditures during 2018 and anticipate a significantly lower figure for 2019.

We completed three bolt-on acquisitions during the first half of the year for total consideration of $219.0 million. These acquisitions complement our existing positions in Alabama, California and Texas. We also divested our Georgia ready-mixed concrete operations during the first half of the year.

We actively manage our business portfolio with a view toward driving long-term growth of after tax cash flow from earnings. For 2018, we expect to generate approximately $825.0 million of after tax cash flow from earnings. With disciplined capital deployment and compounding improvements in unit margins, our aggregate-centric business model should enable further significant gains in after tax cash flow from earnings as the recovery moves forward.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

SAME-STORE

We have provided certain information on a same-store basis. When discussing our financial results in comparison to prior periods, we may exclude the operating results of acquired/divested businesses that do not have comparable results in the periods being discussed. These recently acquired/divested businesses are disclosed in Note 16 “Acquisitions and Divestitures.” This approach allows us to evaluate the performance of our operations on a comparable basis. We believe that measuring performance on a same-store basis is useful to investors because it enables evaluation of how our operations are performing period over period without the effects of acquisition and divestiture activity. Our same-store information may not be comparable to similar measures used by other companies.

AGGREGATES SEGMENT FREIGHT-ADJUSTED REVENUES

Aggregates segment freight-adjusted revenues is not a Generally Accepted Accounting Principle (GAAP) measure. We present this metric as it is consistent with the basis by which we review our operating results. We believe that this presentation is consistent with our competitors and meaningful to our investors as it excludes revenues associated with freight & delivery, which are pass-through activities. It also excludes immaterial other revenues related to services, such as landfill tipping fees, that are derived from our aggregates business. Additionally, we use this metric as the basis for calculating the average sales price of our aggregates products. Reconciliation of this metric to its nearest GAAP measure is presented below:

	Three Months Ended June 30		Six Months Ended June 30	
dollars in millions	2018	2017	2018	2017
Aggregates segment				
Segment sales	$ 956.3	$ 817.6	$ 1,655.9	$ 1,467.9
Less				
Freight & delivery revenues 1	213.5	176.4	372.4	324.3
Other revenues	12.3	9.8	23.6	15.4
Freight-adjusted revenues	$ 730.5	$ 631.4	$ 1,259.9	$ 1,128.2
Unit shipments - tons	55.0	48.0	95.5	86.2
Freight-adjusted sales price	$ 13.29	$ 13.16	$ 13.19	$ 13.09

1

At the segment level, freight & delivery revenues include intersegment freight & delivery (which are eliminated at the consolidated level) and freight to remote distribution sites.

Aggregates segment gross profit margin as a percentage of segment sales excluding freight & delivery (revenues and costs) is not a GAAP measure. We present this metric as it is consistent with the basis by which we review our operating results. We believe that this presentation is consistent with our competitors and meaningful to our investors as it excludes revenues associated with freight & delivery, which are pass-through activities (we do not generate a profit associated with the transportation component of the selling price of the product). Incremental gross profit as a percentage of segment sales excluding freight & delivery represents the year-over-year change in gross profit divided by the year-over-year change in segment sales excluding freight & delivery. Reconciliations of these metrics to their nearest GAAP measures are presented below:

Aggregates segment gross profit margin in accordance with gaap

	Three Months Ended June 30		Six Months Ended June 30	
dollars in millions	2018	2017	2018	2017
Aggregates segment				
Gross profit	$ 283.5	$ 251.4	$ 431.7	$ 390.2
Segment sales	$ 956.3	$ 817.6	$ 1,655.9	$ 1,467.9
Gross profit margin	29.6%	30.8%	26.1%	26.6%
Incremental gross profit margin	23.1%		22.1%	

Aggregates segment gross profit as a percentage of segment sales excluding freight & delivery

	Three Months Ended June 30		Six Months Ended June 30	
dollars in millions	2018	2017	2018	2017
Aggregates segment				
Gross profit	$ 283.5	$ 251.4	$ 431.7	$ 390.2
Segment sales	$ 956.3	$ 817.6	$ 1,655.9	$ 1,467.9
Freight & delivery revenues 1	213.5	176.4	372.4	324.3
Segment sales excluding freight & delivery	$ 742.8	$ 641.2	$ 1,283.5	$ 1,143.6
Gross profit as a percentage of segment sales excluding freight & delivery	38.2%	39.2%	33.6%	34.1%
Incremental gross profit as a percentage of segment sales excluding freight & delivery	31.6%		29.7%	

1 At the segment level, freight & delivery revenues include intersegment freight & delivery (which are eliminated at the consolidated level) and freight to remote distribution sites.

GAAP does not define "cash gross profit" and it should not be considered as an alternative to earnings measures defined by GAAP. We and the investment community use this metric to assess the operating performance of our business. Additionally, we present this metric as we believe that it closely correlates to long-term shareholder value. We do not use this metric as a measure to allocate resources. Aggregates segment cash gross profit per ton is computed by dividing Aggregates segment cash gross profit by tons shipped. Reconciliation of this metric to its nearest GAAP measure is presented below:

cash gross profit

	Three Months Ended June 30				Six Months Ended June 30			
in millions, except per ton data	2018		2017		2018		2017	
Aggregates segment								
Gross profit	$	283.5	$	251.4	$	431.7	$	390.2
DDA&A	69.7		60.9		135.7		118.5	
Aggregates segment cash gross profit	$	353.2	$	312.3	$	567.4	$	508.7
Unit shipments - tons	55.0		48.0		95.5		86.2	
Aggregates segment cash gross profit per ton	$	6.43	$	6.51	$	5.94	$	5.90
Asphalt segment								
Gross profit	$	25.8	$	28.8	$	26.0	$	37.2
DDA&A	7.3		6.6		14.3		12.4	
Asphalt segment cash gross profit	$	33.1	$	35.4	$	40.3	$	49.6
Concrete segment								
Gross profit	$	13.2	$	9.3	$	23.5	$	19.5
DDA&A	3.0		3.6		6.5		6.7	
Concrete segment cash gross profit	$	16.2	$	12.9	$	30.0	$	26.2
Calcium segment								
Gross profit	$	0.8	$	0.6	$	1.3	$	1.3
DDA&A	0.0		0.2		0.2		0.4	
Calcium segment cash gross profit	$	0.8	$	0.8	$	1.5	$	1.7

GAAP does not define "Earnings Before Interest, Taxes, Depreciation and Amortization" (EBITDA) and it should not be considered as an alternative to earnings measures defined by GAAP. We use this metric to assess the operating performance of our business and as a basis for strategic planning and forecasting as we believe that it closely correlates to long-term shareholder value. We do not use this metric as a measure to allocate resources. We adjust EBITDA for certain items to provide a more consistent comparison of earnings performance from period to period. Reconciliation of this metric to its nearest GAAP measure is presented below:

EBITDA and adjusted ebitda

	Three Months Ended June 30		Six Months Ended June 30	
in millions	2018	2017	2018	2017
Net earnings	$ 159.7	$ 120.1		