AZZ INC
Form 10-Q
June 25, 2010

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

FORM 10-Q

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

For the quarterly period ended May 31, 2010

OR

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

Commission file number 1-12777

AZZ incorporated
(Exact name of registrant as specified in its charter)

TEXAS	75-0948250
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Museum Place, Suite 500 3100 West Seventh Street Fort Worth, Texas	76107
(Address of principal executive offices)	(Zip Code)

(817) 810-0095
Registrant's telephone number, including area code:

NONE
(Former name, former address and former fiscal year, if changed since last report)

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

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

to submit and post such files).

Yes £ No £

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

Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller Reporting Company
£	T	£	£

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

Yes £ No T

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

Title of each class:	Outstanding at May 31, 2010:
Common Stock, $1.00 par value per share	12,424,701

AZZ incorporated
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS

	05/31/10 (Unaudited)	02/28/10
Assets		
Current Assets:		
Cash and Cash Equivalents	$ 110,166,107	$ 110,607,029
Accounts Receivable (Net of Allowance for Doubtful Accounts of $619,116 at May 31, 2010 and $720,000 at February 28, 2010	39,498,395	39,431,918
Inventories:		
Raw Material	27,252,167	23,356,416
Work-In-Process	11,955,172	11,541,710
Finished Goods	4,828,279	5,226,455
Costs and Estimated Earnings In Excess of Billings On Uncompleted Contracts	11,373,635	10,782,424
Deferred Income Taxes	5,723,261	5,225,379
Prepaid Expenses and Other	3,641,314	1,281,605
Total Current Assets	214,438,330	207,452,936
Property, Plant and Equipment, Net	85,427,889	87,364,502
Goodwill	69,490,838	69,420,256
Intangibles and Other Assets	17,381,891	17,723,464
	$ 386,738,948	$ 381,961,158
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts Payable	$ 15,626,993	$ 12,116,783
Income Tax Payable	3,168,470	246,602
Accrued Salaries and Wages	3,393,823	4,978,522
Other Accrued Liabilities	11,955,547	17,609,729
Customer Advance Payment	7,533,033	7,454,650
Billings In Excess of Costs and Estimated Earnings On Uncompleted Contracts	1,820,865	1,221,902
Total Current Liabilities	43,498,731	43,628,188
Long-Term Debt Due After One Year	100,000,000	100,000,000
Deferred Income Taxes	10,031,215	10,466,932
Shareholders' Equity:		
Common Stock, $1 Par Value, Shares Authorized -50,000,000, Shares Issued 12,609,160	12,609,160	12,609,160
Capital In Excess of Par Value	22,426,344	20,783,366

Retained Earnings	199,665,521	196,394,134
Accumulated Other Comprehensive Loss	(580,982)	(672,858)
Less Common Stock Held In Treasury, At Cost (184,459 Shares at May 31, 2010 and 252,638 Shares at February 28, 2010)	(911,041)	(1,247,764)
Total Shareholders' Equity	233,209,002	227,866,038
	$ 386,738,948	$ 381,961,158

See Accompanying Notes to Condensed Consolidated Financial Statements

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED INCOME STATEMENTS

	THREE MONTHS ENDED	
	5/31/10	5/31/09
	(Unaudited)	(Unaudited)
Net Sales	$ 77,474,546	$ 95,492,001
Costs and Expenses		
Cost of Sales	53,911,073	65,803,751
Selling, General and Administrative	12,274,335	12,123,549
Interest Expense	1,691,115	1,686,557
Net Gain On Sale Or Insurance Settlement of Property, Plant and Equipment	(9,430)	(5,031)
Other Expense (Income)	(363,950)	(80,644)
	67,503,143	79,528,182
Income Before Income Taxes	9,971,403	15,963,819
Income Tax Expense	3,597,914	6,063,659
Net Income	$ 6,373,489	$ 9,900,160
Earnings Per Common Share		
Basic Earnings Per Share	$ 0.51	$ 0.81
Diluted Earnings Per Share	$ 0.51	$ 0.80

See Accompanying Notes to Condensed Consolidated Financial Statements

PART I. FINANCIAL INFORMATION

Item I. Financial Statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

	THREE MONTHS ENDED	
	5/31/10	5/31/09
	(Unaudited)	(Unaudited)
Cash Flows From Operating Activities:		
Net Income	$ 6,373,489	$ 9,900,160
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities:		
Provision For Doubtful Accounts	(69,556)	4,944
Amortization and Depreciation	4,474,736	4,152,782
Deferred Income Tax (Benefit) Expense	(934,529)	183,252
Net Gain On Sale Or Insurance Settlement of Property, Plant & Equipment	(9,430)	(5,031)
Amortization of Deferred Borrowing Costs	80,515	76,349
Share Based Compensation Expense	1,824,081	1,348,638
Effects of Changes In Assets & Liabilities:		
Accounts Receivable	24,693	6,401,471
Inventories	(3,906,804)	4,166,208
Prepaid Expenses and Other	(2,359,061)	(2,162,640)
Other Assets	(123,387)	12,038
Net Change In Billings Related To Costs and Estimated Earnings On Uncompleted Contracts	7,752	(2,700,604)
Accounts Payable	3,509,346	(1,438,759)
Other Accrued Liabilities and Income Taxes Payable	(4,722,929)	(6,198,969)
Net Cash (Used In) Provided By Operating Activities	4,168,916	13,739,839
Cash Flows Used For Investing Activities:		
Proceeds From Sale Or Insurance Settlement of Property, Plant, and Equipment	121,462	8,800
Purchase of Property, Plant and Equipment	(2,246,898)	(3,709,174)
Net Cash Used In Investing Activities	(2,125,436)	(3,700,374)
Cash Flows From Financing Activities:		
Proceeds From Exercise of Stock Options and Stock Appreciation Rights	25,141	16,675
Excess Tax Benefits From Stock Options Exercises	607,587	48,889
Dividends Paid	(3,102,102)	-
Net Cash Provided By (Used In) Financing Activities	(2,469,374)	65,564
Effect of Exchange Rate Changes on Cash	(15,028)	25,990

Net (Decrease) Increase In Cash & Cash Equivalents	(440,922)	10,131,019
Cash & Cash Equivalents At Beginning of Period	110,607,029	47,557,711
Cash & Cash Equivalents At End of Period	$ 110,166,107	$ 57,688,730
Supplemental Disclosures		
Cash Paid For Interest	$ 3,170,600	$ 3,170,208
Cash Paid For Income Taxes	$ 247,934	$ 303,147

See Accompanying Notes to Condensed Consolidated Financial Statements

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(unaudited)

	Common Stock		Capital in Excess of	Retained	Accumulated Other Comprehensive Income	Treasury	
	Shares	Amount	Par Value	Earnings	(Loss)	Stock	Total
Balance at February 28, 2010	12,609,160	$ 12,609,160	$ 20,783,366	$ 196,394,134	$ (672,858)	$ (1,247,764)	$ 227,866,038
Exercise of Stock Options			12,339			12,802	25,141
Stock Compensation			1,824,081			-	1,824,081
Stock Issued for SARs			(1,040,731)			262,626	(778,105)
Employee Stock Purchase Plan			239,702			61,295	300,997
Federal Income Tax Deducted on Stock Options and SARs			607,587				607,587
Cash Dividend Paid				(3,102,102)			(3,102,102)
Comprehensive Income:							
Net Income				6,373,489			6,373,489
Foreign Currency Translation					91,876		91,876
Comprehensive Income							6,465,365
Balance at May 31, 2010	12,609,160	$ 12,609,160	$ 22,426,344	$ 199,665,521	$ (580,982)	$ (911,041)	$ 233,209,002

AZZ incorporated
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation.

These interim unaudited condensed consolidated financial statements were prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC rules and regulations referred to above. Accordingly, these financial statements should be read in conjunction with the audited financial statements and related notes for the fiscal year ended February 28, 2010 included in the Company's Annual Report on Form 10-K covering such period. For purposes of the report, "AZZ", the "Company", "we", "our", "us" or similar reference means AZ incorporated and our consolidated subsidiaries.

Our fiscal year ends on the last day of February and is identified as the fiscal year for the calendar year in which it ends. For example, the fiscal year that ended February 28, 2010 is referred to as fiscal 2010.

In the opinion of management of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the financial position of the Company as of May 31, 2010, and the results of its operations and cash flows for the three-month periods ended May 31, 2010 and 2009.

2. Earnings per share.

Earnings per share is based on the weighted average number of shares outstanding during each period, adjusted for the dilutive effect of stock awards.

The following table sets forth the computation of basic and diluted earnings per share:

	Three months ended May 31,	
	2010	2009
	(Unaudited)	
	($ in thousands except share and per share data)	
Numerator:		
Net income for basic and diluted earnings per common share	$ 6,373	$ 9,900
Denominator:		
Denominator for basic earnings per common share –weighted average shares	12,397	12,169
Effect of dilutive securities:		
Stock options/Equity SARs and Restricted Stock	152	241
Denominator for diluted earnings per common share	12,549	12,410
Earnings per share basic and diluted:		

Basic earnings per common share	$	.51	$	.81
Diluted earnings per common share	$	.51	$	.80

3. Stock-based Compensation.

During fiscal 2006, the Company adopted the AZZ incorporated 2005 Long-Term Incentive Plan ("2005 Plan"). The purpose of the 2005 Plan is to promote the growth and prosperity of the Company by permitting the Company to grant to its employees and directors restricted stock, performance awards, stock appreciation rights ("SARs" or "Stock Appreciation Rights") and options to purchase common stock of the Company. The 2005 Plan was amended on July 8, 2008. The maximum number of shares that may be issued under the 2005 Plan is 1 million shares.

On June 1, 2006, 234,160 SARs were issued under the 2005 Plan with an exercise price of $11.55. As of May 31, 2010, all of these SARs were vested and exercised. These awards qualified for equity treatment. The weighted average fair value of SARs granted on June 1, 2006 was determined to be $2.92 based on the following assumptions: risk-free interest rate of 5%, dividend yield of 0.0%, expected volatility of 27.81% and expected life of 3 years. Compensation expenses related to the June 1, 2006 grants of $0 and $19,000 were recognized during the three month periods ended May 31, 2010 and 2009, respectively. As of May 31, 2010, we had no unrecognized cost related to the June 1, 2006 SAR grants.

On March 1, 2007, 147,740 Stock Appreciation Rights were awarded under the 2005 Plan with an exercise price of $19.88. These Stock Appreciation Rights have a three year cliff vesting schedule, but may vest early if accelerated vesting provisions in the 2005 Plan are met and qualify for equity treatment. The weighted average fair value of SARs granted on March 1, 2007, was determined to be $5.54 based on the following assumptions: risk-free interest rate of 5%, dividend yield of 0.0%, expected volatility of 29.52% and expected life of 3 years. As of May 31, 2010, all of these SARs were vested and exercised. Compensation expense related to the March 1, 2007 grants of $0 and $26,000 were recognized during the three month periods ended May 31, 2010 and 2009, respectively. As of May 31, 2010, we had no unrecognized costs related to the March 1, 2007 SAR grants.

On March 1, 2008, 131,690 Stock Appreciation Rights were awarded under the 2005 Plan with an exercise price of $35.88. These Stock Appreciation Rights have a three year cliff vesting schedule, but may vest early if accelerated vesting provisions in the 2005 Plan are met and qualify for equity treatment. The weighted average fair value of SARs awarded on March 1, 2008, was determined to be $11.80 based on the following assumptions: risk-free interest rate of 5%, dividend yield of 0.0%, expected volatility of 41.81% and expected life of 3 years. As of May 31, 2010, 123,060 of these SARs were outstanding after giving effect to the forfeiture of 6,740 SARs and the exercise of 1,890 SARs due to the accelerated vesting of a retired employee. Compensation expense related to the March 1, 2008 grants of $59,000 and $59,000 were recognized during the three month periods ended May 31, 2010 and 2009, respectively. As of May 31, 2010, we had unrecognized cost of $177,000 related to the March 1, 2008 SAR grants.

On September 1, 2008, we implemented the AZZ incorporated Employee Stock Purchase Plan (the "Plan"). The purpose of the Plan is to allow employees of the Company to purchase common stock of the Company through accumulated payroll deductions. Offerings under the Plan have a duration of 24 months. On the first day of an offering period (the "Enrollment Date"), the participant is granted the option to purchase shares on each exercise date during the offering period up to 10% of the participant's compensation at the lower of 85% of the fair market value of a share of stock on the Enrollment Date or 85% of the fair market value of a share of stock on the exercise date. The participant's right to purchase stock in the Plan is restricted to no more than $25,000 per calendar year and to no more than 5,000 shares per 24 month offering period. Participants may terminate their interest in a given offering, or a given exercise period, by withdrawing all, but not less than all, of the accumulated payroll deductions of the account at any time prior to the end of the offering period. We estimate the shares to be issued on the first enrollment to be 36,100 shares after estimated forfeitures. The weighted average fair value of these shares was determined to be $14.69 based on the following assumptions: risk-free interest rate of 2%, dividend yield of 0.0%, expected volatility of 50.40% and expected life of 2 years. Compensation expenses in the amount of $66,000 and $66,000 were recognized during the

three month periods ended May 31, 2010, and 2009, respectively. As of May 31, 2010, we had unrecognized cost of $66,000 related to the Plan. In accordance with the Plan, 20,822, 9,097 and 7,245 shares were issued on March 1, 2009,

September 1, 2009 and March 1, 2010, respectively, to the enrolled employees. On March 1, 2009, the date of the second offering, the estimated shares to be issued were 14,019 after estimated forfeitures. The weighted average fair value of these shares was determined to be $7.33 based on the following assumptions: risk-free interest rate of 3%, dividend yield of 0.0%, expected volatility of 50.40% and expected life of 2 years. Compensation expense in the amount of $13,000 was recognized during the three month period ended May 31, 2010. In accordance with the Plan, 5,943 and 4,175 shares were issued on September 1, 2009 and March 1, 2010, respectively. As of May 31, 2010, we had unrecognized costs of $39,000 related to the second issue of the Plan. On September 1, 2009, the date of the third offering, the estimated shares to be issued were 3,523 after estimated forfeitures. The weighted average fair value of these shares was determined to be $15.31 based on the following assumptions: risk-free interest rate of 3.25%, dividend yield of 0.0%, expected volatility of 54.52% and expected life of 2 years. Compensation expense in the amount of $7,000 was recognized during the three month period ended May 31, 2010. As of May 31, 2010, we had unrecognized costs of $34,000 related to the third issue of the Plan. In accordance with the Plan, 991 shares were issued on March 1, 2010 to the enrolled employees. On March 1, 2010, the date of the fourth offering, the estimated shares to be issued were 2,715 after estimated forfeitures. The weighted average fair value of these shares was determined to be $15.19 based on the following assumptions: risk-free interest rate of 3.87%, dividend yield of 2.96%, expected volatility of 67.65% and expected life of 2 years. Compensation expense in the amount of $5,000 was recognized during the three month period ended May 31, 2010. As of May 31, 2010, we had unrecognized costs of $36,000 related to the third issue of the Plan.

On March 1, 2009, 31,666 shares of Restricted Stock were issued to our key employees under the 2005 Plan. The Restricted Stock awards have a three year cliff vesting schedule, but may vest early under accelerated vesting provisions in the 2005 Plan. The market value of a share of our stock was $18.12 on the date of grant. Compensation expense in the amount of $19,000 and $354,000 was recognized during the three month periods ended May 31, 2010 and May 31, 2009, respectively. The amount of unrecognized cost at May 31, 2010 was $132,000.

On March 1, 2009, 163,233 Stock Appreciation Rights were awarded under the 2005 Plan with an exercise price of $18.12. These Stock Appreciation Rights have a three year vesting schedule, but may vest early if accelerated vesting provisions in the 2005 Plan are met and qualify for equity treatment. The weighted average fair value of SARs awarded on March 1, 2009, was determined to be $8.08 based on the following assumptions: risk-free interest rate of 3%, dividend yield of 0.0%, expected volatility of 46.89% and expected life of 5 years. As of May 31, 2010, 145,568 SARs were outstanding after giving effect to the forfeiture of 1,661 SARs and the exercise of 16,004 SARs. Compensation expense in the amount of $44,000 and $812,000 was recognized during the three month periods ended May 31, 2010 and May 31, 2009, respectively. As of May 31, 2010, we had unrecognized cost of $306,000 related to the March 2, 2009 SAR grants.

On March 1, 2010, 150,382 Stock Appreciation Rights were awarded under the 2005 Plan with an exercise price of $31.67. These Stock Appreciation Rights have a three year vesting schedule, but may vest early if accelerated vesting provisions in the 2005 Plan are met and qualify for equity treatment. The weighted average fair value of SARs awarded on March 1, 2010, was determined to be $12.31 based on the following assumptions: risk-free interest rate of 3.61%, dividend yield of 3.16%, expected volatility of 53.31% and expected life of 5 years. Compensation expense in the amount of $1,157,000 was recognized during the three month period ended May 31, 2010. As of May 31, 2010, we had unrecognized cost of $694,000 related to the March 1, 2010 SAR grants.

On March 1, 2010, 22,906 shares of Restricted Stock were issued to our key employees under the 2005 Plan. The Restricted Stock awards have a three year cliff vesting schedule, but may vest early under accelerated vesting provisions in the 2005 Plan. The market value of a share of our stock was $31.67 on the date of grant. Compensation expense in the amount of $455,000 was recognized during the three month period ended May 31, 2010. The amount of unrecognized cost at May 31, 2010 was $270,000.

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4. Segments.

We have two operating segments as defined in our Annual Report on Form 10-K for the year ended February 28, 2010. Information regarding operations and assets by segment is as follows:

	Three Months Ended May 31,	
	2010	2009
	(unaudited)	
	($ in thousands)	
Net Sales:		
Electrical and Industrial Products	$ 37,161	$ 55,386
Galvanizing Services	40,314	40,106
	$ 77,475	$ 95,492
Segment Operating Income (a):		
Electrical and Industrial Products	$ 6,610	$ 10,512
Galvanizing Services	11,473	12,793
Total Segment Operating Income	$ 18,083	$ 23,305
General Corporate Expense (b)	$ 6,452	$ 5,684
Interest Expense	1,691	1,687
Other (Income) Expense, Net (c)	(31)	(30)
	$ 8,112	$ 7,341
Income Before Taxes	$ 9,971	$ 15,964
Total Assets:		
Electrical and Industrial Products	$ 120,591	$ 159,785
Galvanizing Services	142,319	133,998
Corporate	123,829	66,282
	$ 386,739	$ 360,065

(a) Segment operating income consists of net sales, less cost of sales, specifically identifiable selling, general and administrative expenses, and other income and expense items that are specifically identifiable to a segment.

(b) General Corporate Expense consists of selling, general and administrative expenses that are not specifically identifiable to a segment. It includes $1.2 million of acquisition costs for the three month period ended May 31, 2010.

(c) Other (income) expense, net includes gains and losses on sale of property, plant and equipment and other (income) expenses not specifically identifiable to a segment.

5. Warranty Reserves.

A reserve has been established to provide for the estimated future cost of warranties on a portion of the Company's delivered products and is classified within accrued liabilities on the consolidated balance sheet. Management periodically reviews the reserves and makes adjustments accordingly. Warranties cover such factors as non-conformance to specifications and defects in material and workmanship. The following table shows changes in the warranty reserves since the end of fiscal 2008:

	Warranty Reserve (unaudited) ($ in thousands)
Balance at February 29, 2008	$ 1,732
Warranty costs incurred	(1,454)
Additions charged to income	1,737
Balance at February 28, 2009	$ 2,015
Warranty costs incurred	(2,130)
Additions charged to income	2,912
Balance at February 28, 2010	$ 2,797
Warranty costs incurred	(1,109)
Additions charged to income	298
Balance at May 31, 2010	$ 1,986

6. Subsequent Events.

On April 1, 2010, we entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") with North American Galvanizing & Coatings, Inc. ("NGA") (NASDAQ: NGA) to acquire NGA through a cash tender offer for a price of $7.50 per share in cash, followed by a merger with a subsidiary of AZZ. The acquisition will be funded from our cash on hand and our existing credit facility. The tender offer commenced on May 7, 2010 and expired on June 14, 2010. Approximately 12,900,590 shares were accepted for payment in the tender offer and an additional 117,395 shares were tendered pursuant to guaranteed deliveries. These shares were funded on June 15, 2010 in the amount of $97.6 million. The number of shares tendered in the tender offer satisfies the conditions set out in the Merger Agreement. We intend to effect the merger of a subsidiary of AZZ with and into NGA as promptly as possible. The transaction is valued at approximately $125.6 million. AZZ and NGA anticipate the transaction can close by the end of AZZ's second fiscal quarter. The acquisition of NGA will be funded with cash and our revolving line of credit.

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

FORWARD LOOKING STATEMENTS

Certain statements herein about our expectations of future events or results constitute forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by terminology such as, “may,” “should,” “expects, “ “plans,” “anticipates,” “believes,” “estim “predicts,” “potential,” “continue,” or the negative of these terms or other comparable terminology. Such forward-looking statements are based on currently available competitive, financial and economic data and management’s views and assumptions regarding future events. Such forward-looking statements are inherently uncertain, and investors must recognize that actual results may differ from those expressed or implied in the forward-looking statements. In addition, certain factors could affect the outcome of the matters described herein. This Quarterly Report on Form 10-Q may contain forward-looking statements that involve risks and uncertainties including, but not limited to, changes in customer demand and response to products and services offered by AZZ, including demand by the electrical power generation markets, electrical transmission and distribution markets, the industrial markets, and the hot dip galvanizing markets; prices and raw material cost, including zinc and natural gas which are used in the hot dip galvanizing process; changes in the economic conditions of the various markets that AZZ serves, foreign and domestic, customer request delays of shipments, acquisition opportunities, adequacy of financing, and availability of experienced management employees to implement AZZ’s growth strategy. AZZ has provided additional information regarding risks associated with the business in AZZ’s Annual Report on Form 10-K for the fiscal year ended February 28, 2010 and other filings with the SEC, available for viewing on AZZ’s website at www.azz.com and on the SEC’s website at www.sec.gov.

In addition, certain factors regarding AZZ’s proposed acquisition of North American Galvanizing & Coatings, Inc. (“NGA”) could affect the outcome of the matters described herein, including, but not limited to, (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the Agreement and Plan of Merger by and among AZZ, Big Kettle Merger Sub, Inc. and NGA, dated as of March 31, 2010 (the “Merger Agreement”), (2) the outcome of any legal proceedings that may be instituted against us or others following the announcement of the Merger Agreement, (3) risks that the proposed transaction disrupts current plans and operations, (4) the costs, fees and expenses related to the transaction, (5) changes in customer demand and response to products and services offered by NGA, including demand by the hot dip galvanizing markets, and (6) changes in the economic conditions of the various markets that NGA serves.

You are urged to consider these factors carefully in evaluating the forward-looking statements herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by this cautionary statement. These statements are based on information as of the date hereof and AZZ assumes no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

The following discussion should be read in conjunction with management’s discussion and analysis contained in our Annual Report on Form 10-K for the year ended February 28, 2010, as well as with the condensed consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q.

RESULTS OF OPERATIONS

We have two operating segments as defined in our Annual Report on Form 10-K for the year ended February 28, 2010. Management believes that the most meaningful analysis of our results of operations is to analyze our performance by segment. We use revenue by segment and segment operating income to evaluate our

segments. Segment operating income consists of net sales less cost of sales, specifically identifiable selling, general and administrative expenses, and other (income) expense items that are specifically identifiable to a segment. The other (income) expense items included in segment operating income are generally insignificant. For a reconciliation of segment operating income to pretax income, see Note 4 to our quarterly consolidated financial statements included in this Quarterly Report on Form 10-Q.

Orders and Backlog

Our entire backlog relates to our Electrical and Industrial Products Segment. Our backlog was $111.0 million as of May 31, 2010, an increase of $1.1 million or 1%, as compared to $110 million at February 28, 2010. Our book-to-ship ratio was 1.01 to 1 for the first quarter ended May 31, 2010, as compared to .74 to 1 for the same period in the prior year. Incoming orders increased 11% over the same period a year ago. Based on customer feedback, we believe that we should begin to see some modest improvement in the backlog by the end of fiscal 2011.

Backlog Table
($ in thousands)(unaudited)

	Period Ended		Period Ended	
Backlog	2/28/10	$ 109,918	2/28/09	$ 174,831
Bookings		78,603		70,719
Shipments		77,475		95,492
Backlog	5/31/10	$ 111,046	5/31/09	$ 150,058
Book to Ship Ratio		1.01		.74

Segment Revenues

The following table reflects the breakdown of revenue by segment:

	Three Months Ended	
	5/31/2010	5/31/2009
	($ in thousands (unaudited))	
Revenue:		
Electrical and Industrial Products	$ 37,161	$ 55,386
Galvanizing Services	40,314	40,106
Total Revenue	$ 77,475	$ 95,492

For the three-month period ended May 31, 2010, consolidated revenues were $77.5 million, a 19% decrease as compared to the same period in fiscal 2010. For the quarter ended May 31, 2010, the Electrical and Industrial Products Segment contributed 48% of the Company's revenues, and the Galvanizing Services Segment accounted for the remaining 52% of the combined revenues. For the three month period ended May 31, 2009, the Electrical and Industrial Products Segment contributed 58% of the Company's revenues, and the Galvanizing Services Segment accounted for the remaining 42% of the combined revenues.

Revenues for the Electrical and Industrial Products Segment decreased $18.2 million, or 33%, for the three-month period ended May 31, 2010, as compared to the same period in fiscal 2010. The decreased revenues were the result of reduced order intake during the third and fourth quarters of fiscal 2010. The lower order intake during the second half of fiscal 2010 was a reflection of economic and regulatory uncertainty in our served markets.

Revenues in the Galvanizing Services Segment increased $.2 million, or 1%, for the three-month period ended May 31, 2010, as compared to the same period in fiscal 2010. The volume of steel processed for the three month period ended May 31, 2010 accounted for the 1% increase in revenues. Historically, revenues for this segment have followed closely the condition of the industrial sector of the general economy.

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Segment Operating Income

The following table reflects the breakdown of total operating income by segment:

	Three Months Ended	
	5/31/2010	5/31/2009
	($ in thousands)(unaudited)	
Segment Operating Income:		
Electrical and Industrial Products	$ 6,610	$ 10,512
Galvanizing Services	11,473	12,793
Total Operating Income	$ 18,083	$ 23,305

Our total operating income decreased 22% for the three-month period ended May 31, 2010, to $18.1 million as compared to $23.3 million for the same period in fiscal 2010. Total operating margins decreased to 23% for the three month period as compared to 24% for the same period in fiscal 2010. The decrease in margins resulted from the loss of operating leverage due to lower revenues, primarily from the Electrical and Industrial Products Segment. The Electrical and Industrial Products Segment generated 37% of the operating income for the three months ended May 31, 2010, while the Galvanizing Services Segment produced the remaining 63%.

Segment operating income in the Electrical and Industrial Products Segment decreased 37% for the three-month period ended May 31, 2010, to $6.6 million as compared to $10.5 million for the same period in fiscal 2010. Operating margins were 18% as compared to 19% for the same period in fiscal 2010. Operating profit and margins were negatively impacted during the quarter as a result of the loss of leverage due to reduced plant utilization as a result of lower volumes.

In the Galvanizing Services Segment, operating income decreased 10% for the three-month period ended May 31, 2010, to $11.5 million as compared to $12.8 million for the same period in fiscal 2010. Operating margins decreased to 28% for the three-month period ended May 31, 2010, as compared to 32% for the same period in fiscal 2010. The reduction in income was the result of higher material and overhead costs that we were unable to recover through price increases.

General Corporate Expenses

General Corporate expenses, (see Note 4 to consolidated financial statements) not specifically identifiable to a segment, for the three-month period ended May 31, 2010, were $6.5 million compared to $5.7 million for the same period in fiscal 2010. As a percentage of sales, General Corporate expenses were 8% for the three-month period ended May 31, 2010, as compared to 6% for the same period in fiscal 2010. Excluding the acquisition cost of NGA, as a percentage of sales, General Corporate expense would have been 6% for the period ended May 31, 2010. General Corporate expenses were higher due primarily to expensed acquisition costs related to the NGA acquisition in the amount of $1.2 million.

Interest

Net interest expense for the three-month period ended May 31, 2010 was unchanged at $1.7 million as compared to the same period in fiscal 2010. As of May 31, 2010, we had outstanding long term debt of $100 million, unchanged from the same quarter last year. Our long-term debt to equity ratio was .43 to 1 at May 31, 2010, as compared to .50 to 1 for the same quarter in fiscal 2010.

Other (Income) Expense

For the three-month period ended May 31, 2010, the amounts in other (income) expense not specifically identifiable with a segment (see Note 4 to consolidated financial statements) were insignificant.

Income Taxes

The provision for income taxes reflects an effective tax rate of 36% for the three-month period ended May 31, 2010, as compared to 38% for same period in fiscal 2010. The income tax rate decrease for the first quarter of fiscal 2011 is due to lower state income taxes due to the mix of income from various taxing jurisdictions and an increase in the federal manufacturing credit as compared to the same period last year.

LIQUIDITY AND CAPITAL RESOURCES

We have historically met our cash needs through a combination of cash flows from operating activities and bank borrowings. Our cash requirements are generally for operating activities, capital improvements, debt repayment, possible future cash dividend payments, letters of credit and acquisitions. We believe that working capital, funds available under our credit agreement, and funds generated from operations should be sufficient to finance anticipated operational activities, capital improvements, payment of debt, and possible future cash dividend payments and possible future acquisitions including North American Galvanizing & Coatings, Inc. during fiscal 2011.

Our operating activities generated cash flows of approximately $4.2 million for the three-month period ended May 31, 2010 and $13.7 million during the same period in the prior fiscal year. Cash flow from operations for the three-month period ended May 31, 2010 included net income in the amount of $6.4 million, depreciation and amortization in the amount of $4.5 million, and other adjustments to reconcile net income to net cash in the amount of a $.9 million. Included in other adjustments were provisions for bad debt in the amount of ($.07 million), deferred income taxes in the amount of ($.9 million), gain or loss on the sale of assets in the amount of ($.01 million), and other non-cash adjustments in the amount of $1.8 million. Negative cash flow was recognized due to increased inventories and prepaid expenses in the amount of $3.9 million and $2.4 million, respectively, and decreased accrued liabilities in the amount of $4.7 million. These negative cash flows were partially offset by decreased accounts receivables and revenue in excess of billings and increased accounts payable in the amount of $.02 million, $.08 million and $3.5 million, respectively. Accounts receivable average days outstanding were 52 days at May 31, 2010, as compared to 53 days at February 28, 2010.

Cash used in investing activities during the quarter ended May 31, 2010 was approximately $2.2 million related to capital improvements.

A cash dividend declared and paid for the three-month period ended May 31, 2010 in the amount of $3.1 million.

Our working capital was $170.9 million at May 31, 2010, as compared to $136.7 million at May 31, 2009.

On April 29, 2010, we entered into the Fifth Amendment to the Second Amended and Restated Credit Agreement by and among AZZ, Bank of America, N.A. (“Bank of America”) and certain other lenders (including Bank of America) (the “Credit Agreement”), which replaced our Second Amended and Restated Revolving and Term Credit Agreement dated as of May 25, 2006. The Credit Agreement provides for an $80 million revolving line of credit with one lender, Bank of America, N.A., maturing on May 25, 2014. This is an unsecured revolving credit facility, which we used to refinance outstanding borrowings and is used to provide for working capital needs, capital improvements, future cash dividend payments, future acquisitions, and letter of credit needs. At May 31, 2010, we had no outstanding debt borrowed against the revolving credit facility. However, we had letters of credit outstanding in the amount of $14.3 million, which left approximately $65.7 million of additional credit available under the revolving credit facility.

The Credit Agreement provides for various financial covenants of a) Minimum Consolidated Net Worth - Maintain on a consolidated basis net worth equal to at least the sum of $182.3 million plus 50% of future net income; b) Maximum Ratio of Consolidated Indebtedness to Consolidated EBITDA – Maintain a ratio of indebtedness to EBITDA (as defined in the Credit Agreement) not to exceed 3.25:1.00; c) Fixed Charge Coverage Ratio – Maintains on a consolidated basis a Fixed Charge Coverage Ratio (as defined in the Credit Agreement) of at least 1.75:1.0. The Credit Agreement maintains a maximum expenditure for fixed assets of $30 million per fiscal year. We were in compliance at May 31, 2010 with all of our debt covenants.

The Credit Agreement provides for an applicable margin ranging from 1% to 1.75% over the Eurodollar Rate and Commitment Fees ranging from .20% to .30% depending on our Leverage Ratio (as defined in the Credit Agreement).

On March 31, 2008, the Company entered into a Note Purchase Agreement (the "Note Purchase Agreement") pursuant to which the Company issued $100 million aggregate principal amount of its 6.24% unsecured Senior Notes (the "Notes") due March 31, 2018 through a private placement (the "Note Offering"). Pursuant to the Note Purchase Agreement, the Company's payment obligations with respect to the Notes may be accelerated upon any Event of Default, as defined in the Note Purchase Agreement.

In connection with the Note Offering, we entered into an amendment to our Credit Agreement. The Amendment contains the consent of Bank of America to the Note Offering and amends the Credit Agreement to provide that the Note Offering will not constitute a default under the Credit Agreement.

The Notes provide for various financial covenants of a) Minimum Consolidated Net Worth - Maintain on a consolidated basis net worth equal to at least the sum of $116.9 million plus 50% of future net income; b) Maximum Ratio of Consolidated Indebtedness to Consolidated EBITDA – Maintain a ratio of indebtedness to EBITDA (as defined in Note Purchase Agreement) not to exceed 3.25:1.00; c) Fixed Charge Coverage Ratio – Maintain on a consolidated basis a Fixed Charge Coverage Ratio (as defined in the Note Purchase Agreement) of at least 2.0:1.0; d) Priority Indebtedness – The Company will not at any time permit the aggregate amount of Priority Indebtedness (as defined in the Note Purchase Agreement) to exceed 10% of Consolidated Net Worth (as defined in the Note Purchase Agreement). We were in compliance at May 31, 2010 with all of our debt covenants.

Our current ratio (current assets/current liabilities) was 4.93 to 1 at the quarter ended May 31, 2010, as compared to 3.78 to 1 at the quarter ended May 31, 2009. Long-term debt as a percentage of shareholders' equity ratio was .43 to 1 at May 31, 2010.

We have not experienced a significant impact on our operations from increases in general inflation. We have exposure to commodity price increases in both segments of our business, primarily copper, aluminum and steel in the Electrical and Industrial Products Segment, and zinc and natural gas in the Galvanizing Services Segment. We attempt to minimize these increases through escalation clauses in customer contracts for copper, aluminum and steel, when market conditions allow, and protective caps and fixed contract purchases on zinc. In addition to these measures, we attempt to recover other cost increases through improvements to our manufacturing process and through increases in prices where competitively feasible. Many economists predict increased inflation in coming years due to U.S. and international monetary policy, and there is no assurance that inflation will not impact our business in the future.

SUBSEQUENT EVENTS

On April 1, 2010, we entered into a definitive Agreement and Plan of Merger (the "Merger Agreement") with North American Galvanizing & Coatings, Inc. ("NGA") (NASDAQ: NGA) to acquire NGA through a cash tender offer for a price of $7.50 per share in cash, followed by a merger with a subsidiary of AZZ. The acquisition will be funded from our cash on hand and our existing credit facility. The tender offer commenced on May 7, 2010 and expired on June 14, 2010. Approximately 12,900,590 shares were accepted for payment in the tender offer and an additional 117,395 shares were tendered pursuant to guaranteed deliveries. The number of shares tendered in the tender offer satisfies the conditions set out in the Merger Agreement. We intend to effect the merger of a subsidiary of AZZ with and into NGA as promptly as possible. The transaction is valued at approximately $125.6 million. AZZ and NGA anticipate the transaction can close by the end of AZZ's second fiscal quarter. On June 15, 2010 we funded the tendered shares in the amount of $97.6 million. We anticipated funding the remaining outstanding shares in the amount of $28 million by the end of our second quarter. The acquisition of NGA will be funded with cash and our revolving line of credit.

OFF BALANCE SHEET TRANSACTIONS AND RELATED MATTERS

Other than operating leases discussed below, there are no off-balance sheet transactions, arrangements, obligations (including contingent obligations), or other relationships with unconsolidated entities or other persons that have, or may have, a material effect on financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources of the Company.

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CONTRACTUAL COMMITMENTS

Leases

We lease various facilities under non-cancelable operating leases with an initial term in excess of one year. The future minimum payments required under these operating leases as of May 31, 2010 are summarized in the table below under “Other.”

Commodity pricing

In the Electrical and Industrial Products Segment, we have exposure to commodity pricing for copper, aluminum and steel. Because the Electrical and Industrial Products Segment does not commit contractually to minimum volumes, increases in price for these items are normally managed through escalation clauses in customer contracts, although during difficult market conditions these escalation clauses may not be obtainable.

In the Galvanizing Services Segment, we utilize contracts with our zinc suppliers that include protective caps and fixed cost contracts to guard against rising zinc prices. We also secure firm pricing for natural gas supplies with individual utilities when possible. Management believes these agreements ensure adequate supplies and partially offset exposure to commodity price swings.

We have no contracted commitments for any other commodity items including steel, aluminum, natural gas, copper, zinc or any other commodity, except for those entered into under the normal course of business.

Other

At May 31, 2010, we had outstanding letters of credit in the amount of $14.3 million. These letters of credit are issued, in lieu of performance and bid bonds, to a portion of our customers to cover any potential warranty costs that the customer might incur. In addition, as of May 31, 2010, a warranty reserve in the amount of $2 million has been established to offset any future warranty claims.

The following summarizes our operating leases, and long-term debt and interest expense for the next five years.

Fiscal Year	Operating Leases	Long-Term Debt	Interest on Long Term Debt	Total
	(unaudited) ($ in thousands)			
2011	$ 2,906	$ -	$ 3,120	$ 6,026
2012	3,568	-	6,240	9,808
2013	3,142	14,286	5,794	23,222
2014	2,776	14,286	4,903	21,965
2015	2,614	14,286	4,011	20,911
Thereafter	11,441	57,142	7,132	75,715
Total	$ 26,447	$ 100,000	$ 31,200	$ 157,647

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the consolidated financial statements requires us to make estimates that affect the reported value of assets, liabilities, revenues and expenses. Our estimates are based on historical experience and various other factors that we believe are reasonable under the circumstances. We continually evaluate the information used to make these estimates as business and economic conditions change. Accounting policies and estimates considered most critical are allowances for doubtful accounts, accruals for contingent liabilities, revenue recognition, impairment of long-lived assets, identifiable intangible assets and goodwill, accounting for income taxes and stock options and stock appreciation rights. Actual results may differ from these estimates under different assumptions or conditions. The development and selection of the critical accounting policies and the related disclosures below have been reviewed with the Audit Committee of the Board of Directors. More information regarding significant accounting policies can be found in Note 1 of the Notes to Condensed Consolidated Financial Statements.

Allowance for Doubtful Accounts - The carrying value of our accounts receivable is continually evaluated based on the likelihood of collection. An allowance is maintained for estimated losses resulting from our customers' inability to make required payments. The allowance is determined by historical experience of uncollected accounts, the level of past due accounts, overall level of outstanding accounts receivable, information about specific customers with respect to their inability to make payments and by future expectations of conditions that might impact the collectability of accounts receivable. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances could be required.

Accruals for Contingent Liabilities - The amounts we record for estimated claims, such as self insurance programs, warranty, environmental and other contingent liabilities, requires us to make judgments regarding the amount of expenses that will ultimately be incurred. We use past history and experience and other specific circumstances surrounding these claims in evaluating the amount of liability that should be recorded. Actual results may be different than what we estimate.

Revenue Recognition - Revenue is recognized for the Electrical and Industrial Products Segment upon transfer of title and risk to customers, or based upon the percentage of completion method of accounting for electrical products built to customer specifications under long term contracts. We typically recognize revenue for the Galvanizing Service Segment at completion of the service unless we specifically agree with the customer to hold its material for a predetermined period of time after the completion of the galvanizing process and, in that circumstance, we invoice and recognize revenue upon shipment. Customer advanced payments presented in the balance sheet arise from advanced payments received from our customers prior to shipment of the product and are not related to revenue recognized under the percentage of completion method. The extent of progress for revenue recognized using the percentage of completion method is measured by the ratio of contract costs incurred to date to total estimated contract costs at completion. Contract costs include direct labor and material and certain indirect costs. Selling, general and administrative costs are charged to expense as incurred. Provisions for estimated losses, if any, on uncompleted contracts are made in the period in which such losses are able to be determined. The assumptions made in determining the estimated cost could differ from actual performance resulting in a different outcome for profits or losses than anticipated.

Impairment of Long-Lived Assets, Identifiable Intangible Assets and Goodwill - We record impairment losses on long-lived assets, including identifiable intangible assets, when events and circumstances indicate that the assets might be impaired and the undiscounted projected cash flows associated with those assets are less than the carrying amounts of those assets. In those situations, impairment losses on long-lived assets are measured based on the excess of the carrying amount over the asset’s fair value, generally determined based upon discounted estimates of future cash flows. A significant change in events, circumstances or projected cash flows could result in an impairment of long-lived

assets, including identifiable intangible assets. An annual impairment test of goodwill is performed in the fourth quarter of each fiscal year. The test is calculated using the anticipated future cash flows after tax from our operating segments. Based on the present value of the future cash flows, we will determine whether impairment may exist. A significant change in projected cash flows or cost of capital for future years could result in an impairment of goodwill in future years. Variables impacting future cash flows include, but are not limited to, the level of customer demand for and response to products and services we offer to the power generation market, the electrical transmission and distribution markets, the general industrial market and the hot dip galvanizing market, changes in economic conditions of these various markets, raw material and natural gas costs and availability of experienced labor and management to implement our growth strategies. As a result of our testing, we have concluded goodwill is not reasonably likely to be impaired.

Accounting for Income Taxes - We account for income taxes under the asset and liability method. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some portion or all of the deferred tax asset will not be realized. Developing our provision for income taxes requires significant judgment and expertise in deferral and state income tax laws, regulations and strategies, including the determination of deferred tax assets and liabilities and, if necessary, any valuation allowances that may be required for deferred tax assets. Our judgments and tax strategies are subject to audit by various taxing authorities.

We account for uncertainties in income taxes, which prescribes a recognition threshold and measurement attribute for recording in the financial statements uncertain tax positions taken or expected to be taken and provides guidance on derecognition, classification, accounting in interim periods and disclosure requirements.

Stock Options, Stock Appreciation Rights and Restricted Stock Units - Our employees and directors are periodically granted stock options or stock appreciation rights by the Compensation Committee of the Board of Directors. The compensation cost of all employee stock-based compensation awards is measured based on the grant-date fair value of those awards, and that cost is recorded as compensation expense over the period during which the employee is required to perform service in exchange for the award (generally over the vesting period of the award).

The valuation of stock options and stock appreciation rights is complex in that there are a number of variables included in the calculation of the value of the award:

- Volatility of our stock price
- Expected term of the option
- Expected dividend yield
- Risk-free interest rate over the expected term
- Expected forfeitures

We have elected to use a Black-Scholes pricing model in the valuation of our stock options and stock appreciation rights.

These variables are developed using a combination of our internal data with respect to stock price volatility and exercise behavior of option holders and information from outside sources. The development of each of these variables requires a significant amount of judgment. Changes in the values of the above variables would result in different option valuations and, therefore, different amounts of compensation cost.

The restricted stock units are valued at the market price on the close of business for each grant date. Compensation expense is recorded ratably over the vesting period.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market risk affecting our operations results primarily from changes in interest rates and commodity prices. We have only limited involvement with derivative financial instruments and are not a party to any leveraged derivatives.

In the Electrical and Industrial Products Segment, we have exposure to commodity pricing for copper, aluminum, and steel. Increases in price for these items are normally managed through escalation clauses in our customer's contracts, although during difficult market conditions customers may resist these escalation clauses. We manage our exposures to commodity prices, primarily zinc used in our Galvanizing Services Segment, by utilizing agreements with zinc suppliers that include protective caps and fixed contracts to guard against escalating commodity prices. We believe these agreements ensure adequate supplies and partially offset exposure to commodity price swings.

The Company has exposure to foreign currency exchange related to our Canadian operations.

We do not believe that a hypothetical change of 10% of the interest rate currently in effect or a change of 10% of commodity prices would have a significantly adverse effect on our results of operations, financial position, or cash flows as long as we are able to pass along the increases in commodity prices to our customers. To date, we have been successful in passing along the rising cost of commodities without an adverse effect on our results of operations. However, there can be no assurance that either interest rates or commodity prices will not change in excess of the 10% hypothetical amount, which could have an adverse effect on our results of operations, financial position, and cash flows if we are unable to pass along these increases to our customers.

Item 4. Controls and Procedures.

We performed an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15 as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective as of that date to ensure that information required to be disclosed by us in our reports filed or submitted under the Exchange Act is (a) accumulated and communicated to our management, including our principal executive and financial officers, as appropriate to allow timely discussions regarding required disclosure and (b) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There have been no significant changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

While we believe that our existing disclosure controls and procedures have been effective to accomplish their objectives, we intend to continue to examine, refine and document our disclosure controls and procedures and to monitor ongoing developments in this area. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

We are involved from time to time in various suits and claims arising in the normal course of business. In management's opinion, the ultimate resolution of these matters will not have a material effect on our financial position or results of operations.

In addition, after we announced on March 31, 2010 our proposed acquisition of NGA, several lawsuits challenging the transaction were filed seeking to enjoin it or recover unspecified damages from us in respect thereof. On April 13, 2010, Morris Akerman, a purported NGA stockholder, filed a putative class action complaint in the Delaware Court of Chancery on behalf of himself and all other similarly situated stockholders, captioned Akerman v. North American Galvanizing & Coatings, Inc., et al., C.A. No. 5407-CC. On April 16, 2010, Gerald Beddow, a purported stockholder of NGA, filed a putative class action complaint in the Delaware Court of Chancery on behalf of himself and all other similarly situated stockholders, captioned Beddow v. North American Galvanizing & Coatings, Inc., et al., C.A. No. 5420-VCL. On April 16, 2010, Barbara Gibbs, a purported stockholder of NGA, filed a putative class action complaint in the County Court for Rogers County, Oklahoma on behalf of herself and all other similarly situated stockholders, captioned Gibbs v. North American Galvanizing & Coatings, Inc., et al., Case No. CJ-2010-308. On April 20, 2010, Richard Devivo, a purported stockholder of NGA, filed a putative class action complaint in the District Court for Tulsa County, Oklahoma on behalf of himself and all other similarly situated stockholders, captioned Devivo v. Morrow, et al., Case No. 2010-02551. On May 5, 2010, Carlos Dorta, a purported NGA stockholder, filed a putative class action complaint in the Delaware Court of Chancery on behalf of himself and all other similarly situated stockholders, captioned Dorta v. Morrow, et al., C.A. No. 5461. These complaints are collectively referred to herein as the "Stockholder Complaints."

The Stockholder Complaints purport to assert claims against NGA, the Board of Directors of NGA, AZZ and an indirect wholly owned subsidiary of AZZ, Big Kettle Merger Sub, Inc. (collectively, the "Defendants") alleging breaches of fiduciary duty and aiding and abetting breaches of fiduciary duty in connection with the tender offer for the shares of NGA's common stock. Among other things, the complaints allege that NGA is being sold at an unfair price. Among other relief, the plaintiffs in each of the Stockholder Complaints is seeking an order enjoining Defendants from proceeding with the Merger Agreement, in addition to rescissionary damages, restitution, and attorneys' fees.

On June 7, 2010, the Defendants entered into a Memorandum of Understanding (the "Memorandum of Understanding") with the plaintiffs in the Stockholder Complaints to settle all components of that litigation in all of the cases. Subject to approval by the Rogers County District Court in the Gibbs case noted above, the settlement includes (a) certification of a settlement class consisting of all record and beneficial holders of the Shares at any time from April 1, 2010 through and including the date of the closing of the merger of NGA with and into a subsidiary of AZZ; (b) certain supplemental disclosures contained in an Amendment No. 1 to the Schedule 14D-9 filed by NGA; (c) certain amendments to the Merger Agreement; (d) extension of the expiration date of the tender offer for the shares of NGA's common stock from June 7, 2010 to June 14, 2010; (e) a release of all claims by class members against all Defendants arising from the tender offer and subsequent merger; (f) orders or judgments of dismissal with prejudice in all cases comprising the litigation; (g) an attorneys' fee, including expenses for plaintiffs' counsel, of $500,000; and (h) further terms, all as detailed in the Memorandum of Understanding. The above summary of the Memorandum of Understanding is qualified in its entirety by reference to the Memorandum of Understanding, which has been filed as Exhibit (a)(5)(A) of the Schedule TO filed by AZZ with the SEC on April 1, 2010 in connection with the tender offer (as amended) and is incorporated herein by reference.

The Memorandum of Understanding provides that the Defendants each have denied, and continue to deny, that they have committed, attempted to commit, or aided and abetted the commission of, any violation of law or engaged in any of the wrongful acts alleged in the Stockholder Complaints, and expressly maintain that they have diligently and scrupulously complied with their fiduciary duties and other legal duties and are entering into the Memorandum of Understanding solely to eliminate the burden and expense of continued litigation. Notwithstanding their belief that the allegations are without merit, in order to eliminate the litigation burden and expense, the Defendants have concluded that it is desirable that the Stockholder Complaints be settled on the terms reflected in the Memorandum of Understanding, and NGA has agreed to make certain additional disclosures set forth in an Amendment No. 1 to the Schedule 14D-9 filed by NGA without agreeing that any of such disclosures are material and despite denying that the previous disclosures were inadequate.

Item 1A. Risk Factors.

There have been no material changes in the risk factors disclosed under Part I, Item 1A of our Annual Report on Form 10-K for the year ended February 28, 2010.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. None.

Item 3. Defaults Upon Senior Securities. None.

Item 4. Submissions of Matters to a Vote of Security Holders. None.

Item 5. Other Information.

Item 6. Exhibits.

Exhibits Required by Item 601 of Regulation S-K.

A list of the exhibits required by Item 601 of Regulation S-K and filed as part of this report is set forth in the Index to Exhibits on page 22, which immediately precedes such exhibits.

SIGNATURES

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

AZZ incorporated
(Registrant)

DATE: June 25, 2010

By: /s/ Dana Perry
Dana Perry
Senior Vice President for Finance
Principal Financial Officer

EXHIBIT INDEX

3(1)	Articles of Incorporation, and all amendments thereto (incorporated by reference to the Annual Report on Form 10-K filed by Registrant for the fiscal year ended February 28, 1981).
3(2)	Articles of Amendment to the Article of Incorporation of the Registrant dated June 30, 1988 (incorporated by reference to the Annual Report on Form 10-K filed by Registrant for the fiscal year ended February 29, 2000).
3(3)	Articles of Amendment to the Articles of Incorporation of the Registrant dated October 25, 1999 (incorporated by reference to the Annual Report on Form 10-K filed by Registrant for the fiscal year ended February 29, 2000).
3(4)	Articles of Amendment to the Articles of Incorporation dated July 17, 2000 (incorporated by reference to the Quarterly Report Form 10-Q filed by Registrant for the quarter ended August 31, 2000).
3(5)	Amended and Restated Bylaws of AZZ incorporated (incorporated by reference to the Exhibit 3(1) to the Current Report Form 8-K filed by the Registrant on November 27, 2007).
3(6)	Amended and Restated Bylaws of AZZ incorporated (incorporated by reference to the Exhibit 3(1) to the Current Report Form 8-K filed by the Registrant on April 3, 2009).
4	Form of Stock Certificate for the Company's $1.00 par value Common Stock (incorporated by reference to the Quarterly Report Form 10-Q filed by Registrant August 31, 2000).
10(1)	Second Amended and Restated Credit Agreement with Bank of America, N.A., dated May 25, 2006 (incorporated by reference to Exhibit 10(1) of the Form 8-K filed by the Registrant on May 26, 2006).
10(2)	First Amendment to Second Amended and Restated Credit Agreement with Bank of America, N.A., dated February 28, 2007 (incorporated by reference to Exhibit 10(1) of the Form 8-K filed by the Registrant on March 1, 2007).
10(3)	Second Amendment and Consent to Second Amendment and Restated Credit Agreement dated March 31, 2008, by and between AZZ incorporated and Bank of America, N.A. (incorporated by reference to Exhibit 10(3) of the Form 8-K filed by the registrant on April 2, 2008).
10(4)	Note Purchase Agreement dated March 31, 2008, by and among AZZ incorporated and the purchasers listed therein (incorporated by reference to Exhibit 10(1) of the Form 8-K filed by the registrant on April 2, 2008).
10(6)	Asset Purchase Agreement executed and delivered on June 26, 2008 and made to be effective as of June 30, 2008, by and among AZZ incorporated, AZZ Blenkhorn & Sawle Limited, Blenkhorn and Sawle Limited, and Chriscot Holdings Limited.
10(7)	AZZ incorporated Amended and Restated 2005 Long-Term Incentive Plan (incorporated by reference to Appendix A of the Proxy Statement for the 2008 Annual Shareholders Meeting).
10(8)	AZZ incorporated Employee Stock Purchase Plan (incorporated by reference to Appendix B of the Proxy Statement for the 2008 Annual Shareholders Meeting).
10(9)	1999 Independent Director Share Ownership Plan as Approved on January 19, 1999 and As Amended on September 22, 1999 (incorporated by reference to Exhibit 10(22) of the Annual Report on Form 10-K filed by Registrant for the fiscal year ended February 28, 2001).
10(11)	

	AZZ incorporated 2001 Long-Term Incentive Plan (incorporated by reference to Exhibit A of the Proxy Statement for the 2001 Annual Shareholders Meeting).
10(12)	AZZ incorporated 2003 Management Incentive Bonus Plan (incorporated by reference to Exhibit 10(20) to the Annual Report on Form 10-K filed by the registrant for the fiscal year ended February 28, 2002).
10(13)	2002 Plan for the Annual Grant of Stock Options to Independent Directors of AZZ incorporated (incorporated by reference to Exhibit 10(27) to the Quarterly Report Form 10-Q filed by the registrant for the quarter ended August 31, 2002).
10(14)	AZZ incorporated Fiscal Year 2005 Stock Appreciation Rights Plan for Directors (incorporated by reference to Exhibit 10(53) to the quarterly report Form 10-Q filed by the Registrant for the quarter ended August 31, 2004).
10(15)	AZZ incorporated Fiscal Year 2005 Stock Appreciation Rights Plan for Key Employees (incorporated by reference to Exhibit 10(54) to the quarterly report Form 10-Q filed by the Registrant for the quarter ended August 31, 2004).
10(16)	AZZ incorporated 2005 Independent Director Compensation Plan (incorporated by reference to Exhibit 10.2 to the current report on Form 8-K filed by the Registrant on July 14, 2005).
10(17)	Agreement and Plan of Merger by and among AZZ incorporated, Big Kettle Merger Sub, Inc. and North American Galvanizing and Coatings, Inc. dated as of March 31, 2010 (incorporated by reference to Exhibit 2(1) to the current report on Form 8-K filed by the registrant on April 1, 2010).
10(18)	Stockholders Agreement by and among AZZ incorporated, Big Kettle Merger Sub, Inc. and certain stockholders of North American Galvanizing and Coatings, Inc. dated as of March 31, 2010 (incorporated by reference to Exhibit 2(2) to the current report on Form 8-K filed by the registrant on April 1, 2010).
10(19)	Fifth Amendment to Second Amended and Restated Credit Agreement with Bank of America, N.A., dated April 29, 2010 (incorporated by reference to Exhibit 10(1) of the Form 8-K filed by the registrant on April 30, 2010).
31.1	Chief Executive Officer Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated June 25, 2010. Filed Herewith.
31.2	Chief Financial Officer Certificate pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 dated June 25, 2010. Filed Herewith.
32.1	Chief Executive Officer Certificate pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated June 25, 2010. Filed Herewith.
32.2	Chief Financial Officer Certificate pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated June 25, 2010. Filed Herewith.