SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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TEXAS INDUSTRIES INC

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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 November 30, 2012

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 1-4887

TEXAS INDUSTRIES, INC.
(Exact name of Registrant as specified in its Charter)

Delaware	**75-0832210**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**
1341 West Mockingbird Lane, Suite 700W, Dallas, Texas	**75247-6913**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (972) 647-6700

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

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

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Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐

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

There were 28,135,910 shares of the Registrant's Common Stock, $1.00 par value, outstanding as of January 7, 2013.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CONSOLIDATED BALANCE SHEETS
TEXAS INDUSTRIES, INC. AND SUBSIDIARIES

In thousands	(Unaudited) November 30, 2012	May 31, 2012
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 71,782	$ 88,027
Receivables – net	107,760	98,836
Inventories	85,530	99,441
Deferred income taxes and prepaid expenses	16,672	19,007
Discontinued Operations Held for Sale	39,360	40,344
TOTAL CURRENT ASSETS	321,104	345,655
PROPERTY, PLANT AND EQUIPMENT		
Land and land improvements	169,925	168,173
Buildings	49,608	49,567
Machinery and equipment	1,146,301	1,142,439
Construction in progress	472,185	436,552
	1,838,019	1,796,731
Less depreciation and depletion	633,973	611,406
	1,204,046	1,185,325
OTHER ASSETS		
Goodwill	1,715	1,715
Real estate and investments	23,168	20,865
Deferred income taxes and other charges	23,234	23,368
	48,117	45,948
	$ 1,573,267	$ 1,576,928
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 64,520	$ 64,825
Accrued interest, compensation and other	67,712	61,317
Current portion of long-term debt	1,432	1,214
TOTAL CURRENT LIABILITIES	133,664	127,356
LONG-TERM DEBT	657,269	656,949
OTHER CREDITS	95,995	96,352
SHAREHOLDERS' EQUITY		
Common stock, $1 par value; authorized 100,000 shares; issued and outstanding 28,056 and 27,996 shares, respectively	28,056	27,996
Additional paid-in capital	491,959	488,637
Retained earnings	190,357	204,136

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Accumulated other comprehensive loss	(24,033)	(24,498)
	686,339	696,271
	$ 1,573,267	$ 1,576,928

See notes to consolidated financial statements.

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(Unaudited)
CONSOLIDATED STATEMENTS OF OPERATIONS
TEXAS INDUSTRIES, INC. AND SUBSIDIARIES

	Three months ended November 30,		Six months ended November 30,	
In thousands except per share	2012	2011	2012	2011
NET SALES	$ 167,693	$ 146,172	$ 342,216	$ 313,802
Cost of products sold	155,939	144,689	315,262	301,690
GROSS PROFIT	11,754	1,483	26,954	12,112
Selling, general and administrative	17,067	12,781	34,623	29,511
Restructuring charges	—	3,153	—	3,153
Interest	7,457	8,838	15,235	18,298
Loss on debt retirements	—	—	—	—
Other income	(1,924)	(1,522)	(4,525)	(7,393)
	22,600	23,250	45,333	43,569
LOSS BEFORE INCOME TAXES FROM CONTINUING OPERATIONS	(10,846)	(21,767)	(18,379)	(31,457)
Income taxes (benefit)	(657)	(1,144)	(796)	(1,453)
NET LOSS FROM CONTINUING OPERATIONS	$ (10,189)	$ (20,623)	$ (17,583)	$ (30,004)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	(933)	(414)	3,805	1,547
NET LOSS	$ (11,122)	$ (21,037)	$ (13,778)	$ (28,457)
NET LOSS PER SHARE FROM CONTINUING OPERATIONS:				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS:				
Basic	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
Diluted	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
NET LOSS PER SHARE:				
Basic	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
Diluted	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
AVERAGE SHARES OUTSTANDING				
Basic	28,030	27,882	28,014	27,878
Diluted	28,030	27,882	28,014	27,878
CASH DIVIDENDS DECLARED PER SHARE	$ —	$ —	$ —	$ 0.075

See notes to consolidated financial statements.

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(Unaudited)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
TEXAS INDUSTRIES, INC. AND SUBSIDIARIES

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Net loss	$ (11,122)	$ (21,037)	$ (13,778)	$ (28,457)
Other comprehensive income				
Net actuarial gains (losses) of defined postretirement benefit plans				
Reclassification of recognized transactions, net of tax	20	363	565	725
Adjustment, net of tax	—	—	(55)	—
Prior service cost of defined postretirement benefit plans				
Reclassification of recognized transactions, net of taxes	77	(123)	(45)	(246)
Total other comprehensive income	97	240	465	479
Comprehensive loss	$ (11,025)	$ (20,797)	$ (13,313)	$ (27,978)

See notes to consolidated financial statements.

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(Unaudited)
CONSOLIDATED STATEMENTS OF CASH FLOWS
TEXAS INDUSTRIES, INC. AND SUBSIDIARIES

In thousands	Six months ended November 30, 2012	2011
OPERATING ACTIVITIES		
Net loss	$ (13,778)	$ (28,457)
Adjustments to reconcile net loss to cash provided by operating activities		
Depreciation, depletion and amortization	28,543	31,385
Gains on asset disposals	(2,879)	(2,751)
Deferred income tax (benefit) expense	957	(945)
Stock-based compensation expense	5,505	(1,229)
Other – net	(8,469)	(5,185)
Changes in operating assets and liabilities		
Receivables – net	(8,488)	3,696
Inventories	13,967	12,189
Prepaid expenses	1,687	2,854
Accounts payable and accrued liabilities	7,933	930
Net cash provided by operating activities	24,978	12,487
INVESTING ACTIVITIES		
Capital expenditures – expansions	(36,118)	(35,966)
Capital expenditures – other	(10,845)	(26,300)
Proceeds from asset disposals	3,958	1,649
Investments in life insurance contracts	2,366	2,989
Other – net	(88)	(128)
Net cash used by investing activities	(40,727)	(57,756)
FINANCING ACTIVITIES		
Debt payments	(1,585)	(36)
Debt issuance costs	—	(1,732)
Stock option exercises	1,089	158
Common dividends paid	—	(2,091)
Net cash used by financing activities	(496)	(3,701)
Decrease in cash and cash equivalents	(16,245)	(48,970)
Cash and cash equivalents at beginning of period	88,027	116,432
Cash and cash equivalents at end of period	$ 71,782	$ 67,462

See notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Texas Industries, Inc. and subsidiaries is a leading supplier of heavy construction materials in the southwestern United States through our three business segments: cement, aggregates and consumer products. Our principal products are gray portland cement, produced and sold through our cement segment; stone, sand, gravel and lightweight aggregates, produced and sold through our aggregates segment; and ready-mix concrete, produced and sold through our consumer products segment. Our facilities are concentrated primarily in Texas, Louisiana and California. When used in these notes the terms "Company," "we," "us" or "our" mean Texas Industries, Inc. and subsidiaries unless the context indicates otherwise.

1. Summary of Significant Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six-month period ended November 30, 2012, are not necessarily indicative of the results that may be expected for the year ended May 31, 2013. For further information, refer to the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K of Texas Industries, Inc. for the year ended May 31, 2012.

Principles of Consolidation. The consolidated financial statements include the accounts of Texas Industries, Inc. and all subsidiaries except for a joint venture in which the Company has a 40% equity interest. The joint venture is accounted for using the equity method. Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

Discontinued Operations Held for Sale. The prior period consolidated financial statements in this Form 10-Q have been reclassified to reflect the businesses held for sale and discontinued operations as discussed in Note 2 - Discontinued Operations and Held for Sale Businesses.

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

Fair Value of Financial Instruments. The estimated fair value of each class of financial instrument as of November 30, 2012 and May 31, 2012 approximates its carrying value except for long-term debt having fixed interest rates. The fair value of our long-term debt is estimated based on broker/dealer quoted market prices, which is level two inputs. As of November 30, 2012, the fair value of our long-term debt, including the current portion, was approximately $705.8 million compared to the carrying amount of $658.7 million. As of May 31, 2012, the fair value of our long-term debt, including the current portion, was approximately $646.8 million compared to the carrying amount of $658.2 million.

Cash and Cash Equivalents. Investments with maturities of less than 90 days when purchased are classified as cash equivalents and consist primarily of money market funds and investment grade commercial paper issued by major corporations and financial institutions.

Receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. A reserve for doubtful accounts is maintained based on the length of time receivables are past due or the status of a customer's financial condition. If we are aware of a specific customer's inability to make required payments, specific amounts are added to the reserve.

Environmental Liabilities. We are subject to environmental laws and regulations established by federal, state and local authorities, and make provision for the estimated costs related to compliance when it is probable that an estimable liability has been incurred.

Legal Contingencies. We are a defendant in lawsuits which arose in the normal course of business, and make provision for the estimated loss from any claim or legal proceeding when it is probable that an estimable liability has been incurred.

Inventories. Inventories are stated at the lower of cost or market. We use the last-in, first out ("LIFO") method to value finished products, work in process and raw material inventories excluding natural aggregate inventories. Natural aggregate inventories and parts and supplies inventories are valued using the average cost method. Our natural aggregate inventory excludes volumes in excess of an average twelve-month period of actual sales.

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Long-lived Assets. Management reviews long-lived assets on a facility by facility basis for impairment whenever changes in circumstances indicate that the carrying amount of the assets may not be recoverable and would record an impairment charge if necessary. Such evaluations compare the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset and are significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. Estimates of future cash flows reflect Management's belief that it operates in a cyclical industry.

In the fourth quarter of our prior fiscal year, management evaluated the Hunter, Texas cement plant, including the capitalized construction and interest costs associated with the expansion. We expect the Texas market to recover to pre-recession levels and to complete the expansion project. Based on historical margins, we believe the undiscounted cash flows over the remaining life of the Hunter plant after completion of the expansion will significantly exceed the current investment in the plant as well as the remaining costs of the expansion and future capital expenditures necessary to achieve these cash flows.

Property, plant and equipment is recorded at cost. Costs incurred to construct certain long-lived assets include capitalized interest which is amortized over the estimated useful life of the related asset. Interest is capitalized during the construction period of qualified assets based on the average amount of accumulated expenditures and the weighted average interest rate applicable to borrowings outstanding during the period. If accumulated expenditures exceed applicable borrowings outstanding during the period, capitalized interest is allocated to projects under construction on a pro rata basis. Provisions for depreciation are computed generally using the straight-line method. Useful lives for our primary operating facilities range from 10 to 25 years with certain cement facility structures having useful lives of 40 years. Provisions for depletion of mineral deposits are computed on the basis of the estimated quantity of recoverable raw materials. The costs of removing overburden and waste materials to access mineral deposits are referred to as stripping costs. All production phase stripping costs are recognized as costs of the inventory produced during the period the stripping costs are incurred. Maintenance and repairs are charged to expense as incurred.

Goodwill and Goodwill Impairment. Management tests goodwill for impairment annually by reporting unit in the fourth quarter of our fiscal year using a two-step process. The first step of the impairment test identifies potential impairment by comparing the fair value of a reporting unit to its carrying value including goodwill. In applying a fair-value-based test, estimates are made of the expected future cash flows to be derived from the reporting unit. Similar to the review for impairment of other long-lived assets, the resulting fair value determination is significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. If the carrying value of the reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying value of the reporting unit goodwill exceeds the implied fair value of the goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination.

Goodwill resulting from the acquisition of ready-mix operations in Texas and Louisiana and identified with our consumer products operations has a carrying value of $1.7 million at both November 30, 2012 and May 31, 2012. Based on an impairment test performed as of March 31, 2012, the fair value of the reporting unit exceeds its carrying value, and therefore, no potential impairment was identified.

Income Taxes. Texas Industries, Inc. (the parent company) joins in filing a consolidated return with its subsidiaries based on federal and certain state tax filing requirements. Certain subsidiaries also file separate state income tax returns. Current and deferred tax expense is allocated among the members of the group based on a stand-alone calculation of the tax of the individual member. We recognize and classify deferred income taxes using an asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effect of temporary differences between the financial statements and the tax basis of assets and liabilities, as measured by current enacted tax rates.

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are generally recorded in the year the tax returns are filed.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. Our estimate of the potential outcome for any uncertain tax issue is highly judgmental. We account for these uncertain tax issues using a two-step approach to recognizing and measuring uncertain tax positions taken or expected to be taken in a tax return. The first step determines if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step measures the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the

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final outcome of these matters differs from the amounts recorded, such differences generally will impact our provision for income taxes in the period in which such a determination is made. Our provisions for income taxes include the impact of reserve provisions and changes to reserves that are considered appropriate including related interest and penalties.

Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and would record a valuation allowance unless such deferred tax assets were deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets is dependent upon various factors including the generation of taxable income during future periods. In determining the need for a valuation allowance, we consider such factors as historical earnings, the reversal of existing temporary differences, prior taxable income (if carryback is permitted under the tax law), and prudent and feasible tax planning strategies. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets valuation allowance would be charged to earnings in the period in which we make such a determination. If we later determine that it is more likely than not that the net deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance as an adjustment to earnings at such time. See further discussion in note 9.

Real Estate and Investments. Surplus real estate and real estate acquired for development of high quality industrial, office or multi-use parks totaled $7.3 million at November 30, 2012 and $7.6 million at May 31, 2012.

Investments include life insurance contracts purchased in connection with certain of our benefit plans. The contracts, recorded at their net cash surrender value, totaled $2.2 million (net of distributions of $99.4 million plus accrued interest and fees) at November 30, 2012 and $0.7 million (net of distributions of $94.4 million plus accrued interest and fees) at May 31, 2012. We can elect to receive distributions chargeable against the cash surrender value of the policies in the form of borrowings or withdrawals or we can elect to surrender the policies and receive their net cash surrender value.

Investment in Joint Venture. In November 2011 we entered into a joint venture agreement with a ready-mix operator based in Waco, Texas. We contributed certain of our central Texas ready-mix plants and related assets to the joint venture in return for a 40% equity interest. The joint venture operates ready-mix plants serving the central Texas market. The day to day business operations are managed by the 60% partner in the venture. We supply cement to the joint venture. The debt of the joint venture is secured by the underlying assets of the joint venture. In addition, we have guaranteed 50% and our partner has guaranteed 100% of the debt of the joint venture. Our investment totaled $13.6 million at November 30, 2012 and $12.5 million at May 31, 2012. Our equity in income of the joint venture was $1.1 million for the six-month period ended November 30, 2012.

Deferred Other Charges. Deferred other charges totaled $20.8 million at November 30, 2012 and $20.4 million at May 31, 2012 and are composed primarily of debt issuance costs that totaled $12.0 million at November 30, 2012 and $13.0 million at May 31, 2012. The costs are amortized over the term of the related debt.

Other Credits. Other credits totaled $95.9 million at November 30, 2012 and $96.4 million at May 31, 2012 and are composed primarily of liabilities related to our retirement plans, deferred compensation agreements and asset retirement obligations.

Asset Retirement Obligations. We record a liability for legal obligations associated with the retirement of our long-lived assets in the period in which it is incurred if an estimate of fair value of the obligation can be made. The discounted fair value of the obligations incurred in each period are added to the carrying amount of the associated assets and depreciated over the lives of the assets. The liability is accreted at the end of each period through a charge to operating expense. A gain or loss on settlement is recognized if the obligation is settled for other than the carrying amount of the liability.

We incur legal obligations for asset retirement as part of our normal operations related to land reclamation, plant removal and Resource Conservation and Recovery Act closures. Determining the amount of an asset retirement liability requires estimating the future cost of contracting with third parties to perform the obligation. The estimate is significantly impacted by, among other considerations, management's assumptions regarding the scope of the work required, labor costs, inflation rates, market-risk premiums and closure dates.

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Changes in asset retirement obligations are as follows:

In thousands	Six months ended November 30, 2012	2011
Balance at beginning of period	$3,879	$4,455
Additions	305	287
Accretion expense	86	89
Settlements	(1,617)	(713)
Balance at end of period	$2,653	$4,118

Accumulated Other Comprehensive Loss. Amounts recognized in accumulated other comprehensive loss represent adjustments related to a defined benefit retirement plan and a postretirement health benefit plan covering approximately 600 employees and retirees of our California cement subsidiary. The amounts totaled $24.0 million (net of tax of $5.7 million) at November 30, 2012 and $24.5 million (net of tax of $6.0 million) at May 31, 2012.

Net Sales. Sales are recognized when title has transferred and products are delivered. We include delivery fees in the amount we bill customers to the extent needed to recover our cost of freight and delivery. Net sales are presented as revenues and include these delivery fees.

Other Income. Routine sales of surplus operating assets and real estate resulted in gains of $0.4 million and $0.4 million in the three-month periods ended November 30, 2012 and November 30, 2011 and $2.9 million and $0.7 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. In addition, we sold emissions credits associated with our Crestmore cement plant in Riverside, California resulting in a gain of $2.5 million in the six-month period ended November 30, 2011.

In July 2011 we entered into an asset exchange transaction with CEMEX USA in which we acquired three ready-mix concrete plants and a sand and gravel plant that serve the Austin, Texas metropolitan market. In exchange, we transferred to CEMEX USA seven ready-mix concrete plants in the Houston, Texas market, and we designated four non-operating ready-mix plant sites in the Houston area as surplus real estate. The exchange resulted in the acquisition of ready-mix and aggregate property, plant and equipment of $6.1 million and the recognition of a gain of $2.1 million in the six-month period ended November 30, 2011. The gain from the transaction and the operating results of the acquired ready-mix operations are reported in our consumer products segment, and the operating results of the acquired sand and gravel operations are reported in our aggregates segment.

Stock-based Compensation. We have provided stock-based compensation to employees and non-employee directors in the form of non-qualified and incentive stock options, restricted stock, stock appreciation rights, deferred compensation agreements and stock awards. We use the Black-Scholes option-pricing model to determine the fair value of stock options granted as of the date of grant. Options with graded vesting are valued as single awards and the related compensation cost is recognized using a straight-line attribution method over the shorter of the vesting period or required service period adjusted for estimated forfeitures. We use the average stock price on the date of grant to determine the fair value of restricted stock awards paid. A liability, which is included in other credits, is recorded for stock appreciation rights, deferred compensation agreements and stock awards expected to be settled in cash, based on their fair value at the end of each period until such awards are paid. See further discussion in note 7.

Earnings Per Share ("EPS"). Income or loss allocated to common shareholders adjusts net income or loss for the participation in earnings of unvested restricted shares outstanding.

Basic weighted-average number of common shares outstanding during the period includes contingently issuable shares and excludes outstanding unvested restricted shares. Contingently issuable shares outstanding at November 30, 2012 relate to deferred compensation agreements in which directors elected to defer their fees. The deferred compensation is denominated in shares of our common stock and issued in accordance with the terms of the agreement subsequent to retirement or separation from us. The shares are considered contingently issuable because the director has an unconditional right to the shares to be issued.

Diluted weighted-average number of common shares outstanding during the period adjusts basic weighted-average shares for the dilutive effect of stock options, restricted shares and awards.

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Basic and Diluted EPS are calculated as follows:

In thousands except per share	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Earnings				
Net loss from continuing operations	$ (10,189)	$ (20,623)	$ (17,583)	$ (30,004)
Net income (loss) from discontinued operations	$ (933)	$ (414)	$ 3,805	$ 1,547
Unvested restricted share participation	6	9	11	14
Loss allocated to common shareholders	$ (11,116)	$ (21,028)	$ (13,767)	$ (28,443)
Shares				
Weighted-average shares outstanding	28,043	27,892	28,028	27,890
Contingently issuable shares	3	2	3	2
Unvested restricted shares	(16)	(12)	(17)	(14)
Basic weighted-average shares	28,030	27,882	28,014	27,878
Stock option, restricted share and award dilution	—	—	—	—
Diluted weighted-average shares (1)	28,030	27,882	28,014	27,878
Net loss from continuing operations				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Net income (loss) from discontinued operations				
Basic	(0.04)	(0.02)	0.14	0.06
Diluted	(0.04)	(0.02)	0.14	0.06
Net loss per share				
Basic	(0.40)	(0.75)	(0.49)	(1.02)
Diluted	(0.40)	(0.75)	(0.49)	(1.02)
(1) Shares excluded due to antidilutive effect of stock options, restricted shares and awards	826	1,514	978	1,359

Recently Issued Accounting Guidance. In June 2011, the Financial Accounting Standards Board issued new accounting guidance that requires an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. In December 2011, the Financial Accounting Standards Board issued an amendment to an existing accounting standard which defers the requirement to present reclassification adjustments for each component of other comprehensive income on the face of the income statement. The new guidance is effective for us on June 1, 2012 and has not had a material impact on our consolidated financial statements.

2. Discontinued Operations and Held for Sale Businesses

On December 4, 2012, our subsidiaries entered into agreements to exchange their expanded shale and clay lightweight aggregates manufacturing business for the ready-mix concrete business of subsidiaries of Trinity Industries, Inc. in east Texas and southwest Arkansas. Pursuant to the agreements, we will transfer our expanded shale and clay manufacturing facilities in Streetman, Texas; Boulder, Colorado and Frazier Park, California; and our DiamondPro® product line in exchange for 42 ready-mix concrete plants stretching from Texarkana to Beaumont in east Texas and in southwestern Arkansas, as well as two aggregate distribution facilities in Beaumont and Port Arthur, Texas, and related assets. We anticipate recognizing a gain on the transaction, the amount of which will be determined after the transaction closes and valuations of the assets are obtained. Closing is subject to negotiations of ancillary

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agreements, satisfactory completion of due diligence, receipt of required consents, approvals and permit amendments and other customary conditions.

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The following table summarizes the assets and liabilities of all discontinued operations held for sale as of November 30, 2012 and reclassified as assets held for sale on May 31, 2012.

In thousands	November 30, 2012	May 31, 2012
Assets:		
Inventory	$ 29,720	$ 30,072
Property Plant and Equipment	9,640	10,272
Total Assets in Discontinued Operations Held for Sale	$ 39,360	$ 40,344

The following table summarizes the revenue, earnings before and net of income tax expense on all discontinued operations held for sale for the three-months and six-months ended November 30, 2012 and 2011:

In thousands	Three months ended November 30,		Six months ended November 30,	
Discontinued Operations	2012	2011	2012	2011
Revenue	$ 11,629	$ 9,899	$ 28,914	$ 24,009
Earnings on discontinued operations, before taxes	$ 843	$ 108	$ 5,865	$ 2,231
Earnings on discontinued operations, net of tax	$ (933)	$ (414)	$ 3,805	$ 1,547

3. Working Capital

Working capital totaled $187.4 million at November 30, 2012 compared to $218.3 million at May 31, 2012. Selected components of working capital are summarized below.

Receivables consist of:

In thousands	November 30, 2012	May 31, 2012
Trade notes and accounts receivable	$ 106,937	$ 97,621
Other	823	1,215
	$ 107,760	$ 98,836

Trade notes and accounts receivable are presented net of allowances for doubtful receivables of $2.8 million at November 30, 2012 and $2.5 million at May 31, 2012. Provisions for bad debts charged to expense were $0.4 million and $0.2 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. Uncollectible accounts written off totaled less than $0.2 million and $0.2 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

Inventories consist of:

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In thousands	November 30, 2012	May 31, 2012
Finished products	$ 6,516	$ 7,664
Work in process	8,019	12,505
Raw materials	7,504	9,449
Total inventories at LIFO cost	22,039	29,618
Finished products	18,668	23,451
Raw materials	422	229
Parts and supplies	44,401	46,143
Total inventories at average cost	63,491	69,823
Total inventories	$ 85,530	$ 99,441

All inventories are stated at the lower of cost or market. Finished products, work in process and raw material inventories, excluding natural aggregate inventories, are valued using the last-in, first-out (“LIFO”) method. Natural aggregate finished products and raw material inventories and parts and supplies inventories are valued using the average cost method. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management’s estimates of expected year-end inventory levels and costs and are subject to the final year-end LIFO inventory valuation. If the average cost method (which approximates current replacement cost) had been used for all of these inventories, inventory values would have been higher by $36.8 million at November 30, 2012 and $37.5 million at May 31, 2012.

Accrued interest, compensation and other consist of:

In thousands	November 30, 2012	May 31, 2012
Interest	$ 17,801	$ 17,810
Compensation and employee benefits	15,849	18,103
Casualty insurance claims	14,908	14,004
Income taxes	4,806	4,500
Property taxes and other	14,348	6,900
	$ 67,712	$ 61,317

4. Long-Term Debt

Long-term debt consists of:

In thousands	November 30, 2012	May 31, 2012
Senior secured revolving credit facility expiring in 2016	$ —	$ —
9.25% Senior notes due 2020 issued August 10, 2010 at par value	650,000	650,000
Other	6,359	5,778
	656,359	655,778
Capital lease obligations	2,097	2,136
Other contract obligations	245	249
	658,701	658,163
Less current portion	1,432	1,214
	$ 657,269	$ 656,949

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Senior Secured Revolving Credit Facility. On August 25, 2011, we amended and restated our credit agreement and the associated security agreement. The credit agreement continues to provide for a $200 million senior secured revolving credit facility with a $50 million sub-limit for letters of credit and a $15 million sub-limit for swing line loans. The credit facility matures on August 25, 2016. Amounts drawn under the credit facility bear annual interest either at the LIBOR rate plus a margin of 2.00% to 2.75% or at a base rate plus a margin of 1.0% to 1.75%. The base rate is the higher of the federal funds rate plus 0.5%, the prime rate established by Bank of America, N.A. or the one-month LIBOR rate plus 1.0%. The interest rate

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margins are determined based on the Company's fixed charge coverage ratio. The commitment fee calculated on the unused portion of the credit facility ranges from 0.375% to 0.50% per year based on the Company's average daily loan balance. We may terminate the credit facility at any time.

The amount that can be borrowed under the credit facility is limited to an amount called the borrowing base. The borrowing base may be less than the $200 million stated principal amount of the credit facility. The borrowing base is calculated based on the value of our accounts receivable, inventory and mobile equipment in which the lenders have a security interest. In addition, by mortgaging tracts of its real property to the lenders, the Company may increase the borrowing base by an amount beginning at $20 million and declining to $10.7 million at the maturity of the credit facility.

The borrowing base under the agreement was $147.8 million as of November 30, 2012. We are not required to maintain any financial ratios or covenants unless an event of default occurs or the unused portion of the borrowing base is less than $25 million, in which case we must maintain a fixed charge coverage ratio of at least 1.0 to 1.0. At November 30, 2012, our fixed charge coverage ratio was .01 to 1.0. Given this ratio, we may use only $122.8 million of the borrowing base as of such date. No borrowings were outstanding at November 30, 2012; however, $31.1 million of the borrowing base was used to support letters of credit. As a result, the maximum amount we could borrow as of November 30, 2012 was $91.6 million.

All of our consolidated subsidiaries have guaranteed our obligations under the credit facility. The credit facility is secured by first priority security interests in all or most of our existing and future consolidated accounts, inventory, equipment, intellectual property and other personal property, and in all of our equity interests in present and future domestic subsidiaries and 66% of the equity interest in any future foreign subsidiaries, if any.

The credit agreement contains a number of covenants restricting, among other things, prepayment or redemption of our senior notes, distributions and dividends on and repurchases of our capital stock, acquisitions and investments, indebtedness, liens and affiliate transactions. We are permitted to pay cash dividends on our common stock as long as the credit facility is not in default, the fixed charge coverage ratio is greater than 1.0 to 1.0 and borrowing availability under the borrowing base is more than $40 million. When our fixed charge coverage ratio is less than 1.0 to 1.0, we are permitted to pay cash dividends on our common stock not to exceed $2.5 million in any single instance (which shall not occur more than four times in any calendar year) or $10 million in the aggregate during any calendar year as long as the credit facility is not in default and borrowing availability is more than the greater of $60 million or 30% of the aggregate commitments of all lenders. For this purpose, borrowing availability is equal to the borrowing base less the amount of outstanding borrowings less the amount used to support letters of credit. We were in compliance with all of our loan covenants as of November 30, 2012.

9.25% Senior Notes. On August 10, 2010, we sold $650 million aggregate principal amount of our 9.25% senior notes due 2020 at an offering price of 100%. The notes were issued under an indenture dated as of August 10, 2010. The net proceeds were used to purchase or redeem all of our outstanding 7.25% senior notes due 2013, with additional proceeds available for general corporate purposes.

At November 30, 2012, we had $650 million aggregate principal amount of 9.25% senior notes outstanding. Under the indenture, at any time on or prior to August 15, 2015, we may redeem the notes at a redemption price equal to the sum of the principal amount thereof, plus accrued interest and a make-whole premium. On and after August 15, 2015, we may redeem all or a part of the notes at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest if redeemed during the twelve-month period beginning on August 15 of the years indicated below:

Year	Percentage
2015	104.625%
2016	103.083%
2017	101.542%
2018 and thereafter	100.000%

In addition, prior to August 15, 2013, we may redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 109.250% of the principal amount thereof, plus accrued interest with the net cash proceeds from certain equity offerings. If we experience a change of control, we may be required to offer to purchase the notes at a purchase price equal to 101% of the principal amount, plus accrued interest.

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All of our consolidated subsidiaries have unconditionally guaranteed the 9.25% senior notes. The indenture governing the notes contains affirmative and negative covenants that, among other things, limit our and our subsidiaries' ability to pay dividends on or redeem or repurchase stock, make certain investments, incur additional debt or sell preferred stock, create liens, restrict dividend payments or other payments from subsidiaries to the Company, engage in consolidations and mergers or

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sell or transfer assets, engage in sale and leaseback transactions, engage in transactions with affiliates, and sell stock in our subsidiaries. We are not required to maintain any affirmative financial ratios or covenants. We were in compliance with all of our covenants as of November 30, 2012.

Other. Principal payments due on long-term debt, excluding capital lease and other contract obligations, during each of the five years subsequent to November 30, 2012 are $1.4 million, $1.5 million, $1.6 million, $1.6 million and $0.7 million. The total amount of interest incurred was $17.8 million and $17.1 million in the three-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $9.9 million and $8.3 million was capitalized. The total amount of interest incurred was $34.5 million and $34.4 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $19.2 million and $16.1 million was capitalized. The total amount of interest paid in cash was $35.5 million and $35.4 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

Guarantee of Joint Venture Debt. We have guaranteed 50%, or $12.2 million, of an unconsolidated joint venture's debt which matures November 18, 2013. The joint venture was in compliance with all the terms of the debt as of November 30, 2012. See further discussion of the joint venture under *Investment in Joint Venture* in note 1.

5. Commitments

During October 2007, we commenced construction on a project to expand our Hunter, Texas cement plant. In May 2009 we temporarily halted construction on the project because we believed that economic and market conditions made it unlikely that cement demand levels in Texas at that time would permit the new kiln to operate profitably if the project was completed as originally scheduled. We resumed construction in October 2010 and began commissioning in November 2012 and should be complete in the spring of 2013. The total capital cost of the project is expected to be between $370 million and $375 million, excluding capitalized interest. As of November 30, 2012, we have incurred $367.9 million, excluding capitalized interest of $87.9 million related to the project, of which $362.1 million has been paid.

6. Shareholders' Equity

There are authorized 100,000 shares of Cumulative Preferred Stock, no par value, of which 20,000 shares are designated $5 Cumulative Preferred Stock (Voting), redeemable at $105 per share and entitled to $100 per share upon dissolution. An additional 40,000 shares are designated Series B Junior Participating Preferred Stock. The Series B Preferred Stock is not redeemable and ranks, with respect to the payment of dividends and the distribution of assets, junior to (i) all other series of the Preferred Stock unless the terms of any other series shall provide otherwise and (ii) the $5 Cumulative Preferred Stock. No shares of $5 Cumulative Preferred Stock or Series B Junior Participating Preferred Stock were outstanding as of November 30, 2012.

7. Stock-Based Compensation Plans

The Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (the "2004 Plan") provides that, in addition to other types of awards, non-qualified and incentive stock options to purchase Common Stock may be granted to employees and non-employee directors at market prices at date of grant. In addition, non-qualified and incentive stock options remain outstanding under our 1993 Stock Option Plan.

Options become exercisable in installments beginning one year after the date of grant and expire 10 years after the date of grant. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model. Options with graded vesting are valued as single awards and the compensation cost recognized using a straight-line attribution method over the shorter of the vesting period or required service period adjusted for estimated forfeitures. No options were granted during the six-month period ended November 30, 2012. The following table sets forth the information about the weighted-average grant date fair value of options granted during the six-month period ended November 30, 2011 and the weighted-average assumptions used for such grants.

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	Six months ended November 30,
	2011
Weighted average grant date fair value	$ 19.72
Weighted average assumptions used:	
Expected volatility	.411
Expected option term in years	10
Risk-free interest rate	2.97%
Expected dividend yield	.56%

Expected volatility is based on an analysis of historical volatility of our common stock. Expected option term is the period of time that options granted are expected to be outstanding and is derived by analyzing the historical option exercise experience of our optionees. Risk-free interest rate is determined using the implied yield currently available for zero coupon U.S. treasury issues with a remaining term equal to the expected term of the option. Expected dividend yield is based on the approved annual dividend rate in effect and the market price of our common stock at the time of grant.

A summary of option transactions for the six-month periods ended November 30, 2012, follows:

	Shares Under Option	Weighted-Average Option Price
Outstanding at May 31, 2012	2,145,570	$ 38.54
Exercised	(55,332)	24.42
Canceled	(25,820)	45.10
Outstanding at November 30, 2012	2,064,418	$ 38.83
Exercisable at November 30, 2012	1,099,138	$ 43.33

The following table summarizes information about stock options outstanding as of November 30, 2012.

	Range of Exercise Prices		
	$16.04 - $29.38	$33.57 - $48.60	$50.63 - $70.18
Options outstanding			
Shares outstanding	768,531	781,717	514,100
Weighted-average remaining life in years	6.34	6.15	3.61
Weighted-average exercise price	$ 25.54	$ 39.71	$ 57.40
Options exercisable			
Shares exercisable	286,828	345,280	480,890
Weighted-average remaining life in years	3.17	4.63	3.56
Weighted-average exercise price	$ 21.10	$ 41.15	$ 57.87

Outstanding options expire on various dates to January 11, 2022. As of November 30, 2012, there were 355,585 shares available for future awards under the 2004 Plan.

As of November 30, 2012, the aggregate intrinsic value (the difference in the closing market price of our common stock of $46.42 and the exercise price to be paid by the optionee) of stock options outstanding was $21.3 million. The aggregate intrinsic value of exercisable stock options at that date was $8.9 million. The total intrinsic value for options exercised (the difference in the market price of our common stock on the exercise date and the price paid by the optionee to exercise the option) was $0.3 million and less than $0.1 million for the three-month periods ended November 30, 2012 and November 30, 2011, respectively and $1.0 million and $0.1 million for the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

We have provided additional stock-based compensation to employees and directors under stock appreciation rights contracts, deferred compensation agreements, restricted stock payments and a former stock awards program which was settled during fiscal year

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2012. At November 30, 2012, outstanding stock appreciation rights totaled 133,315 shares, deferred compensation agreements to be settled in cash totaled 101,790 shares, deferred compensation agreements to be settled in common stock totaled 2,995 shares and unvested restricted stock payments totaled 14,331 shares. Other credits include $7.3

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million at November 30, 2012 and $4.1 million at May 31, 2012 representing accrued stock-based compensation which is accounted for as liabilities and expected to be settled in cash. Common stock totaling 2.4 million shares at November 30, 2012 and 2.5 million shares at May 31, 2012 have been reserved for the settlement of stock-based compensation.

Total stock-based compensation included in selling, general and administrative expense (credit) was $2.7 million and $(1.3) million in the three-month periods ended November 30, 2012 and November 30, 2011, respectively and $5.5 million and $(1.2) million in the six-month periods ended November 30, 2012 and November30, 2011, respectively. The impact of changes in our company's stock price on stock-based awards accounted for as liabilities increased stock-based compensation $1.6 million in the the three-month period ended November 30, 2012 and reduced stock-based compensation $2.7 million in the three-month period ended November 30, 2011. The impact of changes in our company's stock price on stock-based awards accounted for as liabilities increased stock-based compensation $3.2 million in the six-month period ended November 30, 2012 and reduced stock-based compensation $3.8 million in the six-month period ended November 30, 2011.

Total tax expense or benefit recognized in our statements of operations for stock-based compensation was an expense of less than $0.1 million in the three-month periods ended November 30, 2012 and November 30, 2011 and an expense less than $0.1 million in the six-month periods ended November 30, 2012 and November 30, 2011. No cash tax benefit was realized for stock-based compensation in the six-month periods ended November 30, 2012 and November 30, 2011.

As of November 30, 2012, and prior to the subesquent changes described below, the total unrecognized stock-based compensation expense was $9.9 million. We currently expect to recognize in the years succeeding November 30, 2012 approximately $4.1 million of this stock-based compensation expense in 2013, $2.9 million in 2014, $1.9 million in 2015 and $1.0 million in 2016.

Effective January 4, 2013 the stock appreciation rights agreement was extended and modified to require settlement in shares instead of cash. Also effective December 28, 2012, the deferred compensation agreements totaling 101,790 shares were settled with shares. The Company is in the process of obtaining the valuations required for amended terms of these agreements, but does not expect the modifications to result in a significant gain or loss in the third quarter. These changes will reduce the Company's exposure to future volatility caused by the previous awards being accounted for as liabilities and reflecting changes in the Company's stock price.

8. Retirement Plans

Riverside Defined Benefit Plans. Approximately 600 employees and retirees of our subsidiary, Riverside Cement Company, are covered by a defined benefit pension plan and a postretirement health benefit plan. Unrecognized prior service costs and actuarial gains or losses for these plans are recognized in a systematic manner over the remaining service periods of active employees expected to receive benefits under these plans. The amount of the defined benefit pension plan and postretirement health benefit plan expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Defined benefit pension plan				
Service cost	$ 61	$ 134	$ 216	$ 268
Interest cost	635	760	1,343	1,520
Expected return on plan assets	(770)	(777)	(1,518)	(1,554)
Amortization of net actuarial loss	217	430	948	861
	$ 143	$ 547	$ 989	$ 1,095
Postretirement health benefit plan				
Service cost	$ 27	$ 25	$ 54	$ 50
Interest cost	88	104	176	208
Amortization of prior service cost	(194)	(194)	(388)	(388)
Amortization of net actuarial loss	129	141	258	282
	$ 50	$ 76	$ 100	$ 152

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The Riverside defined benefit pension plan ("Pension Plan") was amended during the first quarter of fiscal year 2013. This amendment provides that all benefit accruals under the Pension Plan shall cease effective December 31, 2012 and the Pension Plan will be frozen as of that date. The amendment was designed to reduce future pension costs and provide that,

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effective December 31, 2012, all future benefit accruals under the Pension Plan will automatically cease for all participants, and the accrued benefits under the Pension Plan will be determined and frozen as of that date. Accordingly, as a result of these amendments, accrued pension liability was reduced by $2.2 million with an offsetting reduction in the funded status of pension liability included in accumulated other comprehensive loss.

Financial Security Defined Benefit Plans. Substantially all of our executive and certain managerial employees are covered by a series of financial security plans that are non-qualified defined benefit plans. The financial security plans require deferral of a portion of a participant's salary and provide retirement, death and disability benefits to participants. The financial security plans are unfunded and benefits are paid as they become due. Actuarial gains or losses are recognized when incurred. The amount of financial security plan benefit expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Service cost	$ 593	$ 537	$ 1,186	$ 1,074
Interest cost	591	629	1,182	1,258
	$ 1,184	$ 1,166	$ 2,368	$ 2,332

The financial security defined benefit plans were amended during the second quarter of fiscal year 2013. This amendment provides that effective December 31, 2012 the Plans were frozen.

9. Income Taxes

Income taxes for the interim periods ended November 30, 2012 and November 30, 2011 have been included in the accompanying financial statements on the basis of an estimated annual rate. The tax rate differs from the 35% federal statutory corporate rate primarily due to percentage depletion that is tax deductible, state income taxes and valuation allowances against deferred tax assets. The estimated annualized rate for continuing operations is 4.3% for fiscal year 2013 compared to 4.6% for fiscal year 2012. We made no income tax payments in the six-month periods ended November 30, 2012 and November 30, 2011. We received income tax refunds of less than $0.1 million in the six-month period ended November 30, 2011.

Net deferred tax assets totaled $12.5 million at November 30, 2012 and $13.7 million at May 31, 2012, of which $10.0 million at November 30, 2012 and $10.7 million at May 31, 2012 were classified as current. Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and records a valuation allowance unless such deferred tax assets are deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets depends upon various factors including the generation of taxable income during future periods. The Company's deferred tax assets exceeded deferred tax liabilities as of November 30, 2012 and May 31, 2012 primarily as a result of recent losses. Management has concluded that the sources of taxable income we are permitted to consider do not assure the realization of the entire amount of our net deferred tax assets. Accordingly, a valuation allowance is required due to the uncertainty of realizing the deferred tax assets. We recorded a valuation allowance of $5.2 million in fiscal year 2012 through a charge to other comprehensive loss given the increase in actuarial losses in our retirement plans in 2012. We will continue to record additional valuation allowance against additions to our net deferred tax assets for fiscal year 2013 until Management believes it is more likely than not the deferred tax assets will be realized.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the final outcome of a matter differs from the amount recorded, such difference generally will impact our provision for income taxes in the period that includes its final resolution. We have no significant reserves for uncertain tax positions including related interest and penalties.

In addition to our federal income tax return, we file income tax returns in various state jurisdictions. We are no longer subject to income tax examinations by federal tax authorities for years prior to 2007 and state tax authorities for years prior to 2007. Our federal income tax returns for 2007 through 2010 are currently under examination. We do not anticipate that any adjustments that may result from this examination would have a material effect on our financial position or results of operations.

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10. Legal Proceedings and Contingent Liabilities

We are subject to federal, state and local environmental laws, regulations and permits concerning, among other matters, air emissions and wastewater discharge. We intend to comply with these laws, regulations and permits. However, from time to time we receive claims from federal and state environmental regulatory agencies and entities asserting that we are or may be in violation of certain of these laws, regulations and permits, or from private parties alleging that our operations have injured them or their property. It is possible that we could be held liable for future charges which might be material but are not currently known or estimable. In addition, changes in federal or state laws, regulations or requirements or discovery of currently unknown conditions could require additional expenditures by us.

In March 2008, the South Coast Air Quality Management District, or SCAQMD, informed one of our subsidiaries, Riverside Cement Company (Riverside), that it believed that operations at the Crestmore cement plant in Riverside, California caused the level of hexavalent chromium, or chrome 6, in the air in the vicinity of the plant to be elevated above ambient air levels. Chrome 6 has been identified by the State of California as a carcinogen. Riverside immediately began taking steps, in addition to its normal dust control procedures, to reduce dust from plant operations and eliminate the use of open clinker stockpiles. In February 2008, the SCAQMD placed an air monitoring station at the downwind property line closest to the open clinker stockpiles. In the SCAQMD's first public report of the results of its monitoring, over the period of February 12 to April 9, 2008, the average level of chrome 6 was 2.43 nanograms per cubic meter, or ng/m^3. Since that time, the average level has decreased. The average levels of chrome 6 reported by the SCAQMD at all of the air monitoring stations in areas around the plant, including the station at the property line, are below 1.0 ng/m^3 over the entire period of time it has operated the stations. The SCAQMD compared the level of exposure at the air monitor on our property line with the following employee exposure standards established by regulatory agencies:

Occupational Safety and Health Administration	5,000 ng/m^3
National Institute for Occupational Safety and Health	1,000 ng/m^3
California Environmental Protection Agency	200 ng/m^3

In public meetings conducted by the SCAQMD, it stated that the risk of long term exposure immediately adjacent to the plant is similar to living close to a busy freeway or rail yard, and it estimated an increased risk of 250 to 500 cancers per one million people, assuming continuous exposure for 70 years. Riverside has not determined how this particular risk number was calculated by SCAQMD. However, the *Riverside Press Enterprise* reported in a May 30, 2008 story that "John Morgan, a public health and epidemiology professor at Loma Linda University, said he looked at cancer cases reported from 1996 to 2005 in the census [tract] nearest the [plant] and found no excess cases. That includes lung cancer, which is associated with exposure to hexavalent chromium."

In late April 2008, a lawsuit was filed in Riverside County Superior Court of the State of California styled *Virginia Shellman, et al. v. Riverside Cement Holdings Company, et al* . The lawsuit against three of our subsidiaries purports to be a class action complaint for medical monitoring for a putative class defined as individuals who were allegedly exposed to chrome 6 emissions from our Crestmore cement plant. The complaint alleges an increased risk of future illness due to the exposure to chrome 6 and other toxic chemicals. The suit requests, among other things, establishment and funding of a medical testing and monitoring program for the class until their exposure to chrome 6 is no longer a threat to their health, as well as punitive and exemplary damages.

Since the *Shellman* lawsuit was filed, five additional putative class action lawsuits have been filed in the same court. The putative class in each of these cases is the same as or a subset of the putative class in the *Shellman* case, and the allegations and requests for relief are similar to those in the *Shellman* case. As a consequence, the court has stayed four of these lawsuits until the *Shellman* lawsuit is finally determined.

Since August 2008, additional lawsuits have been filed in the same court against Texas Industries, Inc. or one or more of our subsidiaries containing allegations of personal injury and wrongful death by approximately 3,000 individual plaintiffs who were allegedly exposed to chrome 6 and other toxic or harmful substances in the air, water and soil caused by emissions from the Crestmore plant. The court has dismissed Texas Industries, Inc. from the suits, and our subsidiaries operating in Texas have been dismissed by agreement with the plaintiffs. Most of our subsidiaries operating in California remain as defendants. The court has dismissed from these suits plaintiffs that failed to provide required information, leaving approximately 2,000 plaintiffs.

Since January 2009, additional lawsuits have been filed against Texas Industries, Inc. or one or more of our subsidiaries in the same court involving similar allegations, causes of action and requests for relief, but with respect to our Oro Grande, California cement plant instead of the Crestmore plant. The suits involve approximately 300 individual plaintiffs. Texas

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Industries, Inc. and our subsidiaries operating in Texas have been similarly dismissed from these suits. The court has dismissed from these suits plaintiffs that failed to provide required information, leaving approximately 250 plaintiffs. Prior to the filing of the lawsuits, the air quality management district in whose jurisdiction the plant lies conducted air sampling from locations around the plant. None of the samples contained chrome 6 levels above 1.0 ng/m^3.

The plaintiffs allege causes of action that are similar from suit to suit. Following dismissal of certain causes of action by the court and amendments by the plaintiffs, the remaining causes of action typically include, among other things, negligence, intentional and negligent infliction of emotional distress, trespass, public and private nuisance, strict liability, willful misconduct, fraudulent concealment, unfair business practices, wrongful death and loss of consortium. The plaintiffs generally request, among other things, general and punitive damages, medical expenses, loss of earnings, property damages and medical monitoring costs. At the date of this report, none of the plaintiffs in these cases has alleged in their pleadings any specific amount or range of damages. Some of the suits include additional defendants, such as the owner of another cement plant located approximately four miles from the Crestmore plant or former owners of the Crestmore and Oro Grande plants. We will vigorously defend all of these suits but we cannot predict what liability, if any, could arise from them. We also cannot predict whether any other suits may be filed against us alleging damages due to injuries to persons or property caused by claimed exposure to chrome 6.

We are defendants in other lawsuits that arose in the ordinary course of business. In our judgment the ultimate liability, if any, from such legal proceedings will not have a material effect on our consolidated financial position or results of operations.

11. Business Segments

We have three business segments: cement, aggregates and consumer products. Our business segments are managed separately along product lines. Through the cement segment we produce and sell gray portland cement as our principal product, as well as specialty cements. Through the aggregates segment we produce and sell stone, sand and gravel as our principal products. Previously, the aggregates segment included our expanded shale and clay lightweight aggregates which has been classified as discontinued operations in the current period and all prior periods. Therefore, amounts for these operations are not included in the information presented below. Through the consumer products segment we produce and sell ready-mix concrete as our principal product. We account for intersegment sales at market prices. Segment operating profit consists of net sales less operating costs and expenses. Corporate includes those administrative, financial, legal, human resources, environmental and real estate activities which are not allocated to operations and are excluded from segment operating profit. Identifiable assets by segment are those assets that are used in each segment's operation. Corporate assets consist primarily of cash and cash equivalents, real estate and other financial assets not identified with a business segment. The following is a summary of operating results and certain other financial data for our business segments.

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In thousands	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Net sales				
Cement				
Sales to external customers	$ 80,991	$ 65,639	$ 168,118	$ 137,697
Intersegment sales	10,452	11,595	20,530	25,174
Aggregates				
Sales to external customers	33,899	23,114	69,299	48,505
Intersegment sales	6,313	5,736	11,894	10,661
Consumer products				
Sales to external customers	52,803	57,419	104,799	127,600
Intersegment sales	62	702	111	1,545
Eliminations	(16,827)	(18,033)	(32,535)	(37,380)
Total net sales	$ 167,693	$ 146,172	$ 342,216	$ 313,802
Segment operating profit (loss)				
Cement	$ 6,057	$ (5,355)	$ 14,479	$ 1,162
Aggregates	3,520	1,991	7,518	3,783
Consumer products	(2,607)	(3,606)	(4,515)	(5,946)
Total segment operating profit	6,970	$ (6,970)	17,482	(1,001)
Corporate	(10,359)	(5,959)	(20,626)	(12,158)
Interest	(7,457)	(8,838)	(15,235)	(18,298)
Loss before income taxes	$ (10,846)	$ (21,767)	$ (18,379)	$ (31,457)
Depreciation, depletion and amortization				
Cement	$ 8,429	$ 8,897	$ 16,893	$ 17,824
Aggregates	3,347	3,494	6,674	7,290
Consumer products	1,981	2,326	3,847	4,890
Corporate	229	314	446	608
Total depreciation, depletion and amortization	$ 13,986	$ 15,031	$ 27,860	$ 30,612
Capital expenditures				
Cement	$ 11,052	$ 14,193	$ 40,785	$ 39,889
Aggregates	2,278	1,061	2,601	19,364
Consumer products	351	611	2,246	2,042
Corporate	645	637	1,019	793
Total capital expenditures	$ 14,326	$ 16,502	$ 46,651	$ 62,088
Net sales by product				
Cement	$ 72,169	$ 57,400	$ 149,404	$ 119,799
Stone, sand and gravel	21,428	15,257	43,997	32,532
Ready-mix concrete	52,712	44,578	104,582	100,801
Other products	2,648	13,692	5,515	28,699
Delivery fees	18,736	15,245	38,718	31,971
Total net sales	$ 167,693	$ 146,172	$ 342,216	$ 313,802

All sales were made in the United States during the periods presented with no single customer representing more than ten percent of sales.

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Cement segment operating profit includes a gain from the sales of emission credits associated with our Crestmore cement plant in Riverside, California of of $2.5 million in the six-month period ended November 30, 2011.

Consumer products operating profit includes a gain of $2.1 million in the six-month period ended November 30, 2011 from the exchange of certain ready-mix operations in Houston, Texas for ready-mix and aggregates operations that serve the Austin, Texas metropolitan market.

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Operating profit includes $2.0 million in restructuring charges in the three-month and six-month periods ended November 30, 2011, including $1.1 million associated with our cement operations, $0.4 million associated with our aggregate operations, $0.5 million associated with our ready-mix concrete operations. An additional $1.2 million in restructuring charges in the periods is associated with our corporate activities.

Capital expenditures incurred in connection with the expansion of our Hunter, Texas cement plant were $36.1 million and $36.0 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $18.4 million and $15.5 million was capitalized interest paid in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. Capital expenditures for normal replacement and upgrades of existing equipment and acquisitions to sustain existing operations were $10.8 million and $26.3 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $18.0 million was incurred to acquire aggregate reserves in the six-month period ended November 30, 2011.

The following is a summary of assets used in each of our business segments.

In thousands	November 30, 2012	May 31, 2012
Identifiable assets		
Cement	$ 1,149,700	$ 1,135,336
Aggregates	168,999	178,730
Consumer products	98,995	90,717
Corporate	116,213	131,801
Total assets	$ 1,533,907	$ 1,536,584

All of our identifiable assets are located in the United States.

12. Condensed Consolidating Financial Information

On August 10, 2010, Texas Industries, Inc. (the parent company) issued $650 million aggregate principal amount of its 9.25% senior notes due 2020. All existing consolidated subsidiaries of the parent company are 100% owned and provide a joint and several, full and unconditional guarantee of the securities. There are no significant restrictions on the parent company's ability to obtain funds from any of the guarantor subsidiaries in the form of a dividend or loan. Additionally, there are no significant restrictions on a guarantor subsidiary's ability to obtain funds from the parent company or its direct or indirect subsidiaries.

The following condensed consolidating balance sheets, statements of operations and statements of cash flows are provided for the parent company and guarantor subsidiaries. The information has been presented as if the parent company accounted for its ownership of the guarantor subsidiaries using the equity method of accounting. Prior period information has been reclassified to conform to the current period presentation.

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at November 30, 2012				
Cash and cash equivalents	$ 68,356	$ 3,426	$ —	$ 71,782
Receivables – net	—	107,760	—	107,760
Inventories	—	85,530	—	85,530
Deferred income taxes and prepaid expenses	115	16,825	(268)	16,672
Discontinued Operations Held for Sale	—	39,360	—	39,360
Total current assets	68,471	252,901	(268)	321,104
Property, plant and equipment – net	—	1,204,046	—	1,204,046
Goodwill	—	1,715	—	1,715
Real estate and investments	2,242	20,926	—	23,168
Deferred income taxes and other charges	122,901	8,666	(108,333)	23,234
Investment in subsidiaries	1,011,244	—	(1,011,244)	—
Long-term intercompany receivables	230,814	18,740	(249,554)	—
Total assets	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267
Accounts payable	$ 34	$ 64,486	$ —	$ 64,520
Accrued interest, compensation and other	26,213	41,767	(268)	67,712
Current portion of long-term debt	—	1,432	—	1,432
Total current liabilities	26,247	107,685	(268)	133,664
Long-term debt	650,245	7,024	—	657,269
Long-term intercompany payables	18,740	230,814	(249,554)	—
Deferred income taxes	—	108,333	(108,333)	—
Other credits	54,101	41,894	—	95,995
Shareholders' equity	686,339	1,011,244	(1,011,244)	686,339
Total liabilities and shareholders' equity	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at May 31, 2012				
Cash and cash equivalents	$ 84,713	$ 3,314	$ —	$ 88,027
Receivables – net	—	98,836	—	98,836
Inventories	—	99,441	—	99,441
Deferred income taxes and prepaid expenses	99	18,908	—	19,007
Discontinued Operations Held for Sale	—	40,344	—	40,344
Total current assets	84,812	260,843	—	345,655
Property, plant and equipment – net	—	1,185,325	—	1,185,325
Goodwill	—	1,715	—	1,715
Real estate and investments	664	20,201	—	20,865
Deferred income taxes and other charges	123,734	7,356	(107,722)	23,368
Investment in subsidiaries	987,519	—	(987,519)	—
Long-term intercompany receivables	246,298	18,747	(265,045)	—
Total assets	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928
Accounts payable	$ 108	$ 64,717	$ —	$ 64,825
Accrued interest, compensation and other	25,829	35,488	—	61,317
Current portion of long-term debt	4	1,210	—	1,214
Total current liabilities	25,941	101,415	—	127,356
Long-term debt	650,245	6,704	—	656,949
Long-term intercompany payables	18,747	246,298	(265,045)	—
Deferred income taxes	—	107,722	(107,722)	—
Other credits	51,823	44,529	—	96,352
Shareholders' equity	696,271	987,519	(987,519)	696,271
Total liabilities and shareholders' equity	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the three months ended November 30, 2012				
Net sales	$ —	$167,693	$ —	$167,693
Cost of products sold	—	155,939	—	155,939
	—	11,754	—	11,754
Selling, general and administrative	2,330	14,737	—	17,067
Interest	17,248	—	(9,791)	7,457
Other income	(26)	(1,898)	—	(1,924)
Intercompany other income	(874)	(8,917)	9,791	—
	18,678	3,922	—	22,600
Income (loss) from continuing operations before the following items	(18,678)	7,832	—	(10,846)
Income taxes (benefit)	(143)	(514)	—	(657)
	(18,535)	8,346	—	(10,189)
Equity in earnings of subsidiaries	7,413	—	(7,413)	—
Net income (loss)	$ (11,122)	$ 8,346	$ (7,413)	$ (10,189)
Net income (loss) from discontinued operations, net of tax	$ —	$ (933)	$ —	$ (933)
Net income (loss)	$ (11,122)	$ 7,413	$ (7,413)	$ (11,122)
Comprehensive loss	$ (11,025)	$ 7,509	$ (7,509)	$ (11,025)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the three months ended November 30, 2011				
Net sales	$ —	$146,172	$ —	$ 146,172
Cost of products sold	—	144,689	—	144,689
	—	1,483	—	1,483
Selling, general and administrative	228	12,553	—	12,781
Restructuring charges	—	3,153	—	3,153
Interest	17,008	—	(8,170)	8,838
Other income	(14)	(1,508)	—	(1,522)
Intercompany other income	(873)	(7,297)	8,170	—
	16,349	6,901	—	23,250
Income (loss) from continuing operations before the following items	(16,349)	(5,418)	—	(21,767)
Income taxes (benefit)	(1,404)	260	—	(1,144)
	(14,945)	(5,678)	—	(20,623)
Equity in earnings of subsidiaries	(5,158)	—	5,158	—
Net income (loss)	$ (20,103)	$ (5,678)	$ 5,158	$ (20,623)
Net income (loss) from discontinued operations, net of tax	$ —	$ (414)	$ —	$ (414)
Net income (loss)	$ (20,103)	$ (6,092)	$ 5,158	$ (21,037)
Comprehensive loss	$ (20,797)	$ (5,852)	$ 5,852	$ (20,797)

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2012				
Net sales	$ —	$ 342,216	$ —	$ 342,216
Cost of products sold	—	315,262	—	315,262
Gross profit (loss)	—	26,954	—	26,954
Selling, general and administrative	4,684	29,939	—	34,623
Interest	34,236	—	(19,001)	15,235
Other income	(49)	(4,476)	—	(4,525)
Intercompany other income	(1,755)	(17,246)	19,001	—
	37,116	8,217	—	45,333
Income (loss) from continuing operations before the following items	(37,116)	18,737	—	(18,379)
Income taxes (benefit)	(76)	(720)	—	(796)
	(37,040)	19,457	—	(17,583)
Equity in earnings of subsidiaries	23,261	—	(23,261)	—
Net income (loss) from continuing operations	$ (13,779)	$ 19,457	$ (23,261)	$ (17,583)
Net income (loss) from discontinued operations, net of tax	$ —	$ 3,805	$ —	$ 3,805
Net Income (loss)	$ (13,779)	$ 23,262	$ (23,261)	$ (13,778)
Comprehensive loss	$ (13,313)	$ 24,090	$ (24,090)	$ (13,313)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2011				
Net sales	$ —	$313,802	$ —	$ 313,802
Cost of products sold	—	301,690	—	301,690
Gross profit (loss)	—	12,112	—	12,112
Selling, general and administrative	1,253	28,258	—	29,511
Restructuring charges		3,153		3,153
Interest	34,265	—	(15,967)	18,298
Other income	(27)	(7,366)	—	(7,393)
Intercompany other income	(1,755)	(14,212)	15,967	—
	33,736	9,833	—	43,569
Income (loss) from continuing operations before the following items	(33,736)	2,279	—	(31,457)
Income taxes (benefit)	(3,534)	2,081	—	(1,453)
	(30,202)	198	—	(30,004)
Equity in earnings of subsidiaries	1,745	—	(1,745)	—
Net income (loss) from continuing operations	$ (28,457)	$ 198	$ (1,745)	$ (30,004)
Net income (loss) from discontinued operations, net of tax	$ —	$ 1,547	$ —	$ 1,547
Net Income (loss)	$ (28,457)	$ 1,745	$ (1,745)	$ (28,457)
Comprehensive loss	$ (27,978)	$ 2,225	$ (2,225)	$ (27,978)

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2012				
Net cash provided (used) by operating activities	$ (37,559)	$ 62,537	$ —	$ 24,978
Investing activities				—
Capital expenditures – expansions	—	(36,118)	—	(36,118)
Capital expenditures – other	—	(10,845)	—	(10,845)
Proceeds from asset disposals	—	3,958	—	3,958
Investments in life insurance contracts	2,366	—	—	2,366
Other – net	—	(88)	—	(88)
Net cash provided (used) by investing activities	2,366	(43,093)	—	(40,727)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	(8)	(1,577)	—	(1,585)
Debt issuance costs	—	—	—	—
Stock option exercises	1,089	—	—	1,089
Common dividends paid	—	—	—	—
Net intercompany financing activities	17,755	(17,755)	—	—
Net cash provided (used) by financing activities	18,836	(19,332)	—	(496)
Increase (decrease) in cash and cash equivalents	(16,357)	112	—	(16,245)
Cash and cash equivalents at beginning of period	84,713	3,314	—	88,027
Cash and cash equivalents at end of period	$ 68,356	$ 3,426	$ —	$ 71,782

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2011				
Net cash provided (used) by operating activities	$ (34,917)	$ 47,404	$ —	$ 12,487
Investing activities				—
Capital expenditures – expansions	—	(35,966)	—	(35,966)
Capital expenditures – other	—	(26,300)	—	(26,300)
Proceeds from asset disposals	—	1,649	—	1,649
Investments in life insurance contracts	2,989	—	—	2,989
Other – net	—	(128)	—	(128)
Net cash provided (used) by investing activities	2,989	(60,745)	—	(57,756)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	—	(36)	—	(36)
Debt issuance costs	(1,732)	—	—	(1,732)
Stock option exercises	158	—	—	158
Common dividends paid	(2,091)	—	—	(2,091)
Net intercompany financing activities	(12,561)	12,561	—	—
Net cash provided (used) by financing activities	(16,226)	12,525	—	(3,701)
Increase (decrease) in cash and cash equivalents	(48,154)	(816)	—	(48,970)

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Cash and cash equivalents at beginning of period	113,898	2,534	—	116,432
Cash and cash equivalents at end of period	$ 65,744	$ 1,718	$ —	$ 67,462

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Texas Industries, Inc.

We have reviewed the accompanying consolidated balance sheet of Texas Industries, Inc. and subsidiaries (the Company) as of November 30, 2012, and the related consolidated statements of operations and comprehensive loss for the three- and six-month periods ended November 30, 2012 and 2011 and the consolidated statements of cash flows for the six-month periods ended November 30, 2012 and 2011. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated interim financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Texas Industries, Inc. and subsidiaries as of May 31, 2012, and the related consolidated statements of operations, shareholders' equity, and cash flows for the year then ended [not presented herein], and in our report dated July 17, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of May 31, 2012, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Fort Worth, Texas
January 9, 2013

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

When used in this report the terms "Company," "we," "us" or "our" mean Texas Industries, Inc. and subsidiaries unless the context indicates otherwise.

RESULTS OF OPERATIONS

We are a leading supplier of heavy construction materials in the southwestern United States through our three business segments: cement, aggregates and consumer products. Our principal products are gray portland cement, produced and sold through our cement segment; stone, sand, gravel and lightweight aggregate, produced and sold through our aggregates segment; and ready-mix concrete, produced and sold through our consumer products segment. Our facilities are concentrated primarily in Texas, Louisiana and California.

Management uses segment operating profit as its principal measure to assess performance and to allocate resources. Business segment operating profit consists of net sales less operating costs and expenses that are directly attributable to the segment. Corporate includes non-operating income and expenses related to administrative, financial, legal, human resources, environmental and real estate activities.

During the six-month period ended November 30, 2012, while construction activity remained at levels well below pre-recession highs in both our California and Texas market areas, it is showing a positive trend. We have continued to focus on cost reduction, management of our cash position and management of production levels, which we believe has had a significant positive impact on our operating results.

In July 2011 we entered into an asset exchange transaction in which we acquired the ready-mix and aggregate operations of CEMEX USA that serve the Austin, Texas metropolitan market. In exchange for the three ready-mix plants and one sand and gravel plant, we transferred to CEMEX USA certain of our ready-mix operations in Houston, Texas. With the completion of this transaction we have exited the Houston, Texas ready-mix market. The operating results of the acquired ready-mix and sand and gravel operations are reported in our consumer products and aggregate segments, respectively.

In April 2012, we sold our Texas based packaged products operations to Bonsal American, a unit of Oldcastle, Inc. The transaction included five production facilities in the Dallas-Fort Worth Metroplex, the Houston metro area, and the Austin/Central Texas region. We entered into a long-term cement supply agreement with Bonsal American as a part of the transaction.

In November 2011 we entered into a joint venture agreement with Ratliff Ready-Mix, L.P., a ready-mix operator based in Waco, Texas. We contributed seven of our central Texas ready-mix plants and certain related assets to the joint venture and guaranteed 50%, or $13.0 million of the debt of the joint venture's debt which matures November 18, 2013. In addition to our 50% guarantee of the joint venture's debt, 100% of the debt is guaranteed by the other partner and secured by the underlying assets of the joint venture. The joint venture was in compliance with all the terms of the debt as of November 30, 2012. The day to day business operations are managed by the 60% partner in the venture. The joint venture owns a total of twenty three ready-mix plants and serves the central Texas market. We supply cement to the joint venture. The joint venture operations are reported in our consumer products segment using the equity method of accounting.

Consolidated net sales for the three-month period ended November 30, 2012 were $167.7 million, an increase of $21.5 million from the prior year period. Consolidated cost of products sold for the three-month period ended November 30, 2012 was $155.9 million, an increase of $11.2 million from the prior year period. Increased sales were primarily due to higher shipments for all major products and higher average price in aggregates and consumer products. Increase in cost of products sold is primarily due to cost associated with higher shipments and cement repair and maintenance costs. Consolidated gross profit for the three-month periods ended November 30, 2012 and November 30, 2011 was $11.8 million and $1.5 million, respectively.

Consolidated net sales for the six-month period ended November 30, 2012 were $342.2 million, an increase of $28.4 million from the prior year period. Consolidated cost of products sold for the six-month period ended November 30, 2012 was $315.3 million, an increase of $13.6 million from the prior year period. Increased sales were primarily due to higher cement and aggregates shipments and higher average price in aggregates and consumer products. Increase in cost of products sold is primarily due to cost associated with higher shipments and cement repair and maintenance costs. Consolidated gross profit for the six-month periods ended November 30, 2012 and November 30, 2011 was $27.0 million and $12.1 million, respectively.

Consolidated restructuring charges of $3.2 million were recorded in the three-month and six-month periods ended November 30, 2011, of which $1.6 million was paid. These charges consist primarily of severance and benefit costs associated with the various workforce reduction initiatives.

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Consolidated selling, general and administrative expense for the three-month period ended November 30, 2012 was $17.1 million, an increase of $4.3 million from the prior year period. Our stock-based compensation includes awards expected to be settled in cash, the expense for which is based on their fair value at the end of each period until the awards are paid. The impact of changes in our stock price on the fair value of these awards increased expense $4.3 million from the prior year period.

Consolidated selling, general and administrative expense for the six-month period ended November 30, 2012 was $34.6 million, an increase of $5.1 million from the prior year period. Our stock-based compensation includes awards expected to be settled in cash, the expense for which is based on their fair value at the end of each period until the awards are paid. The impact of changes in our stock price on the fair value of these awards increased expense $7.1 million from the prior period. This increase was offset by $2.0 million decrease in controllable expenses.

Consolidated other income for the three-month period ended November 30, 2012 was $1.9 million, an increase of $0.4 million from the prior year period. Other income includes earnings from a joint venture of $0.5 million in the three-month period ended November 30, 2012.

Consolidated other income for the six-month period ended November 30, 2012 was $4.5 million, a decrease of $2.9 million from the prior year period. The July 2011 asset exchange resulted in the recognition of a gain of $2.1 million in the six-month period ended November 30, 2011.

Net Income from discontinued operations for the three-month period ended November 30, 2012 was $0.8 million, an increase of $0.7 million from the prior year on higher shipments from expanded shale and clay lightweight aggregates.

Net Income from discontinued operations for the six-month period ended November 30, 2012 was $5.9 million, an increase of $3.6 million from the prior year period on higher shipments from expanded shale and clay lightweight aggregates.

Total segment operating profit for the three month period ended November 30, 2012 was $6.9 million. Total segment operating loss for the three-month period ended November 30, 2011 was $6.9 million. Total segment operating profit was $17.5 million for the six-month period ended November 30, 2012. Total segment operating loss was $1.0 million for the six-month period ended November 30, 2011.

The following is a summary of operating results for our business segments and certain other information related to our principal products and non-operating expenses.

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Cement Operations

In thousands except per unit	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Operating Results				
Cement sales	$ 82,584	$ 68,994	$ 169,897	$ 144,972
Other sales and delivery fees	8,858	8,240	18,750	17,899
Total segment sales	91,442	77,234	188,647	162,871
Cost of products sold	82,706	78,050	168,825	156,282
Gross profit	8,736	(816)	19,822	6,589
Selling, general and administrative	(3,729)	(4,165)	(7,273)	(8,243)
Restructuring charges	—	(1,074)	—	(1,074)
Other income	1,050	700	1,930	3,890
Operating Profits	$ 6,057	$ (5,355)	$ 14,479	$ 1,162
Cement				
Shipments (tons)	1,034	884	2,153	1,853
Prices ($/ton)	$ 79.82	$ 78.07	$ 78.91	$ 78.25
Cost of sales ($/ton)	$ 72.56	$ 78.34	$ 70.47	$ 74.90

Three months ended November 30, 2012

Cement operating profit (loss) for the three-month periods ended November 30, 2012 and November 30, 2011 was $6.1 million and $(5.4) million, respectively.

Total segment sales for the three-month period ended November 30, 2012 were $91.4 million compared to $77.2 million for the prior year period. Cement sales increased $14.2 million from the prior year period. Our Texas market area accounted for approximately 69% of cement sales in the current period compared to 67% of cement sales in the prior year period. Average cement prices increased 3% in our Texas market from the prior year period. Average cement prices decreased less than 1% due to a change in product mix in our California market from the prior year period. Shipments increased 19% in our Texas market area and 13% in our California market area.

Cost of products sold for the three-month period ended November 30, 2012 increased $4.7 million from the prior year period primarily due to higher shipments. Cement unit cost of sales decreased 7% from prior year period primarily due to higher shipments and lower energy costs offset slightly by higher maintenance costs.

Selling, general and administrative expense for the three-month period ended November 30, 2012 decreased $0.5 million from the prior year period primarily due to our work force reduction initiatives.

Restructuring charges of $1.1 million were recorded in the three-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Other income for the three-month period ended November 30, 2012 increased $0.3 million from the prior year period primarily due to higher royalties.

Six months ended November 30, 2012

Cement operating profit for the six-month periods ended November 30, 2012 and November 30, 2011 was $14.5 million and $1.2 million, respectively.

Total segment sales for the six-month period ended November 30, 2012 were $188.6 million compared to $162.9 million for the prior year period. Cement sales increased $25.7 million from the prior year period. Our Texas market area accounted for approximately 68% of cement sales in the current period compared to 67% of cement sales in the prior year period. Average cement prices increased 3% in our Texas market from the prior year period. Average cement prices decreased 4% due to a change in product mix in our California market from the prior year period. Shipments increased 15% in our Texas market area and 19% in our California market area.

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Cost of products sold for the six-month period ended November 30, 2012 increased $12.5 million from the prior year period primarily due to higher shipments. Cement unit cost of sales decreased 6% from prior year period primarily due to higher shipments.

Selling, general and administrative expense for the six-month period ended November 30, 2012 decreased $1.0 million from the prior year period primarily due to our work force reduction initiatives.

Restructuring charges of $1.1 million were recorded in the six-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Other income for the six-month period ended November 30, 2012 decreased $2.0 million from the prior year period. The sales of emission credits associated with our Crestmore cement plant in Riverside, California resulted in gain of $2.5 million in the six-month period ended November 30, 2011.

Aggregates Operations

	Three months ended November 30,		Six months ended November 30,	
In thousands except per unit	2012	2011	2012	2011
Operating Results				
Stone, sand and gravel sales	$ 27,739	$ 20,993	$ 55,890	$ 43,193
Delivery fees	12,473	7,854	25,302	15,971
Total segment sales	40,212	28,847	81,192	59,164
Cost of products sold	35,951	25,459	72,188	52,378
Gross profit	4,261	3,388	9,004	6,786
Selling, general and administrative	(856)	(1,226)	(1,864)	(3,102)
Restructuring charges	—	(373)	—	(373)
Other income	115	202	378	473
Operating Profit	$ 3,520	$ 1,991	$ 7,518	$ 3,784
Stone, sand and gravel				
Shipments (tons)	3,808	2,818	7,722	5,961
Prices ($/ton)	$ 7.28	$ 7.45	$ 7.24	$ 7.25
Cost of sales ($/ton)	$ 5.99	$ 6.35	$ 5.99	$ 6.28

Previously, the aggregates segment included our expanded shale and clay lightweight aggregates which has been classified as discontinued operations in the current period and all prior periods. Therefore, amounts for these operations are not included in the information presented.

On December 4, 2012, our subsidiaries entered into agreements to exchange their expanded shale and clay lightweight aggregates manufacturing business for the ready-mix concrete business of subsidiaries of Trinity Industries, Inc. in east Texas and southwest Arkansas. Pursuant to the agreements, we will transfer our expanded shale and clay manufacturing facilities in Streetman, Texas; Boulder, Colorado and Frazier Park, California; and our DiamondPro® product line in exchange for 42 ready-mix concrete plants stretching from Texarkana to Beaumont in east Texas and in southwestern Arkansas, as well as 2 aggregate distribution facilities in Beaumont and Port Arthur, Texas, and related assets. We anticipate recognizing a gain on the transaction, the amount of which will be determined after the transaction closes. Closing is subject to negotiations of ancillary agreements, satisfactory completion of due diligence, receipt of required consents, approvals and permit amendments and other customary conditions.

Three months ended November 30, 2012

Aggregates operating profit for the three-month periods ended November 30, 2012 and November 30, 2011 was $3.5 million and $2.0 million, respectively.

Total segment sales for the three-month period ended November 30, 2012 were $40.2 million compared to $28.8 million for the prior year period. Stone, sand and gravel sales increased $6.7 million from the prior year period on 35% higher shipments.

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Cost of products sold for the three-month period ended November 30, 2012 increased $10.5 million from the prior year period primarily due to increased stone, sand and gravel shipments. Stone, sand and gravel unit costs decreased 6% from the prior year period primarily due to the effect of higher shipments on unit costs.

Selling, general and administrative expense for the three-month period ended November 30, 2012 decreased $0.4 million from the prior year period primarily due to our work force reduction initiatives.

Restructuring charges of $0.4 million were recorded in the three-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Six months ended November 30, 2012

Aggregates operating profit for the six-month periods ended November 30, 2012 and November 30, 2011 was $7.5 million and $3.8 million, respectively.

Total segment sales for the six-month period ended November 30, 2012 were $81.2 million compared to $59.2 million for the prior year period. Stone, sand and gravel sales increased $12.7 million from the prior year period on 30% higher shipments.

Cost of products sold for the six-month period ended November 30, 2012 increased $19.8 million from the prior year period primarily due to increased stone, sand and gravel shipments. Stone, sand and gravel unit costs decreased 5% from the prior year period primarily due to the effect of higher shipments on unit costs.

Selling, general and administrative expense for the six-month period ended November 30, 2012 decreased $1.2 million from the prior year period primarily due to our work force reduction initiatives.

Restructuring charges of $0.4 million were recorded in the six-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Consumer Products Operations

	Three months ended November 30,		Six months ended November 30,	
In thousands except per unit	2012	2011	2012	2011
Operating Results				
Ready-mix concrete sales	$ 52,776	$ 44,579	$ 104,694	$ 100,807
Package products sales and delivery fees	101	13,542	228	28,338
Total segment sales	52,877	58,121	104,922	129,145
Cost of products sold	54,123	59,212	106,796	130,409
Gross loss	(1,246)	(1,091)	(1,874)	(1,264)
Selling, general and administrative	(2,074)	(2,436)	(4,764)	(6,810)
Restructuring charges	—	(536)	—	(536)
Other income	713	457	2,123	2,664
Operating Loss	$ (2,607)	$ (3,606)	$ (4,515)	$ (5,946)
Ready-mix concrete				
Shipments (cubic yards)	643	587	1,292	1,328
Prices ($/cubic yard)	$ 81.99	$ 75.85	$ 81.03	$ 75.89
Cost of sales ($/cubic yard)	$ 84.16	$ 80.66	$ 82.56	$ 79.69

Three months ended November 30, 2012

Consumer products operating loss for the three-month periods ended November 30, 2012 and November 30, 2011 was $2.6 million and $3.6 million, respectively.

Total segment sales for the three-month period ended November 30, 2012 were $52.9 million compared to $58.1 million for the prior year period. Segment sales decreased $5.2 million from the prior year period due to the effect of exiting the Houston, Texas ready-

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mix market and the sale of our Texas-based package products operations. Ready-mix concrete sales from ongoing operations increased $8.2 million from the prior year period on 9% higher shipments and 8% higher average prices.

Cost of products sold for the three-month period ended November 30, 2012 decreased $5.1 million from the prior year period primarily due to the sale of our Texas-based package products operation and having exited the Houston ready-mix

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market. Ready-mix concrete unit costs increased 4% from the prior year period on higher maintenance, diesel and material costs.

Selling, general and administrative expense for the three-month period ended November 30, 2012 decreased $0.3 million from the prior year period primarily due to the effect of the sale of our Texas-based package products operations and our work force reduction initiatives.

Restructuring charges of $0.5 million were recorded in the three-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Other income for the three-month period ended November 30, 2012 increased $0.3 million from the prior year period primarily due to earnings from joint venture of $0.7 million.

Six months ended November 30, 2012

Consumer products operating loss for the six-month periods ended November 30, 2012 and November 30, 2011 was $4.5 million and $5.9 million, respectively.

Total segment sales for the six-month period ended November 30, 2012 were $104.9 million compared to $129.1 million for the prior year period. Segment sales decreased $24.2 million from the prior year period due to the effect of exiting the Houston, Texas ready-mix market and the sale of our Texas-based package products operations. Ready-mix concrete sales increased $3.9 million from the prior year period on 7% higher average prices against 3% lower shipments.

Cost of products sold for the six-month period ended November 30, 2012 decreased $23.6 million from the prior year period primarily due to the sale of our Texas-based package products operation and having exited the Houston ready-mix market. Ready-mix concrete unit costs increased 4% from the prior year period on higher material and diesel costs.

Selling, general and administrative expense for the six-month period ended November 30, 2012 decreased $2.0 million from the prior year period primarily due to the effect of the sale of our Texas-based package products operations and our work force reduction initiatives.

Restructuring charges of $0.5 million were recorded in the six-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Other income for the six-month period ended November 30, 2012 decreased $0.5 million from the prior year period. Earnings from the joint venture of $1.1 million were recognized in the six-month period ended November 30, 2012. Gain of $2.1 million from the disposition of the Houston ready-mix operations was recognized in the six-month period ended November 30, 2011. Excluding these items, other income increased $0.4 million dollars from the prior year period due to miscellaneous sales.

Corporate

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Other income	$ 46	$ 163	$ 92	$ 366
Selling, general and administrative	(10,405)	(4,953)	(20,718)	(11,355)
Restructuring charges	—	(1,169)	—	(1,169)
	$ (10,359)	$ (5,959)	$ (20,626)	$ (12,158)

Three months ended November 30, 2012

Other income for the three-month period ended November 30, 2012 decreased $0.1 million from the prior year period primarily due to lower oil and gas royalty payments.

Selling, general and administrative expense for the three-month period ended November 30, 2012 increased $5.5 million from the prior year period. Stock-based compensation includes awards expected to be settled in cash, the expense for which is based on their fair value at the end of each period until the awards are paid. The impact of changes in our stock price on the fair value of these awards increased expense $4.3 million for the three-month period ended November 30, 2012 and the realignment of administration functions

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resulted in approximately $1.0 million higher expense, which was more than offset by the savings from the work force reduction in the operating segments.

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Restructuring charges of $1.2 million were recorded for the three-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Six months ended November 30, 2012

Other income for the six-month period ended November 30, 2012 decreased $0.3 million from the prior year period primarily due to lower oil and gas royalty payments.

Selling, general and administrative expense for the six-month period ended November 30, 2012 increased $9.4 million from the prior year period. Stock-based compensation includes awards expected to be settled in cash, the expense for which is based on their fair value at the end of each period until the awards are paid. The impact of changes in our stock price on the fair value of these awards increased expense $7.1 million for the six-month period ended November 30, 2012 and the realignment of administration functions resulted in approximately 2.0 million higher expense.

Restructuring charges of $1.2 million were recorded for the six-month period ended November 30, 2011. These charges consist primarily of severance and benefit costs associated with various workforce reduction initiatives.

Interest

Interest expense incurred for the three-month period ended November 30, 2012 was $17.4 million, of which $9.9 million was capitalized in connection with our Hunter, Texas cement plant expansion project and $7.5 million was expensed. Interest expense incurred for the three-month period ended November 30, 2011 was $17.1 million, of which $8.3 million was capitalized in connection with our Hunter, Texas cement plant expansion project and $8.8 million was expensed.

Interest expense incurred for the six-month period ended November 30, 2012 was $34.4 million, of which $19.2 million was capitalized in connection with our Hunter, Texas cement plant expansion project and $15.2 million was expensed. Interest expense incurred for the six-month period ended November 30, 2011 was $34.4 million, of which $16.1 million was capitalized in connection with our Hunter, Texas cement plant expansion project and $18.3 million was expensed.

Interest expense to be capitalized in connection with our Hunter, Texas cement plant expansion project during the remainder of our current fiscal year is expected to be between $11 million and $17 million.

Income Taxes

Income taxes for the interim periods ended November 30, 2012 and November 30, 2011 have been included in the accompanying financial statements on the basis of an estimated annual rate. The tax rate differs from the 35% federal statutory corporate rate primarily due to percentage depletion that is tax deductible, state income taxes and valuation allowances against deferred tax assets. The estimated annualized rate for continuing operations is 4.3% for fiscal year 2013 compared to 4.6% for fiscal year 2012. We made no income tax payments in the six-month periods ended November 30, 2012 and November 30, 2011. We received income tax refunds of less than $0.1 million in the six-month period ended November 30, 2011.

Net deferred tax assets totaled $12.5 million at November 30, 2012 and $13.7 million at May 31, 2012, of which $10.0 million at November 30, 2012 and $10.7 million at May 31, 2012 were classified as current. Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and records a valuation allowance unless such deferred tax assets are deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets depends upon various factors including the generation of taxable income during future periods. The Company's deferred tax assets exceeded deferred tax liabilities as of November 30, 2012 and May 31, 2012 primarily as a result of recent losses. Management has concluded that the sources of taxable income we are permitted to consider do not assure the realization of the entire amount of our net deferred tax assets. Accordingly, a valuation allowance is required due to the uncertainty of realizing the deferred tax assets. We recorded a valuation allowance of $5.2 million in fiscal year 2012 through a charge to other comprehensive loss given the increase in actuarial losses in our retirement plans in 2012. We will continue to record additional valuation allowance against additions to our net deferred tax assets for fiscal year 2013 until Management believes it is more likely than not the deferred tax assets will be realized.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the final outcome of a matter differs from the amount recorded, such difference generally will impact our provision for income taxes in

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the period that includes its final resolution. We have no significant reserves for uncertain tax positions including related interest and penalties.

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In addition to our federal income tax return, we file income tax returns in various state jurisdictions. We are no longer subject to income tax examinations by federal tax authorities for years prior to 2007 and state tax authorities for years prior to 2007. Our federal income tax returns for 2007 through 2010 are currently under examination. We do not anticipate that any adjustments that may result from this examination would have a material effect on our financial position or results of operations.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital. Working capital includes held for sale assets pertaining to the December 4, 2012 agreement in which agreed to exchange our expanded shale and clay lightweight aggregates assets for ready-mix operating assets, which include property, plant and equipment. Working capital totaled $187.4 million at November 30, 2012 compared to $218.3 million at May 31, 2012, a decrease of $30.9 million. Inventories decreased $13.9 million primarily due to a repair and maintenance outage at our Midlothian, Texas cement plant and higher demand at our aggregates plants. Receivables increased $9.0 million on higher shipments. Payables increased $6.4 million due primarily to an increase in the property tax accrual balance paid in the third and fourth quarters. Cash decreased $16.2 million.

In addition to cash and cash equivalents of $71.8 million at November 30, 2012, our sources of liquidity include cash from operations and borrowings available under our senior secured revolving credit facility.

Senior Secured Revolving Credit Facility. On August 25, 2011, we amended and restated our credit agreement and the associated security agreement. The credit agreement continues to provide for a $200 million senior secured revolving credit facility with a $50 million sub-limit for letters of credit and a $15 million sub-limit for swing line loans. The credit facility matures on August 25, 2016. Amounts drawn under the credit facility bear annual interest either at the LIBOR rate plus a margin of 2.0% to 2.75% or at a base rate plus a margin of 1.0% to 1.75%. The base rate is the higher of the federal funds rate plus 0.5%, the prime rate established by Bank of America, N.A. or the one-month LIBOR rate plus 1.0%. The interest rate margins are determined based on the Company's fixed charge coverage ratio. The commitment fee calculated on the unused portion of the credit facility ranges from 0.375% to 0.50% per year based on the Company's average daily loan balance. We may terminate the credit facility at any time.

The amount that can be borrowed under the credit facility is limited to an amount called the borrowing base. The borrowing base may be less than the $200 million stated principal amount of the credit facility. The borrowing base is calculated based on the value of our accounts receivable, inventory and mobile equipment in which the lenders have a security interest. In addition, by mortgaging tracts of its real property to the lenders, the Company may increase the borrowing base by an amount beginning at $20 million and declining to $10.7 million at the maturity of the credit facility.

The borrowing base under the agreement was $147.8 million as of November 30, 2012. We are not required to maintain any financial ratios or covenants unless an event of default occurs or the unused portion of the borrowing base is less than $25 million, in which case we must maintain a fixed charge coverage ratio of at least 1.0 to 1.0. At November 30, 2012, our fixed charge coverage ratio was .01 to 1.0. Given this ratio, we may use only $122.8 million of the borrowing base as of such date. No borrowings were outstanding at November 30, 2012; however, $31.1 million of the borrowing base was used to support letters of credit. As a result, the maximum amount we could borrow as of November 30, 2012 was $91.6 million.

All of our consolidated subsidiaries have guaranteed our obligations under the credit facility. The credit facility is secured by first priority security interests in all or most of our existing and future consolidated accounts, inventory, equipment, intellectual property and other personal property, and in all of our equity interests in present and future domestic subsidiaries and 66% of the equity interest in any future foreign subsidiaries, if any.

The credit agreement contains a number of covenants restricting, among other things, prepayment or redemption of our senior notes, distributions and dividends on and repurchases of our capital stock, acquisitions and investments, indebtedness, liens and affiliate transactions. We are permitted to pay cash dividends on our common stock as long as the credit facility is not in default, the fixed charge coverage ratio is greater than 1.0 to 1.0 and borrowing availability under the borrowing base is more than $40 million. When our fixed charge coverage ratio is less than 1.0 to 1.0, we are permitted to pay cash dividends on our common stock not to exceed $2.5 million in any single instance (which shall not occur more than four times in any calendar year) or $10 million in the aggregate during any calendar year as long as the credit facility is not in default and borrowing availability is more than the greater of $60 million or 30% of the aggregate commitments of all lenders. For this purpose, borrowing availability is equal to the borrowing base less the amount of outstanding borrowings less the amount used to support letters of credit. We were in compliance with all of our loan covenants as of November 30, 2012.

9.25% Senior Notes. On August 10, 2010, we sold $650 million aggregate principal amount of our 9.25% senior notes due 2020 at an offering price of 100%. The notes were issued under an indenture dated as of August 10, 2010. The net proceeds were used to purchase or redeem all of our outstanding 7.25% senior notes due 2013, with additional proceeds available for general corporate purposes.

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At November 30, 2012, we had $650 million aggregate principal amount of 9.25% senior notes outstanding. Under the indenture, at any time on or prior to August 15, 2015, we may redeem the notes at a redemption price equal to the sum of the principal amount thereof, plus accrued interest and a make-whole premium. On and after August 15, 2015, we may redeem all or a part of the notes at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest if redeemed during the twelve-month period beginning on August 15 of the years indicated below:

Year	Percentage
2015	104.625%
2016	103.083%
2017	101.542%
2018 and thereafter	100.000%

In addition, prior to August 15, 2013, we may redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 109.250% of the principal amount thereof, plus accrued interest with the net cash proceeds from certain equity offerings. If we experience a change of control, we may be required to offer to purchase the notes at a purchase price equal to 101% of the principal amount, plus accrued interest.

All of our consolidated subsidiaries have unconditionally guaranteed the 9.25% senior notes. The indenture governing the notes contains affirmative and negative covenants that, among other things, limit our and our subsidiaries' ability to pay dividends on or redeem or repurchase stock, make certain investments, incur additional debt or sell preferred stock, create liens, restrict dividend payments or other payments from subsidiaries to the Company, engage in consolidations and mergers or sell or transfer assets, engage in sale and leaseback transactions, engage in transactions with affiliates, and sell stock in our subsidiaries. We are not required to maintain any affirmative financial ratios or covenants. We were in compliance with all of our covenants as of November 30, 2012.

Contractual Obligations. As of November 30, 2012, there have been no material changes to our material contractual obligations described in our Annual Report on Form 10-K for the year ended May 31, 2012.

During October 2007, we commenced construction on a project to expand our Hunter, Texas cement plant. In May 2009 we temporarily halted construction on the project because we believed that economic and market conditions made it unlikely that cement demand levels in Texas at that time would permit the new kiln to operate profitably if the project was completed as originally scheduled. We resumed construction in October 2010 and began commissioning in November 2012 and should be complete in the spring of 2013. The total capital cost of the project is expected to be between $370 million and $375 million, excluding capitalized interest. As of November 30, 2012, we have incurred $367.9 million, excluding capitalized interest of $87.9 million related to the project, of which $362.1 million has been paid.

For the next year, we expect cash and cash equivalents, cash from operations, and available borrowings under our senior secured revolving credit facility to be sufficient to provide funds for capital expenditure commitments currently estimated at $25 million to $35 million, capital expenditures for the Hunter plant expansion, scheduled debt payments, working capital needs and other general corporate purposes.

Cash Flows

Net cash provided by operating activities for the six-month period ended November 30, 2012 and November 30, 2011 was $25.0 million and $12.5 million, respectively. The increase was primarily the result of higher income from operations and changes in working capital items.

Net cash used by investing activities for the six-month periods ended November 30, 2012 and November 30, 2011 was $40.7 million and $57.8 million, respectively.

Capital expenditures incurred in connection with the expansion of our Hunter, Texas cement plant were $46.0 million and $36.0 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $28.3 million and $15.5 million was capitalized interest paid in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. Capital expenditures for normal replacement and upgrades of existing equipment and acquisitions to sustain existing operations were $10.8 million and $26.3 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $18.0 million was incurred to acquire aggregate reserves in the three-month period ended August 31, 2011.

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Net cash used by financing activities for the six-month periods ended November 30, 2012 and November 30, 2011 was $0.5 million and $3.7 million, respectively. Debt issuance costs incurred in connection with the extension and modification of our credit facility were $1.6 million in the three-month period ending August 31, 2011. Dividends paid on our common stock

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were $2.1 million for the three-month period ended August 31, 2011. On October 12, 2011 the Company suspended payment of its quarterly cash dividend.

OTHER ITEMS

Environmental Matters

We are subject to federal, state and local environmental laws, regulations and permits concerning, among other matters, air emissions and wastewater discharge. We intend to comply with these laws, regulations and permits. However, from time to time we receive claims from federal and state environmental regulatory agencies and entities asserting that we are or may be in violation of certain of these laws, regulations and permits, or from private parties alleging that our operations have injured them or their property. See Note 9 of Notes to Consolidated Financial Statements presented in Part I, Item 1 of this report for a description of certain claims. It is possible that we could be held liable for future charges which might be material but are not currently known or estimable. In addition, changes in federal or state laws, regulations or requirements or discovery of currently unknown conditions could require additional expenditures by us.

Market Risk

Historically, we have not entered into derivatives or other financial instruments for trading or speculative purposes. Because of the short duration of our investments, changes in market interest rates would not have a significant impact on their fair value. The fair value of fixed rate debt will vary as interest rates change.

The estimated fair value of each class of financial instrument as of November 30, 2012 and May 31, 2012 approximates its carrying value except for long-term debt having fixed interest rates. The fair value of our long-term debt is estimated based on broker/dealer quoted market prices. As of November 30, 2012, the fair value of our long-term debt, including the current portion, was approximately $705.8 million compared to the carrying amount of $658.7 million. As of May 31, 2012, the fair value of our long-term debt, including the current portion, was approximately $646.8 million compared to the carrying amount of $658.2 million.

Our operations require large amounts of energy and are dependent upon energy sources, including electricity and fossil fuels. Prices for energy are subject to market forces largely beyond our control. We have generally not entered into any long-term contracts to satisfy our fuel and electricity needs, with the exception of coal which we purchase from specific mines pursuant to long-term contracts. However, we continually monitor these markets and we may decide in the future to enter into additional long-term contracts. If we are unable to meet our requirements for fuel and electricity, we may experience interruptions in our production. Price increases or disruption of the uninterrupted supply of these products could adversely affect our results of operations.

Critical Accounting Policies

The preparation of financial statements and accompanying notes in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported. Changes in the facts and circumstances could have a significant impact on the resulting financial statements. The critical accounting policies that affect the more complex judgments and estimates are described in our Annual Report on Form 10-K for the year ended May 31, 2012.

Recently Issued Accounting Guidance

In June 2011, the Financial Accounting Standards Board issued new accounting guidance that requires an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. In December 2011, the Financial Accounting Standards Board issued an amendment to an existing accounting standard which defers the requirement to present reclassification adjustments for each component of other comprehensive income on the face of the income statement. The new guidance is effective for us on June 1, 2012 and has not had a material impact on our consolidated financial statements

Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995

Certain statements contained in this quarterly report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements may include the words "may," "will," "estimate," "intend," "continue," "believe," "expect," "plan," "anticipate," and other similar words. Such statements are subject to risks, uncertainties and other factors, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Potential

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risks and uncertainties include, but are not limited to, the impact of competitive pressures and changing economic and financial conditions on our business, the cyclical and seasonal nature of our business, the level of construction activity in our markets, abnormal periods of inclement weather, unexpected periods of equipment downtime, unexpected operational difficulties, changes in the cost of raw materials, fuel and energy, changes in cost or availability of transportation, changes in interest rates, the timing and amount of federal, state and local funding for infrastructure, delays in announced capacity expansions, ongoing volatility and uncertainty in the capital or credit markets, the impact of environmental laws, regulations and claims, changes in governmental and public policy, and the risks and uncertainties described in our reports on Forms 10-K, 10-Q and 8-K. Forward-looking statements speak only as of the date hereof, and we assume no obligation to publicly update such statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information regarding the fair value of our fixed rate debt is included under Market Risk in Part I, Item 2 of this report and incorporated herein by reference.

Item 4. Controls and Procedures

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the specified time periods. As of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of November 30, 2012.

There were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this item is included in Note 10 of Notes to Consolidated Financial Statements presented in Part I, Item 1 of this report and incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Market and Shareholders Information. Shares of our common stock, $1 par value, are traded on the New York Stock Exchange (ticker symbol TXI). The restriction on the payment of dividends is included in Note 3 of Notes to Consolidated Financial Statements presented in Part I, Item 1 of this report and incorporated herein by reference. On October 12, 2011, the Company suspended payment of its quarterly cash dividend.

Sales of Unregistered Securities. On October 10, 2012, a retiring director became entitled to 345 shares of our common stock in payment of deferred director's fees. Such shares were issued in reliance on the exemption from registration provided in Section 4(2) of the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities. We are restricted by our loan covenants from purchasing our Common Stock on the open market. However, in connection with so-called “stock swap exercises” of employee stock options, shares are surrendered or deemed surrendered to the Company to pay the exercise price. The following table presents information with respect to such transactions which occurred during the six-month period ended November 30, 2012.

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
June 1, 2012 – June 30, 2012	—	$ —	—	—
July 1, 2012 – July 31, 2012	—	—	—	—
August 1, 2012 – August 31, 2012	4,770	43.33	—	—
September 1, 2012 – September 30, 2012	—	—	—	—
October 1, 2012 – October 31, 2012	—	—	—	—
November 1, 2012 – November 30, 2012	—	—	—	—
Total	4.770	$ 43.33	—	—

Item 4. Mine Safety Disclosures

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104) is included in exhibit 95.1 to this report.

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Item 5. Other Information

On January 4, 2013, we entered into the Amendment No. 3 and Restatement of SAR Agreement for Employee Directors and Assumption Under Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (the “Amendment”) with Mel G. Brekhus, our President and Chief Executive Officer. The Amendment amended and restated the existing SAR Agreement for Employee Directors Under Texas Industries, Inc. 2003 Stock Appreciation Rights Plan (as previously amended, the “Original SAR Agreement”). The Amendment amends the Original SAR Agreement by (i) providing that payment of the net appreciation arising out of the exercise of outstanding share appreciation rights, or SARs, shall be made in shares of the Company's common stock rather than cash, such stock to be issued under the 2004 Omnibus Equity Compensation Plan, (ii) amending the expiration of the term during which SARs can be exercised from May 31, 2014 to the 30th day after the termination of Mr. Brekhus' employment, and (iii) deleting the change of control provisions of the Original SAR Agreement.

Item 6. Exhibits

The following exhibits are included herein:

3.1	Composite Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Annual Report on Form 10-K filed on July 21, 2010)
3.2	Bylaws (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on January 14, 2010)
3.3	Amended and Restated Certificate of Designations of Series B Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed on November 1, 2006)
4.1	Form of the Company’s 9 $^{1}/4$% Senior Note due 2020 and Notation of Guarantee (incorporated by reference to Exhibit 4.4 to Current Report on Form 8-K filed on August 11, 2010)
4.2	Registration Rights Agreement, dated as of August 10, 2010, among the Company and the Initial Purchasers (incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed on August 11, 2010)
4.3	Indenture, dated as of August 10, 2010, among the Company, the Guarantors and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed on August 11, 2010)
10.1	Purchase Agreement, dated July 27, 2010, among the Company and the Initial Purchasers (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on August 2, 2010)
10.2	Third Amended and Restated Credit Agreement, dated as of August 25, 2011, among the Company, Bank of America, N.A., as Administrative Agent, Lead Collateral Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association, as L/C Issuer, Wells Fargo Capital Finance, LLC, as Co-Collateral Agent, General Electric Capital Corporation, as Co-Collateral Agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on August 31, 2011)
10.3	Amended and Restated Security Agreement, dated June 19, 2009, among the Company, the Guarantors and Bank of America, N. A., as Administrative Agent (incorporated by reference to Exhibit 10.5 to Quarterly Report on Form 10-Q filed on January 7, 2010)
10.4	First Amendment to Amended and Restated Security Agreement, dated as of August 25, 2011, among the Company, the Subsidiary Guarantors and Bank of America, N. A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed on August 31, 2011)
10.5	Employment Agreement of Mel G. Brekhus dated as of April 14, 2010 (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on April 16, 2010)
10.6	Texas Industries, Inc. 1993 Stock Option Plan (incorporated by reference to Exhibit 4.1 to Registration Statement on Form S-8 filed on May 19, 1994)
10.7	Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan, as amended (incorporated by reference to Appendix A to Proxy Statement filed on August 24, 2012
10.8	Form of Stock Option Agreement under Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (incorporated by reference to Exhibit 10.10 to Annual Report on Form 10-K filed on July 25, 2006)
10.9	Form of Non-Employee Directors Restricted Stock Agreement (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on January 16, 2009)

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10.10	TXI Annual Incentive Plans-Fiscal Year 2013 (incorporated by reference to Exhibit 10.10 to Annual Report on Form 10-K filed on July 17, 2012)
10.11	TXI Three Year Incentive Plan for the Three Consecutive Fiscal Year Periods Ending May 31, 2013 (incorporated by reference to Exhibit 10.19 to Annual Report on Form 10-K filed on July 21, 2010)
10.12	TXI Three Year Incentive Plan for the Three Consecutive Fiscal Year Periods Ending May 31, 2014 (incorporated by reference to Exhibit 10.18 to Annual Report on Form 10-K filed on July 15, 2011)
10.13	TXI Three Year Incentive Plan for the Three Consecutive Fiscal Year Periods Ending May 31, 2015 (incorporated by reference to Exhibit 10.13 to Annual Report on Form 10-K filed on July 17, 2012)

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10.14	Master Performance-Based Incentive Plan (incorporated by reference to Appendix A to definitive proxy statement filed on August 25, 2006)
10.15	Texas Industries, Inc. 2003 Share Appreciation Rights Plan (incorporated by reference to Exhibit 10.15 to Annual Report on Form 10-K filed on August 12, 2005)
10.16	Texas Industries, Inc. Management Deferred Compensation Plan (incorporated by reference to Appendix B to Proxy Statement file on August 24, 2012)
10.17	Amendment No. 3 and Restatement of SAR Agreement for Employee Directors and Assumption Under Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan, by and between Texas Industries, Inc. and Mel G. Brekhus dated January 4, 2013
10.18	Deferred Compensation Plan for Directors of Texas Industries, Inc. (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed on January 24, 2006)
10.19	Form of 2005 Executive Financial Security Plan (Annuity Formula), as amended (incorporated by reference to Exhibit 10.26 to Quarterly Report on Form 10-Q filed on January 7, 2010)
10.20	Form of 2005 Executive Financial Security Plan (Lump Sum Formula), as amended (incorporated by reference to Exhibit 10.27 to Quarterly Report Form 10-Q filed on January 7, 2010)
10.21	Form of Change in Control Severance Agreement (incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed on April 25, 2006)
10.22	Form of Restricted Stock Unit Agreement Under the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan
10.23	Contract, signed September 21, 2007, between TXI Operations, LP and Amec-Zachry Contractors (incorporated by reference to Exhibit 10.28 to Quarterly Report on Form 10-Q filed on September 27, 2007, noting that portions of the exhibit have been omitted pursuant to a request for confidential treatment)
10.24	Contract Amendment No. 1, executed August 17, 2009, between TXI Operations, LP and Amec-Zachry Contractors (incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed August 21, 2009)
10.25	Form of Texas Industries, Inc. Management Deferred Compensation Plan Election Agreement
12.1	Computation of Ratios of Earnings to Fixed Charges
15.1	Letter re unaudited Interim Financial Information
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certification of Chief Executive Officer
32.2	Section 1350 Certification of Chief Financial Officer
95.1	Mine Safety Disclosure Exhibit
101	The following financial information from Texas Industries, Inc.'s Quarterly Report on Form 10-Q for the quarter ended November 30, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of November 30, 2012 and May 31, 2012, (ii) Consolidated Statements of Operations for the three months and six months ended November 30, 2012 and November 30, 2011, (iii) Consolidated Statements of Comprehensive Loss for the three months and six months ended November 30, 2012 and November 30, 2011, (iv) Consolidated Statements of Cash Flows for the six months ended November 30, 2012 and November 30, 2011, and (v) the Notes to Consolidated Financial Statements.

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SIGNATURES

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

TEXAS INDUSTRIES, INC.

January 9, 2013	/s/ Kenneth R. Allen
	Kenneth R. Allen Vice President – Finance and Chief Financial Officer (Principal Financial Officer)
January 9, 2013	/s/ T. Lesley Vines
	T. Lesley Vines Vice President – Corporate Controller and Treasurer (Principal Accounting Officer)

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INDEX TO EXHIBITS

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AMENDMENT NO. 3 AND RESTATEMENT OF
SAR AGREEMENT FOR EMPLOYEE DIRECTORS
AND ASSUMPTION UNDER
TEXAS INDUSTRIES, INC. 2004 OMNIBUS EQUITY COMPENSATION PLAN

This Amendment No. 3 and Restatement, dated January 4, 2013 (this "Agreement"), amends the SAR Agreement For Employee Directors Under Texas Industries, Inc. 2003 Share Appreciation Rights Plan, dated June 1, 2004 (as amended by Amendment No. 1 and Amendment No. 2, the "SAR Agreement" and such plan the "2003 SAR Plan"), of Mel G. Brekhus ("Grantee").

WHEREAS, the number of share appreciation rights ("SARs") outstanding under the SAR Agreement, as adjusted, is 133,315 having a Fair Market Value at the time of grant, as adjusted, of $28.24 per share; and

WHEREAS, the Company and the Grantee wish to amend the SAR Agreement to assume under the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (the "2004 Plan") the Company's obligation to pay the Net Appreciation arising from exercise of the SARs pursuant to the SAR Agreement; and

WHEREAS, the Company and Grantee wish to amend and restate the SAR Agreement to (i) provide that payment of the Net Appreciation arising out of the exercise of SARs shall be made in shares of the Company's common stock, $1.00 par value (the "Common Stock"), (ii) extend the term of exercise of the SAR Agreement but not the payment date, and (iii) delete the change of control exercise provisions of Article VII of the SAR Agreement;

NOW THEREFORE, the SAR Agreement is amended and restated as follows:

ARTICLE I

Definitions

(a) The terms "Misconduct" and "Net Appreciation" shall be used herein as defined in the 2003 SAR Plan (including for such purpose the definitions in the 2003 SAR Plan of the defined terms used in said definition of "Net Appreciation").

(b) The term "Separation from Service" as used herein shall mean the Grantee's "separation from service" from the Company in his capacity as an employee (and not as a member of the Company's Board of Directors) within the meaning of Section 409A(a)(2)(A)(i) of the Code or successor provision thereto and the Treasury Regulations issued thereunder.

(c) All other defined terms used herein that are not otherwise defined in this Agreement are as defined in the 2004 Plan.

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ARTICLE II

Term of SAR and Exercise

(a) The term of this Agreement shall terminate, unless sooner terminated by the terms of the 2004 Plan or of this Agreement, when all payments due under this Agreement have been made or forfeited.

(b) Subject to the terms of the 2004 Plan, unless this SAR shall cease to be exercisable at an earlier date pursuant to Article IV hereof, this SAR may be exercised in whole or in part at any time and from time to time during the term provided in Article IV of this Agreement, by delivery of written notice of exercise as provided in Article III hereof.

ARTICLE III

Method of SAR Exercise

In order to exercise this SAR, the Grantee must deliver or mail to the Vice President-Accounting and Information Services of the Company or such person as may be designated by such officer a written notice indicating: (i) the intent to exercise the SARs; and (ii) the number of SARs to which such exercise relates. Any exercise of rights will be deemed to have been made on the date such notice is received (the "Exercise Date")

ARTICLE IV

Termination of SAR

(a) If the Grantee shall cease, for reason of death, to be an employee or a director of the Company during the term of this Agreement, the Successor of the Grantee may exercise the SAR until the earlier of (i) the expiration of the term of the SAR; or (ii) 30 days after the date of death of Grantee.

(b) Upon Grantee's Separation from Service for a reason other than death or Misconduct during the term of this Agreement, the Grantee may exercise the SARs (to the extent that Grantee was entitled to do so at the date of Separation from Service) until thirty (30) days following such Separation from Service.

(c) In the event of the cessation of service as an employee or a director on account of Misconduct or other acts detrimental to the interests of the Company or a Subsidiary, this Agreement and any and all rights hereunder shall automatically terminate as of the date of such cessation of service.

(d) Except as otherwise herein provided, exercise of the SARs or any installment hereunder by the Grantee or the Successor of the Grantee, shall be subject to all terms and conditions of this Agreement.

ARTICLE V

Adjustment Upon Changes in Capitalization

The aggregate number of SARs granted to Grantee under this Agreement shall be proportionately adjusted for any increase or decrease in the number of issued shares of Common Stock resulting from any stock dividend, stock split or similar event and may, in the sole discretion of the Board, be similarly adjusted

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for any capital adjustment (including a reclassification of shares or recapitalization or reorganization of the Company) or the distribution to holders of shares of Common Stock of rights, warrants, assets or evidences of indebtedness.

ARTICLE VI

Other Terms

(a) Grantee understands nothing in this Agreement, the 2003 SAR Plan or the 2004 Plan shall confer on Grantee any right to continue in the service as an employee of the Company or interfere in any way with the right of the Board of Directors of the Company to terminate his or her service as a director at any time, with or without cause, notwithstanding the possibility that the number of SARs exercisable by Grantee under this Agreement thereby be reduced or eliminated.

(b) Subject to Article IV of this Agreement, this Agreement shall be non-transferable and non-assignable except by will and by the law of descent and distribution. During the Grantee's lifetime, the SARs may be exercised only by the Grantee.

(c) As a condition of the granting of the SARs, the Grantee or Successor of the Grantee agrees that any dispute or disagreement which may arise hereunder shall be determined by the Board of Directors or the Committee in its sole discretion and judgment, and that any such determination and any interpretation by the Board of Directors or the Committee of the terms of this Agreement shall be final and binding and conclusive, for all purposes, upon the Company, the Grantee or the Successor of the Grantee.

(d) Any notice given by the Company to the Grantee shall be effective to bind any person who shall acquire rights hereunder. The Company shall be under no obligation whatsoever to advise the Grantee of the existence, maturity or termination of any of the Grantee's rights hereunder and the Grantee shall be deemed to have familiarized himself/herself with all matters contained herein and in the 2004 Plan which may affect any of the Grantee's rights and privileges hereunder.

(e) This Agreement is assumed under and subject to the 2004 Plan and its terms and provisions (including any subsequent amendments thereto), which 2004 Plan and its terms and provisions are by this reference hereby incorporated herein, and the SARs subject to this Agreement shall be deemed Other Stock-Based Awards thereunder. In the event of a conflict between any term or provision contained herein and a term or a provision of the 2004 Plan, the applicable terms and provisions of the 2004 Plan will govern and prevail.

ARTICLE VII

Payment of Net Appreciation

(a) Without limitation, the Net Appreciation will be determined on the Exercise Date.

(b) Payment of the Net Appreciation shall be made in shares of the Company's Common Stock. The number of such shares shall be determined by dividing the total Net Appreciation of the SARs exercised divided by the Fair Market Value of a share of Common Stock on the Exercise Date.

(c) Shares of Common Stock will be issued in payment of the Net Appreciation (net of applicable withholding), and all SAR Earnings will be paid in cash (net of applicable withholding), to the Grantee

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on the earlier of (i) the first day after the 6 month anniversary of the Grantee's Separation from Service for any reason other than his death, or (ii) the 30th day after his death. For all purposes of this Agreement, the Grantee's Successor is the legatee or legatees of the Grantee under the Grantee's last will, or by the Grantee's personal representatives or distributees.

(d) Once determined after the Exercise Date, the number of shares of Common Stock to be issued in payment of the Net Appreciation shall not change and Grantee shall not be entitled to any rights as stockholder of the Company, such as the right of a stockholder to receive dividends and to vote the shares, unless and until shares are actually issued; provided, however, that the number of shares of Common Stock to be issued in payment of the Net Appreciation shall be proportionately adjusted in the event of an increase or decrease in the number of issued shares of Common Stock resulting from any stock dividend, stock split or similar event after the Exercise Date, and may, in the sole discretion of the Board, be similarly adjusted for any capital adjustment (including a reclassification of shares or recapitalization or reorganization of the Company) or the distribution to holders of shares of Common Stock of rights, warrants, assets or evidences of indebtedness after the Exercise Date.

ARTICLE VIII

Earnings on Net Appreciation

An amount equal to the Net Appreciation from the exercise of all or any portion of the SARs by the Grantee (without limitation, not from the exercise, if any, by his Successor) will bear simple interest at the SAR Interest Rate until paid (such interest to be referred to as the “SAR Earnings” and which shall not include the principal amount of the Net Appreciation but merely the interest thereon). For purposes of this Agreement, the SAR Earnings will be calculated on a fiscal quarter basis, with the SAR Interest Rate for each fiscal quarter being equal to the greater of (i) 120% of the Applicable Federal Short Term Rate as defined pursuant to Section 1274(d) of the Internal Revenue Code of 1986, as amended (“Code”), and (ii) the U.S. Treasury Bill rate for Treasury Bills with a three month maturity, on the last day of the preceding fiscal quarter.

ARTICLE IX

Taxes and Indemnification

(a) The amounts payable pursuant to this Agreement are intended to be compensation that complies with the requirements of and therefore is not subject to the tax imposed by Section 409A of the Code, and this Agreement shall be limited, construed, interpreted and administered in accordance with such intent, and the Company reserves the right to amend this Agreement if it determines such to be necessary or appropriate in order to comply with the requirements of Section 409A of the Code.

(b) In the event that any portion of the Net Appreciation and SAR Earnings (for purposes of this Article IX, collectively the "Covered Payments"), are or become subject to the interest and additional tax (for purposes of this Article IX, collectively, the "409A Tax") imposed under Section 409A(a)(1)(B) of the Internal Revenue Code (the “Code”), the Company shall pay to the Grantee, at the time specified below, an additional amount (the "409A Tax Reimbursement Payment") equal to the sum of (i) the 409A Tax, plus (ii) all federal, state and local income taxes on the entire 409A Tax Reimbursement Payment. Without limiting the generality of the forgoing, the parties agree that the purpose of this Article IX is to ensure that the Grantee will not have to pay any amount from his personal funds as

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the result of the imposition of a 409A Tax and the income taxes related to the payment of this Indemnification, and this Article IX shall be interpreted in a manner consistent with this intent.

(c) The Grantee shall notify the Company in writing of any claim by the Internal Revenue Service relating to the possible application of the 409A Tax to any of the Covered Payments, and shall afford the Company, at its expense, the opportunity to control the defense of such claim.

(d) The 409A Tax Reimbursement Payment shall be made promptly after the 409A Tax has been assessed by the Internal Revenue Service or other taxing authority and paid by the Grantee and in no event later than the end of the year following the year in which Grantee remits the tax to the taxing authority; provided, however, without limiting the generality of the foregoing, that if the Company chooses in its sole discretion to contest the assessment of the 409A Tax, then such payment shall be made promptly after a court of competent authority determines that such 409A Tax is due and owing by the Grantee and in no event later than the end of the year following the year in which Grantee remits the tax to the taxing authority.

(e) For purposes of determining the amount of the 409A Tax Reimbursement Payment, the Grantee shall be deemed to pay (i) federal income taxes (including any employment taxes) at the highest applicable marginal rate of federal income taxation for the calendar year in which the 409A Tax Reimbursement Payment is to be made, and (ii) applicable state and local income taxes at the highest applicable marginal rate of taxation for the calendar year in which the Tax Reimbursement Payment is to be made, net of the maximum reduction in federal income taxes which could be obtained from the deduction of such state or local taxes if paid in such year.

<u>Signature Page to Follow</u>

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IN WITNESS WHEREOF, TEXAS INDUSTRIES, INC. has caused this Agreement to be executed as of the date hereof, and Grantee has accepted the terms and provisions thereof.

TEXAS INDUSTRIES, INC.

By /s/ Michael P. Collar
Vice President

ACCEPTED:

By /s/ Mel G. Brekhus
Grantee

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RESTRICTED STOCK UNIT AGREEMENT
Under the
TEXAS INDUSTRIES, INC. 2004 OMNIBUS EQUITY COMPENSATION PLAN

Pursuant to its 2004 Omnibus Equity Compensation Plan, TEXAS INDUSTRIES, INC. hereby grants to the Grantee the number of Restricted Stock Units approved by the Committee or the Board (as such terms are defined in the Plan) on the terms and conditions hereinafter set forth.

ARTICLE I

Definitions

(a) "Cause" means (a) a Grantee's willful and continued failure to substantially perform his or her duties (other than any such failure resulting from Grantee's incapacity due to physical or mental illness) after a written demand for substantial performance is delivered to Grantee by the Company, or (b) conviction of a felony involving moral turpitude, or (c) willful conduct by Grantee which is demonstrably and materially injurious to the Company, monetarily or otherwise, or constitutes fraud against the Company or theft of Company property. For purposes of this definition, no act, or failure to act, on Grantee's part shall be deemed "willful" unless done, or omitted to be done, not in good faith and without reasonable belief that Grantee's action or omission was in the best interest of the Company.

(b) "Common Stock" means shares of the Company's Common Stock, $1.00 par value.

(c) "Company" means Texas Industries, Inc., a Delaware corporation, and any successor thereto.

(d) "Disability" means a physical or mental condition that entitles Grantee to receive disability benefits under any long-term disability plan maintained by the Company or its Affiliates or Subsidiaries and covering Grantee, provided that the definition of disability applied under such plan complies with the requirements for treating Grantee as "disabled" pursuant to Code Section 409A.

(e) "Dividend Equivalent" is defined in Article IV.

(f) "Grant Date" means the date of this Agreement, as set forth above.

(g) "Grantee" means the person to whom Restricted Stock Units have been awarded, except where the context plainly otherwise requires.

(h) "Plan" means the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan, as it may be amended from time to time.

(i) "Retirement" means the termination of employment of Grantee with the Company and all Affiliates and Subsidiaries (other than for Cause), normally at or after age 65 or at an earlier age if approved by the Committee.

(j) "Separation from Service" means a "separation from service" from the Company, or if Grantee instead is performing services for an Affiliate or Subsidiary of the Company on the Grant Date, then such

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Affiliate or Subsidiary, within the meaning of Code Section 409A(a)(2)(A)(i) or successor provision thereto.

(k) "Share" means a share of Common Stock.

(l) "Successor" means the legal representative of the estate of a deceased Grantee or the person or persons who shall acquire any rights under this Agreement by bequest or inheritance or by reason of the death of Grantee.

(m) Each other capitalized term that is used but not defined in this Agreement shall have the meaning prescribed in the Plan.

ARTICLE II

Restrictions and Adjustments

(a) Except as otherwise provided in the Plan or this Agreement, Grantee may not sell, transfer, pledge, assign or otherwise dispose of the Restricted Stock Units granted pursuant to this Agreement.

(b) This Award shall not entitle Grantee to any voting rights, dividends (other than Dividend Equivalents as provided in Article IV), rights upon liquidation or other rights of owners of the Company with respect to any Restricted Stock Units unless and until shares of Common Stock are issued to Grantee in respect of such Restricted Stock Units as provided herein.

ARTICLE III

Vesting, Forfeiture and Settlement

(a) Unless vested earlier in accordance with other provisions of this Agreement, Restricted Stock Units shall vest on the fourth anniversary of the Grant Date, provided that Grantee has not Separated from Service or otherwise ceased to be an employee of the Company, an Affiliate or a Subsidiary prior to that vesting date.

(b) Notwithstanding the provisions of Article III, Section (a) of this Agreement, in the event of Grantee's Separation from Service on account of death, Disability or Retirement prior to the fourth anniversary of the Grant Date, the Restricted Stock Units shall vest immediately; provided, however, that no such vesting shall occur upon a Separation from Service on account of Grantee's Retirement unless such Separation from Service occurs more than twelve months after the Grant Date.

(c) Upon Grantee's Separation from Service or other termination of employment with the Company, its Affiliates and its Subsidiaries prior to the fourth anniversary of the Grant Date for any reason or under any circumstances other than those described in Article III, Section (b) above, all of the unvested Restricted Stock Units shall terminate and Grantee shall thereafter have no further rights or interests in such Restricted Stock Units.

(d) The Company shall make payment to Grantee in settlement of all vested Restricted Stock Units on the earlier of (i) the fourth anniversary of the Grant Date, or (ii) if Grantee's Separation from Service occurs prior to the fourth anniversary of the Grant Date, within 90 days following such Separation from Service; provided that the timing of the actual payment within such 90-day period shall be in the sole discretion of the Company, and Grantee shall have no election with respect to the timing of such payment.

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(e) Vested Restricted Stock Units shall be settled by the issuance of a number of Shares equal to the number of vested Restricted Stock Units (except cash will be paid in lieu of fractional Restricted Stock Units). Upon full settlement of all of Grantee's vested Restricted Stock Units, any unvested Restricted Stock Units shall terminate and this Agreement shall terminate.

(f) Any provision of the Plan or this Agreement to the contrary notwithstanding, to the extent required by Section 409A of the Code and Treasury regulations issued thereunder, if Grantee is a "specified employee" within the meaning of Section 409A(a)(2)(B)(i) of the Code as of the date of Grantee's Separation from Service, no payment or other distribution of an amount pursuant to this Agreement that is deferred compensation subject to Section 409A of the Code that is to be made on account of such Separation from Service shall be made or commence sooner than six months from the date of such Separation from Service (or, if earlier, the date of Grantee's death). In such case, all payments that were scheduled to be made within such six-month period shall be accumulated without interest and paid in a single payment on the first day of the seventh calendar month following such Separation from Service.

ARTICLE IV

Dividend Equivalents

If a cash dividend is paid on the Common Stock while Grantee holds outstanding Restricted Stock Units that have not been settled, Grantee shall be credited with a dividend equivalent in an amount equal to the dividends Grantee would have received if Grantee had been the owner of a number of Shares equal to the number of Restricted Stock Units credited to Grantee on such dividend payment date (the "Dividend Equivalent"). Any such Dividend Equivalent shall be converted into additional Restricted Stock Units as of the dividend payment date by dividing the amount of the Dividend Equivalent by the Fair Market Value of a Share on the dividend payment date. Such additional Restricted Stock Units shall be subject to the same terms and conditions and shall vest in the same manner and at the same time as the Restricted Stock Units with respect to which the Dividend Equivalent is credited.

ARTICLE V

Change of Control

(a) If a Corporate Event (as defined in Article 16 of the Plan) or a Change of Control (as defined below) occurs, then except as further provided in this paragraph, all Restricted Stock Units shall become immediately vested and shall be settled no later than 10 days following such Corporate Event or Change of Control, as applicable, in the manner set forth in Article III, Section (e). Notwithstanding the preceding, (i) no accelerated vesting shall occur pursuant to this paragraph within the first twelve months following the Grant Date, and (ii) no accelerated settlement shall occur pursuant to this paragraph, unless the Corporate Event or Change of Control, as applicable, also satisfies the requirements for a permitted distribution event with respect to Grantee for purposes of Code Section 409A(a)(2)(A)(v).

(b) "Change of Control" means the occurrence of any of the following after the Grant Date:

(i) Any person becomes the beneficial owner of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities that have the right to vote for the election of directors generally. "Person" shall have the meaning

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ascribed to such term in Section 3(a)(9) of the Securities Exchange Act of 1934, as amended, and used in Sections 13(d)(3) and 14(d)(2) thereof, including a "group" as defined in Section 13(d) thereof, other than (1) any employee plan established by the Company, (2) the Company or any of its subsidiaries, (3) an underwriter temporarily holding securities pursuant to an offering of such securities, or (4) an entity owned, directly or indirectly, by security holders (including, without limitation, warrant or option holders) of the Company in substantially the same proportions as their ownership of the Company. "Beneficial owner" shall have the meaning ascribed to such term in Rule 13d-3 under such act.

(ii) Continuing Directors cease for any reason to constitute a majority of the directors of the Company then serving. "Continuing Directors" means directors of the Company who were:

(x) directors on the Grant Date, or

(y) elected or nominated for election with the approval of a majority of the directors who, at the time of such election or nomination, were Continuing Directors.

(iii) A merger, consolidation or other business combination (including an exchange of securities with the security holders of an entity that is a constituent in such transaction) of the Company with any other entity, unless the voting securities of the Company outstanding immediately prior to such merger, consolidation or business combination continue to represent at least a majority of the combined voting power of the securities having the right to vote for the election of directors generally of the Company or the surviving entity or any parent thereof outstanding immediately after such merger, consolidation or business combination (either by remaining outstanding or by being converted into or exchanged for voting securities of the surviving entity or parent thereof).

(iv) The Company (taken as a whole with its subsidiaries) sells, leases or otherwise disposes of all or substantially all of its assets (in one transaction or a series of related transactions, including by means of a sale, lease or disposition of the assets or equity interests in one or more of its direct or indirect subsidiaries), other than such a sale, lease or other disposition to an entity of which at least a majority of the combined voting power of the outstanding securities are owned directly or indirectly by stockholders of the Company.

(v) The occurrence of any other event or circumstance that results in the Company filing or being required to file a report or proxy statement with the Securities and Exchange Commission disclosing that a change of control of the Company has occurred.

ARTICLE VI

Securities Act Compliance

Grantee may not sell or otherwise dispose of Shares received pursuant to this Agreement unless Grantee first satisfies himself/herself that such Shares have been duly registered under the Securities Act of 1933 or that under such Act no prospectus and no compliance with Regulation A of the Securities and Exchange Commission are required for such sale or disposition and that no state license or permit is necessary for such sale or disposition, or that such a state license or permit, if required, has been duly issued.

ARTICLE VII

Income and Employment Taxes

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(a) Grantee shall be liable for any and all income taxes arising out of the grant, the vesting or a payment in settlement of Restricted Stock Units hereunder. The Company shall have the power and the right to deduct or withhold, or require Grantee to remit to the Company, the minimum statutory amount to satisfy federal, state and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of this Agreement. The Committee may, in its sole discretion, permit Grantee to satisfy the withholding requirement, in whole or in part, by having the Company withhold Shares having a value on the date the tax is to be determined equal to the minimum statutory total tax that could be imposed on the transaction. If permitted by the Committee, any election by Grantee related to share withholding shall be irrevocable, made in writing and signed by Grantee, and shall be subject to any restrictions or limitations that the Committee, in its sole discretion, deems appropriate.

(b) The Company shall be entitled to take any of the following actions in order to satisfy FICA and other employment tax withholding obligations arising on account of the grant, the vesting or a payment in settlement of Restricted Stock Units hereunder: (i) deduct from any amount accrued or payable under this Agreement, including withholding Shares, the amount equal to the FICA and other employment taxes as may be required by law to be withheld with respect thereto, (ii) require Grantee to pay to the Company such withholding taxes, or (iii) deduct from any other compensation payable to Grantee the amount of any withholding obligations with respect to amounts accrued or payable under this Agreement. The Committee shall determine in its discretion which of the above actions shall be taken in order to satisfy FICA and employment tax withholding obligations arising on account of amounts accrued or payable under this Agreement, including but not limited to withholding from amounts not otherwise payable at such time or attributable to Shares not otherwise issuable at such time by accelerating the issuance of Shares or the payment of such amounts, to the extent permitted under Treasury Regulation Section 1.409A-3(j)(4)(vi).

ARTICLE VIII

Other Terms

(a) Grantee understands that nothing in the Plan or this Agreement shall confer upon Grantee any right to continue in the employ of the Company, an Affiliate or a Subsidiary or interfere in any way with the right of the Company, an Affiliate or a Subsidiary to terminate his or her employment at any time, with or without cause.

(b) This Agreement shall be non-transferable and non-assignable except by will and by the laws of descent and distribution to the extent that on the date of Grantee's death there were vested Restricted Stock Units that had not yet been settled.

(c) Grantee or Successor of Grantee agrees that any dispute or disagreement which may arise hereunder shall be determined by the Board of Directors or the Committee in its sole discretion and judgment, and that any such determination and any interpretation by the Board of Directors or the Committee of the terms of the Plan or this Agreement shall be final and binding and conclusive, for all purposes, upon the Company, Grantee or the Successor of Grantee. No member of the Board or the Committee shall be liable to any person for any action, failure to act, omission or determination taken or made in good faith with respect to the Plan or this Agreement.

(d) Any notice given by the Company to Grantee shall be effective to bind any person who shall acquire rights hereunder. The Company shall be under no obligation whatsoever to advise Grantee of the

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existence, maturity or termination of any of Grantee's rights hereunder and Grantee shall be deemed to have familiarized himself/herself with all matters contained herein and in the Plan which may affect any of Grantee's rights and privileges hereunder.

(e) This Agreement is subject to the Plan and its terms and provisions (including any subsequent amendments thereto), which Plan and its terms and provisions are by this reference incorporated herein. In the event of a conflict between any term or provision contained herein and a term or a provision of the Plan, the applicable terms and provisions of the Plan will govern and prevail.

(f) Notwithstanding any provision of this Agreement or the Plan to the contrary, the Committee in its discretion may, whenever payment is due to Grantee upon settlement of Restricted Stock Units, elect to pay in cash rather than Shares. The cash payment to Grantee shall be equal to the number of vested Restricted Stock Units for which payment is due times the Fair Market Value on the vesting date.

(g) Any provision of this Agreement to the contrary notwithstanding, the Committee in its absolute discretion may accelerate the time of payment of any amount under this Agreement to or with respect to Grantee to the extent that such acceleration is a permitted exception under Treasury Regulation Section 1.409A-3(j)(4) (or other applicable guidance issued by the Internal Revenue Service) that does not subject such accelerated payment to the tax imposed by Code Section 409A.

(h) The amounts payable pursuant to this Agreement are intended to be compensation that complies with the requirements of and therefore is not subject to the tax imposed by Section 409A of the Code, and this Agreement shall be limited, construed and interpreted in accordance with such intent. To the extent that any payment or benefit hereunder is subject to Section 409A of the Code, it shall be paid in a manner that will comply with Section 409A of the Code, including Treasury regulations issued thereunder and any other guidance issued by the Secretary of the Treasury and the Internal Revenue Service with respect thereto.

IN WITNESS WHEREOF, TEXAS INDUSTRIES, INC. has caused this Restricted Stock Unit Agreement to be executed as of the Grant Date, and Grantee has accepted the terms and provisions hereof.

TEXAS INDUSTRIES, INC.
Michael P. Collar
Vice President, Human Resources

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TEXAS INDUSTRIES, INC.
MANAGEMENT DEFERRED COMPENSATION PLAN

ELECTION AGREEMENT

This Election Agreement (this "Election Agreement") is entered into between the undersigned participant ("Participant") and TEXAS INDUSTRIES, INC. (the "Company"), on the date of Participant's signature shown below, pursuant to the Texas Industries, Inc. Management Deferred Compensation Plan (the "Plan"). The attached Elections to Defer (whether one or more, the "Elections") and Restricted Stock Unit Agreement (the "RSU Agreement") are incorporated by reference into and made a part of this Election Agreement.

(1) I elect to defer the portions of my compensation described in the attached Elections.

(2) I understand and acknowledge that this Election Agreement will be irrevocable. If the Plan terminates prior to the date the RSUs and Matching RSUs are settled, the RSUs and Matching RSUs will be settled at the time and in the manner set forth in this Election Agreement and RSU Agreement and the Plan. Notwithstanding the foregoing, the Company may terminate the Plan and provide for accelerated payments and distributions of all amounts owed pursuant to this Election Agreement and the RSU Agreement to the extent such accelerated payment is permitted for purposes of Section 409A of the Internal Revenue Code.

(3) I understand and acknowledge that this election will not apply to any cash payments or restricted stock unit awards other than those described in the attached Elections. A new election must be submitted for any payments or awards related to subsequent years.

(4) I acknowledge that I have received and reviewed a copy of the Plan and the RSU Agreement. The RSU Agreement and the Plan will govern the terms and conditions applicable to the RSUs and Matching RSUs awarded pursuant to this Election Agreement, and I agree to be bound by the terms and provisions thereof. Capitalized terms that are used but not otherwise defined herein shall have the meaning prescribed in the Plan and the RSU Agreement.

Participant's Signature: ____ Date: ____________

Participant's Name Printed: ____

Texas Industries, Inc.

By: ____ Date: _____________
Name:
Title:

ELECTION TO DEFER

Annual Incentive Payment

(1) I hereby elect to defer the following portion of any amount otherwise payable to me as my annual cash incentive payment ("Annual Incentive Payment") pursuant to the Company's [_____ Annual Incentive Plan], **which normally would be paid in July [____]**, and to receive an award of RSUs under the Plan in lieu of such amount:

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(a) percent (not to exceed 100%),

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(b) $____________________________ (or the total amount of the Annual Incentive Payment, if less), or

(c) The lesser of percent (not to exceed 100%) or $______________________.

(2) I understand that FICA and other employment taxes will be due on the total amount of my Annual Incentive Payment, including the amount I elect to defer. I agree that to the extent that the remaining amount of my Annual Incentive Payment (after deduction of the amount I elect to defer) is not sufficient to pay the FICA and other employment taxes plus the federal income tax due on such remaining amount, the shortfall will be deducted from my regular paycheck and any other amounts due to me.

(3) I understand and acknowledge that the number of RSUs that will be credited to my Plan account on the applicable Award Date on account of this election will be determined in the manner provided in the Plan and the attached RSU Agreement.

(4) I understand and acknowledge that the Company will make a grant of Matching RSUs that will be credited to my Plan account on the applicable Award Date in an amount equal to [__%] of the RSUs that are credited to my Plan account in accordance with this election.

(5) I hereby elect to receive payment with respect to my RSUs and Matching RSUs awarded pursuant to this election on the ______ anniversary of the applicable Award Date (this may not be earlier than the fourth anniversary). I understand that I could become entitled to an earlier payment pursuant to the terms of the Plan or the RSU Agreement.

Participant's Initials: ________**ELECTION TO DEFER**

Long-Term Incentive Payment

(1) I hereby elect to defer the following portion of any amount otherwise payable to me as my long-term cash incentive payment ("Long-Term Incentive Payment") pursuant to the Company's [Three Year Incentive Plan for the three fiscal years ending May 31, _____], **which normally would be paid in July [____]**, and to receive an award of RSUs under the Plan in lieu of such amount:

(a) percent (not to exceed 100%),

(b) $____________________________ (or the total amount of the Long-Term Incentive Payment, if less), or

(c) The lesser of percent (not to exceed 100%) or $______________________.

(2) I understand that FICA and other employment taxes will be due on the total amount of my Annual Incentive Payment, including the amount I elect to defer. I agree that to the extent that the remaining amount of my Annual Incentive Payment (after deduction of the amount I elect to defer) is not sufficient to pay the FICA and other employment taxes plus the federal income tax due on such remaining amount, the shortfall will be deducted from my regular paycheck and any other amounts due to me.

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(3) I understand and acknowledge that the number of RSUs that will be credited to my Plan account on the applicable Award Date on account of this election will be determined in the manner provided in the Plan and the attached RSU Agreement.

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(4) I understand and acknowledge that the Company will make a grant of Matching RSUs that will be credited to my Plan account on the applicable Award Date in an amount equal to [__%] of the RSUs that are credited to my Plan account in accordance with this election.

(5) I hereby elect to receive payment with respect to my RSUs and Matching RSUs awarded pursuant to this election on the ______ anniversary of the applicable Award Date (this may not be earlier than the fourth anniversary). I understand that I could become entitled to an earlier payment pursuant to the terms of the Plan or the RSU Agreement.

Participant's Initials: ________**ELECTION TO DEFER**

Restricted Stock Unit Award

(1) I hereby elect to defer the following portion of any restricted stock units otherwise awarded to me under the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan ("2004 Omnibus Plan"), **which normally would be awarded in July [____]**, and to receive an award of RSUs under the Plan in lieu of such award:

(a) percent (not to exceed 100%) rounded down to the nearest whole restricted stock unit,

(b) ______________________ restricted stock units (or the total restricted stock units awarded, if less), or

(c) The lesser of percent (not to exceed 100%) rounded down to the nearest whole restricted stock unit or __________________ restricted stock units.

(2) I understand and acknowledge that the number of RSUs that will be credited to my Plan account on the applicable Award Date on account of this election will be equal to the number of restricted stock units that I elect to defer.

(3) I understand and acknowledge that the Company will make a grant of Matching RSUs that will be credited to my Plan account on the applicable Award Date in a number equal to [__%] of the number of RSUs that are credited to my Plan account in accordance with this election.

(4) I hereby elect to receive payment with respect to my RSUs and Matching RSUs awarded pursuant to this election on the _____ anniversary of the applicable Award Date (this may not be earlier than the fourth anniversary). I understand that I could become entitled to an earlier payment pursuant to the terms of the Plan or the RSU Agreement.

(5) I further understand and acknowledge that the RSUs and Matching RSUs to be awarded pursuant to this election will be subject to the terms and conditions of the Plan and the attached RSU Agreement, and will not be subject to the terms of the 2004 Omnibus Plan or to the terms of the award of restricted stock units under the 2004 Omnibus Plan that I otherwise would have received but for this election, and that the terms and conditions of the RSUs under this Plan are different than the terms and conditions of an award under the 2004 Omnibus Plan.

(6) This Election to Defer a portion of any restricted stock units otherwise awarded to me under the 2004 Omnibus Plan will not be valid unless an election to defer all or a portion of such award on the Effective Date

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would comply with the rules regarding the timing of an initial deferral election of such amount for purposes of Code Section 409A.

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Participant's Initials: ________

ELECTION TO DEFER

Cash Director's Fee

(1) I hereby elect to defer the following portion of any amount otherwise payable to me as my annual cash director's fee ("Cash Director's Fee"), **which normally would be paid in January [____]**, and to receive an award of RSUs under the Plan in lieu of such amount:

(a) percent (not to exceed 100%),

(b) $___________________________(or the total amount of the Cash Director's Fee, if less), or

(c) The lesser of percent (not to exceed 100%) or $_____________________.

(2) I understand and acknowledge that the number of RSUs that will be credited to my Plan account on the applicable Award Date on account of this election will be determined in the manner provided in the Plan and the attached RSU Agreement.

(3) I understand and acknowledge that the Company will make a grant of Matching RSUs that will be credited to my Plan account on the applicable Award Date in an amount equal to [__%] of the RSUs that are credited to my Plan account in accordance with this election.

(4) I hereby elect to receive payment with respect to my RSUs and Matching RSUs awarded pursuant to this election on the ______ anniversary of the applicable Award Date (this may not be earlier than the fourth anniversary). I understand that I could become entitled to an earlier payment pursuant to the terms of the Plan or the RSU Agreement.

(5) Notwithstanding the other provisions of the RSU Agreement and the Plan, I understand that for purposes of my election to defer my Cash Director's Fee, the term "Retirement" shall mean I am not re-elected upon the expiration of my term of office as a director of the Company.

Participant's Initials: ________

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EXHIBIT 12.1

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES
TEXAS INDUSTRIES, INC. AND SUBSIBIARIES

	Six Months ended November 30,		Year Ended May 31,				
In Thousands except ratios	2012	2011	2012	2011	2010	2009	2008
Earnings							
Income (loss) from continuing operations before income taxes and changes in accounting principles	$(18,380)	$(31,456)	$285	$(113,348)	$(71,131)	$(44,973)	$111,047
Fixed charges	36,666	36,511	72,724	70,770	57,544	54,041	34,865
Amortization of capitalized interest	1,157	1,157	2,248	2,314	2,314	2,314	1,254
Less: Interest capitalized	(19,226)	(16,056)	(33,684)	(18,694)	—	(14,394)	(26,462)
Adjusted earnings (loss)	$217	$(9,844)	$41,573	$(58,958)	$(11,273)	$(3,012)	$120,704
Fixed charges							
Interest expense	$14,201	$17,087	$32,587	$43,975	$45,434	$28,418	$1,254
Interest capitalized	19,226	16,056	33,684	18,694	—	14,394	26,462
Net amortization of debt discount, premium and issuance expense	1,034	1,211	2,248	3,608	6,807	4,868	1,251
Interest portion of rent expense	2,205	2,157	4,204	4,493	5,303	6,360	5,898
Total fixed charges	$36,666	$36,511	$72,723	$70,770	$57,544	$54,040	$34,865
Ratio of earnings to fixed charges	0.01	—	0.57	—	—	—	3.46
Deficiency of earnings to cover fixed charges	$36,449	$46,355	$ 31,150	$129,728	$68,817	$ 57,052	$--

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EXHIBIT 15.1

January 9, 2012

Board of Directors
Texas Industries, Inc.

We are aware of the incorporation by reference in the Post-Effective Amendment Number 9 to Registration Statement Number 2-48986 on Form S-8, Registration Statement Number 33-53715 on Form S-8, Registration Statement Number 333-11604 on Form S-8 (as amended), Registration Statement Number 333-121860 on Form S-8 and in the related Prospectuses of our report dated January 9, 2013 relating to the unaudited consolidated interim financial statements of Texas Industries, Inc. that are included in its Form 10-Q for the quarter ended November 30, 2012.

/s/ Ernst & Young LLP

Fort Worth, Texas

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EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Melvin G. Brekhus, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Texas Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 9, 2013

/s/ Melvin G. Brekhus

Melvin G. Brekhus
President and Chief Executive Officer
(Principal Executive Officer)

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EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kenneth R. Allen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Texas Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 9, 2013

/s/ Kenneth R. Allen

Kenneth R. Allen
Vice President – Finance and Chief Financial Officer
(Principal Financial Officer)

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EXHIBIT 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Texas Industries, Inc. (the “Company”) on Form 10-Q for the period ended November 30, 2012 (the “Report”), I, Melvin G. Brekhus, President and Chief Executive Officer of the Company, hereby certify that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 9, 2013

/s/ Melvin G. Brekhus

Melvin G. Brekhus
President and Chief Executive Officer

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Texas Industries, Inc. (the "Company") on Form 10-Q for the period ended November 30, 2012 (the "Report"), I, Kenneth R. Allen, Vice President-Finance and Chief Financial Officer of the Company, hereby certify that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 9, 2013

/s/ Kenneth R. Allen

Kenneth R. Allen
Vice President – Finance and Chief Financial Officer

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EXHIBIT 95.1

This exhibit contains the information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.104). The following table provides information about citations, orders and notices issued under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") by the federal Mine Safety and Health Administration ("MSHA") for our quarries during the fiscal quarter ended November 30, 2012.

Mine or Operating Name/MSHA Identification Number	Section 104 S&S Citations (#)	Section 104(b) Orders (#)	Section 104(d) Citations and Orders (#)	Section 110(b)(2) Violations (#)	Section 107(a) Orders (#)	Total Dollar Value of MSHA Assessments Proposed ($)	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	Legal Actions Pending as of Last Day of Period (#)	Legal Actions Initiated During Period (#)	Legal Actions Resolved During Period (#)
Midlothian 4100071	3	0	0	—	—	2,552	—	No	No	4	—	—
Hunter 4102820	5	0	0	—	—	—	—	No	No	—	—	—
Oro Grande 0400011	2	0	0	—	—	1,304	—	No	No	32	—	—
Crestmore 0400010	3	0	0	—	—	—	—	No	No	—	—	—
Jena 1601298	—	0	0	—	—	100	—	No	No	—	—	—
Woodworth II 1601070	—	0	0	—	—	—	—	No	No	—	—	—
Perryville 2 1601417	—	0	0	—	—	—	—	No	No	—	—	—
Tin Top 4102852	1	0	0	—	—	—	—	No	No	—	—	—
Green 4103121	—	0	0	—	—	—	—	No	No	—	—	—
Bells Savoy 4104019	—	0	0	—	—	—	—	No	No	—	—	—
Webberville 4104363	—	0	0	—	—	—	—	No	No	1	—	—
Mill Creek 3401859	—	0	0	—	—	—	—	No	No	—	—	—
Bridgeport 4100007	—	0	0	—	—	—	—	No	No	—	—	—
Owen 4103896	—	0	0	—	—	—	—	No	No	—	—	—
Garfield 4103909	—	0	0	—	—	138	—	No	No	—	—	—
Streetman 4101628	4	0	0	—	—	—	—	No	No	—	—	—
Western Agg (Boulder) 0504415	—	0	0	—	—	—	—	No	No	—	—	—
Olancha 0404783	—	0	0	—	—	—	—	No	No	—	—	—
Frazier Park 0400555	—	0	0	—	—	—	—	No	No	—	—	—

The MSHA citations, orders and assessments reflected above are those initially issued or proposed by MSHA. They do not reflect subsequent changes in the level of severity of a citation or order or the value of an assessment that may occur as a result of proceedings conducted in accordance with MSHA rules.

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Long-Term Debt (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Debt Instrument [Line Items]		
Senior secured revolving credit facility expiring in 2016	$ 0	$ 0
9.25% Senior notes due 2020 issued August 10, 2010 at par value	650,000	650,000
Other	6,359	5,778
Total long term debt	656,359	655,778
Capital lease obligations	2,097	2,136
Other contract obligations	245	249
Long-term debt and capital lease obligations	658,701	658,163
Less current portion	1,432	1,214
LONG-TERM DEBT	$ 657,269	$ 656,949

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Employee Exposure Standards by Regulatory Agencies (Detail) (Maximum)	6 Months Ended Nov. 30, 2012
Occupational Safety And Health Administration	
Loss Contingencies [Line Items]	
Employee exposure standards, nanograms per cubic meter	5,000
National Institute For Occupational Safety And Health	
Loss Contingencies [Line Items]	
Employee exposure standards, nanograms per cubic meter	1,000
California Environmental Protection Agency	
Loss Contingencies [Line Items]	
Employee exposure standards, nanograms per cubic meter	200

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Stock Options Outstanding (Detail) (USD $)	6 Months Ended Nov. 30, 2012
Range Of Exercise Prices, $16.04 - $29.38	
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]	
Shares outstanding	768,531
Weighted-average remaining life in years, Options outstanding	6 years 4 months 2 days
Weighted-average exercise price, Options outstanding	$ 25.54
Shares exercisable	286,828
Weighted-average remaining life in years, Options exercisable	3 years 2 months 1 day
Weighted-average exercise price, Options exercisable	$ 21.10
Range of Exercise Prices, minimum	$ 16.04
Range of Exercise Prices, maximum	$ 29.38
Range Of Exercise Prices, $33.57 - $48.60	
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]	
Shares outstanding	781,717
Weighted-average remaining life in years, Options outstanding	6 years 1 month 24 days
Weighted-average exercise price, Options outstanding	$ 39.71
Shares exercisable	345,280
Weighted-average remaining life in years, Options exercisable	4 years 7 months 17 days
Weighted-average exercise price, Options exercisable	$ 41.15
Range of Exercise Prices, minimum	$ 33.57
Range of Exercise Prices, maximum	$ 48.60
Range Of Exercise Prices, $50.63 - $70.18	
Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Line Items]	
Shares outstanding	514,100
Weighted-average remaining life in years, Options outstanding	3 years 7 months 10 days
Weighted-average exercise price, Options outstanding	$ 57.40
Shares exercisable	480,890
Weighted-average remaining life in years, Options exercisable	3 years 6 months 22 days
Weighted-average exercise price, Options exercisable	$ 57.87
Range of Exercise Prices, minimum	$ 50.63
Range of Exercise Prices, maximum	$ 70.18

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Business Segments - Additional Information (Detail) (USD $)	6 Months Ended			1 Months Ended	6 Months Ended								3 Months Ended		6 Months Ended	
	Nov. 30, 2012 Segment	Nov. 30, 2011	Nov. 30, 2011 Normal Replacement And Upgrades To Sustain Existing Operations Amount Incurred To Acquire Aggregate Reserves	Jul. 31, 2011 Exchange of Productive Assets	Nov. 30, 2011 Crestmore Cement Plant	Nov. 30, 2012 Hunter Cement Plant	Nov. 30, 2011 Hunter Cement Plant	Nov. 30, 2011 Consumer Products Exchange of Productive Assets	Nov. 30, 2011 Cement	Nov. 30, 2011 Aggregates	Nov. 30, 2011 Ready-Mix Concrete	Nov. 30, 2011 Corporate	Nov. 30, 2012 Maximum	Nov. 30, 2011 Maximum	Nov. 30, 2012 Maximum	Nov. 30, 2011 Maximum
Segment Reporting Information [Line Items]																
Number of operating business segments	3															
Sales percentage represented by major customers													10.00%	10.00%	10.00%	10.00%
Segment operating profit					$ 2,500,000											
Gain (loss) on disposition of assets				2,100,000				2,100,000	2,500,000							
Restructuring charges included in operating profit		2,000,000							1,100,000	400,000	500,000	1,200,000				
Capital expenditure incurred for expansion	36,118,000	35,966,000				36,100,000	36,000,000									
Capitalized interest paid						18,400,000	15,500,000									
Upgrades of existing equipment and acquisitions	$ 10,845,000	$ 26,300,000	$ 18,000,000													

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Weighted-Average Grant Date Fair Value of Options Granted and Weighted-Average Assumptions Used for Grants (Detail) (USD $)	6 Months Ended
	Nov. 30, 2011
Stock-Based Compensation Plans	
Weighted average grant date fair value	$ 19.72
Expected volatility	0.411
Expected option term in years	10 years
Risk-free interest rate	2.97%
Expected dividend yield	0.56%

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Discontinued Operations and Held for Sale Businesses - Additional Information (Details)	1 Months Ended	0 Months Ended	
	Jul. 31, 2011 Ready-Mix Concrete Property	Dec. 04, 2012 Subsequent Event Ready-Mix Concrete Property	Dec. 04, 2012 Subsequent Event Aggregates Property
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]			
Number of assets acquired in noncash asset exchange	3	42	2

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Summary of Asset Used in Each of Business Segments (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	$ 1,573,267	$ 1,576,928
Segment, Continuing Operations		
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	1,533,907	1,536,584
Segment, Continuing Operations | Cement Segment		
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	1,149,700	1,135,336
Segment, Continuing Operations | Aggregates		
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	168,999	178,730
Segment, Continuing Operations | Consumer Products		
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	98,995	90,717
Segment, Continuing Operations | Corporate		
Segment Reporting, Asset Reconciling Item [Line Items]		
Identifiable assets	$ 116,213	$ 131,801

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Stock-Based Compensation Plans (Tables)	6 Months Ended Nov. 30, 2012

Weighted-Average Grant Date Fair Value of Options Granted and Weighted-Average Assumptions Used for Grants

The following table sets forth the information about the weighted-average grant date fair value of options granted during the six-month period ended November 30, 2011 and the weighted-average assumptions used for such grants.

	Six months ended November 30, 2011
Weighted average grant date fair value	$ 19.72
Weighted average assumptions used:	
Expected volatility	.411
Expected option term in years	10
Risk-free interest rate	2.97%
Expected dividend yield	.56%

Option Transactions

A summary of option transactions for the six-month periods ended November 30, 2012, follows:

	Shares Under Option	Weighted-Average Option Price
Outstanding at May 31, 2012	2,145,570	$ 38.54
Exercised	(55,332)	24.42
Canceled	(25,820)	45.10
Outstanding at November 30, 2012	2,064,418	$ 38.83
Exercisable at November 30, 2012	1,099,138	$ 43.33

Stock Options Outstanding

The following table summarizes information about stock options outstanding as of November 30, 2012.

	Range of Exercise Prices		
	$16.04 - $29.38	$33.57 - $48.60	$50.63 - $70.18
Options outstanding			
Shares outstanding	768,531	781,717	514,100
Weighted-average remaining life in years	6.34	6.15	3.61
Weighted-average exercise price	$ 25.54	$ 39.71	$ 57.40
Options exercisable			
Shares exercisable	286,828	345,280	480,890
Weighted-average remaining life in years	3.17	4.63	3.56
Weighted-average exercise price	$ 21.10	$ 41.15	$ 57.87

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Defined Benefit Pension Plan and Postretirement Health Benefit Plan Expense (Detail) (Riverside Defined Benefit Plans, USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Pension Plans, Defined Benefit				
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]				
Service cost	$ 61	$ 134	$ 216	$ 268
Interest cost	635	760	1,343	1,520
Expected return on plan assets	770	777	1,518	1,554
Amortization of net actuarial loss	(217)	(430)	(948)	(861)
Defined benefit pension plan, total	143	547	989	1,095
Defined Benefit Postretirement Health Coverage				
Defined Benefit Plans and Other Postretirement Benefit Plans Table Text Block [Line Items]				
Service cost	27	25	54	50
Interest cost	88	104	176	208
Amortization of prior service cost	(194)	(194)	(388)	(388)
Amortization of net actuarial loss	(129)	(141)	(258)	(282)
Defined benefit pension plan, total	$ 50	$ 76	$ 100	$ 152

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Notes Redemption Prices (Expressed as Percentages of Principal Amount) (Detail)	6 Months Ended
	Nov. 30, 2012
Long-Term Debt [Abstract]	
2015	104.625%
2016	103.083%
2017	101.542%
2018 and thereafter	100.00%

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Inventories (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Working Capital Detail [Line Items]		
Inventories	$ 85,530	$ 99,441
Lifo Cost		
Working Capital Detail [Line Items]		
Finished products	6,516	7,664
Work in process	8,019	12,505
Raw materials	7,504	9,449
Total inventories at LIFO cost	22,039	29,618
Average Cost		
Working Capital Detail [Line Items]		
Finished products	18,668	23,451
Raw materials	422	229
Parts and supplies	44,401	46,143
Total inventories at average cost	$ 63,491	$ 69,823

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Income Taxes - Additional Information (Detail) (USD $) In Millions, unless otherwise specified	6 Months Ended		12 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012
Income Tax Contingency [Line Items]			
Federal statutory corporate rate	35.00%		
Estimated annualized income tax rate			4.60%
Income tax payments	$ 0	$ 0	
Net deferred tax assets	12.5		13.7
Net deferred tax assets classified as current	10.0		10.7
Valuation allowances			5.2
Significant reserves for uncertain tax positions including related interest and penalties	0		
Fiscal year 2013			
Income Tax Contingency [Line Items]			
Estimated annualized income tax rate	4.30%		
Maximum			
Income Tax Contingency [Line Items]			
Received income tax refunds		$ 0.1	

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Condensed Consolidating Statement of Cash Flows (Detail) (USD $) In Thousands, unless otherwise specified	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Cash Flow Supplemental Disclosures [Line Items]		
Net cash provided (used) by operating activities	$ 24,978	$ 12,487
Capital expenditures – expansions	(36,118)	(35,966)
Capital expenditures – other	(10,845)	(26,300)
Proceeds from asset disposals	3,958	1,649
Investments in life insurance contracts	2,366	2,989
Other – net	(88)	(128)
Net cash provided (used) by investing activities	(40,727)	(57,756)
Debt payments	(1,585)	(36)
Debt issuance costs	0	(1,732)
Stock option exercises	1,089	158
Common dividends paid	0	(2,091)
Net intercompany financing activities	0	0
Net cash used by financing activities	(496)	(3,701)
Decrease in cash and cash equivalents	(16,245)	(48,970)
Cash and cash equivalents at beginning of period	88,027	116,432
Cash and cash equivalents at end of period	71,782	67,462
Parent Company		
Cash Flow Supplemental Disclosures [Line Items]		
Net cash provided (used) by operating activities	(37,559)	(34,917)
Capital expenditures – expansions	0	0
Capital expenditures – other	0	0
Proceeds from asset disposals	0	0
Investments in life insurance contracts	2,366	2,989
Other – net	0	0
Net cash provided (used) by investing activities	2,366	2,989
Long-term borrowings		
Debt payments	(8)	0
Debt issuance costs	0	(1,732)
Stock option exercises	1,089	158
Common dividends paid	0	(2,091)
Net intercompany financing activities	17,755	(12,561)
Net cash used by financing activities	18,836	(16,226)
Decrease in cash and cash equivalents	(16,357)	(48,154)
Cash and cash equivalents at beginning of period	84,713	113,898
Cash and cash equivalents at end of period	68,356	65,744
Guarantor Subsidiaries		
Cash Flow Supplemental Disclosures [Line Items]		
Net cash provided (used) by operating activities	62,537	47,404

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Capital expenditures – expansions	(36,118)	(35,966)
Capital expenditures – other	(10,845)	(26,300)
Proceeds from asset disposals	3,958	1,649
Investments in life insurance contracts	0	0
Other – net	(88)	(128)
Net cash provided (used) by investing activities	(43,093)	(60,745)
Long-term borrowings	0	0
Debt payments	(1,577)	(36)
Debt issuance costs	0	0
Stock option exercises	0	0
Common dividends paid	0	0
Net intercompany financing activities	(17,755)	12,561
Net cash used by financing activities	(19,332)	12,525
Decrease in cash and cash equivalents	112	(816)
Cash and cash equivalents at beginning of period	3,314	2,534
Cash and cash equivalents at end of period	3,426	1,718
Consolidation, Eliminations		
Cash Flow Supplemental Disclosures [Line Items]		
Net cash provided (used) by operating activities	0	0
Capital expenditures – expansions	0	0
Capital expenditures – other	0	0
Proceeds from asset disposals	0	0
Investments in life insurance contracts	0	0
Other – net	0	0
Net cash provided (used) by investing activities	0	0
Long-term borrowings	0	0
Debt payments	0	0
Debt issuance costs	0	0
Stock option exercises	0	0
Common dividends paid	0	0
Net intercompany financing activities	0	0
Net cash used by financing activities	0	0
Decrease in cash and cash equivalents	0	0
Cash and cash equivalents at beginning of period	0	0
Cash and cash equivalents at end of period	$ 0	$ 0

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Option Transactions (Detail) (USD $)	6 Months Ended Nov. 30, 2012
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding [Roll Forward]	
Shares Under Option, Outstanding at May 31, 2012	2,145,570
Shares Under Option, Exercised	(55,332)
Shares Under Option, Canceled	(25,820)
Shares Under Option, Outstanding at November 30, 2012	2,064,418
Shares Under Option, Exercisable at November 30, 2012	1,099,138
Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Roll Forward]	
Weighted-Average Option Price, Outstanding at May 31, 2012	$ 38.54
Weighted-Average Option Price, Exercised	$ 24.42
Weighted-Average Option Price, Canceled	$ 45.10
Weighted-Average Option Price, Outstanding at November 30, 2012	$ 38.83
Weighted-Average Option Price, Exercisable at November 30, 2012	$ 43.33

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Discontinued Operations and Held for Sale Businesses	6 Months Ended Nov. 30, 2012
Discontinued Operations and Disposal Groups [Abstract]	
Discontinued Operations and Held for Sale Businesses	**Discontinued Operations and Held for Sale Businesses** On December 4, 2012, our subsidiaries entered into agreements to exchange their expanded shale and clay lightweight aggregates manufacturing business for the ready-mix concrete business of subsidiaries of Trinity Industries, Inc. in east Texas and southwest Arkansas. Pursuant to the agreements, we will transfer our expanded shale and clay manufacturing facilities in Streetman, Texas; Boulder, Colorado and Frazier Park, California; and our DiamondPro® product line in exchange for 42 ready-mix concrete plants stretching from Texarkana to Beaumont in east Texas and in southwestern Arkansas, as well as two aggregate distribution facilities in Beaumont and Port Arthur, Texas, and related assets. We anticipate recognizing a gain on the transaction, the amount of which will be determined after the transaction closes and valuations of the assets are obtained. Closing is subject to negotiations of ancillary agreements, satisfactory completion of due diligence, receipt of required consents, approvals and permit amendments and other customary conditions. The following table summarizes the assets and liabilities of all discontinued operations held for sale as of November 30, 2012 and reclassified as assets held for sale on May 31, 2012.

In thousands	November 30, 2012	May 31, 2012
Assets:		
Inventory	$ 29,720	$ 30,072
Property Plant and Equipment	9,640	10,272
Total Assets in Discontinued Operations Held for Sale	$ 39,360	$ 40,344

The following table summarizes the revenue, earnings before and net of income tax expense on all discontinued operations held for sale for the three-months and six-months ended November 30, 2012 and 2011:

In thousands	Three months ended November 30,		Six months ended November 30,	
Discontinued Operations	2012	2011	2012	2011
Revenue	$ 11,629	$ 9,899	$28,914	$24,009
Earnings on discontinued operations, before taxes	$ 843	$ 108	$ 5,865	$ 2,231
Earnings on discontinued operations, net of tax	$ (933)	$ (414)	$ 3,805	$ 1,547

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Commitments - Additional Information (Detail) (USD $) In Millions, unless otherwise specified	6 Months Ended
	Nov. 30, 2012
Commitments and Contingencies Disclosure [Line Items]	
Incurred capital cost excluding capitalized interest	$ 367.9
Capitalized interest cost relating to the project	87.9
Capital cost paid relating to the project	362.1
Minimum	
Commitments and Contingencies Disclosure [Line Items]	
Expected total capital cost of project excluding capitalized interest	370
Maximum	
Commitments and Contingencies Disclosure [Line Items]	
Expected total capital cost of project excluding capitalized interest	$ 375

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Condensed Consolidating Financial Information (Tables)	**6 Months Ended**
	Nov. 30, 2012
Condensed Consolidating Balance Sheet	

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at November 30, 2012				
Cash and cash equivalents	$ 68,356	$ 3,426	$ —	$ 71,782
Receivables – net	—	107,760	—	107,760
Inventories	—	85,530	—	85,530
Deferred income taxes and prepaid expenses	115	16,825	(268)	16,672
Discontinued Operations Held for Sale	—	39,360	—	39,360
Total current assets	68,471	252,901	(268)	321,104
Property, plant and equipment – net	—	1,204,046	—	1,204,046
Goodwill	—	1,715	—	1,715
Real estate and investments	2,242	20,926	—	23,168
Deferred income taxes and other charges	122,901	8,666	(108,333)	23,234
Investment in subsidiaries	1,011,244	—	(1,011,244)	—
Long-term intercompany receivables	230,814	18,740	(249,554)	—
Total assets	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267
Accounts payable	$ 34	$ 64,486	$ —	$ 64,520
Accrued interest, compensation and other	26,213	41,767	(268)	67,712
Current portion of long-term debt	—	1,432	—	1,432
Total current liabilities	26,247	107,685	(268)	133,664
Long-term debt	650,245	7,024	—	657,269
Long-term intercompany payables	18,740	230,814	(249,554)	—
Deferred income taxes	—	108,333	(108,333)	—
Other credits	54,101	41,894	—	95,995
Shareholders' equity	686,339	1,011,244	(1,011,244)	686,339
Total liabilities and shareholders' equity	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at May 31, 2012				
Cash and cash equivalents	$ 84,713	$ 3,314	$ —	$ 88,027
Receivables – net	—	98,836	—	98,836
Inventories	—	99,441	—	99,441
Deferred income taxes and prepaid expenses	99	18,908	—	19,007
Discontinued Operations Held for Sale	—	40,344	—	40,344
Total current assets	84,812	260,843	—	345,655
Property, plant and equipment – net	—	1,185,325	—	1,185,325
Goodwill	—	1,715	—	1,715
Real estate and investments	664	20,201	—	20,865
Deferred income taxes and other charges	123,734	7,356	(107,722)	23,368
Investment in subsidiaries	987,519	—	(987,519)	—
Long-term intercompany receivables	246,298	18,747	(265,045)	—
Total assets	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928
Accounts payable	$ 108	$ 64,717	$ —	$ 64,825
Accrued interest, compensation and other	25,829	35,488	—	61,317
Current portion of long-term debt	4	1,210	—	1,214
Total current liabilities	25,941	101,415	—	127,356
Long-term debt	650,245	6,704	—	656,949
Long-term intercompany payables	18,747	246,298	(265,045)	—
Deferred income taxes	—	107,722	(107,722)	—
Other credits	51,823	44,529	—	96,352

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Shareholders' equity	696,271	987,519	(987,519)	696,271
Total liabilities and shareholders' equity	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928

Condensed Consolidating Statement of Operations

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2012				
Net sales	$ —	$ 342,216	$ —	$ 342,216
Cost of products sold	—	315,262	—	315,262
Gross profit (loss)	—	26,954	—	26,954
Selling, general and administrative	4,684	29,939	—	34,623
Interest	34,236	—	(19,001)	15,235
Other income	(49)	(4,476)	—	(4,525)
Intercompany other income	(1,755)	(17,246)	19,001	—
	37,116	8,217	—	45,333
Income (loss) from continuing operations before the following items	(37,116)	18,737	—	(18,379)
Income taxes (benefit)	(76)	(720)	—	(796)
	(37,040)	19,457	—	(17,583)
Equity in earnings of subsidiaries	23,261	—	(23,261)	—
Net income (loss) from continuing operations	$ (13,779)	$ 19,457	$ (23,261)	$ (17,583)
Net income (loss) from discontinued operations, net of tax	$ —	$ 3,805	$ —	$ 3,805
Net Income (loss)	$ (13,779)	$ 23,262	$ (23,261)	$ (13,778)
Comprehensive loss	$ (13,313)	$ 24,090	$ (24,090)	$ (13,313)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2011				
Net sales	$ —	$313,802	$ —	$ 313,802
Cost of products sold	—	301,690	—	301,690
Gross profit (loss)	—	12,112	—	12,112
Selling, general and administrative	1,253	28,258	—	29,511
Restructuring charges		3,153		3,153
Interest	34,265	—	(15,967)	18,298
Other income	(27)	(7,366)	—	(7,393)
Intercompany other income	(1,755)	(14,212)	15,967	—
	33,736	9,833	—	43,569
Income (loss) from continuing operations before the following items	(33,736)	2,279	—	(31,457)
Income taxes (benefit)	(3,534)	2,081	—	(1,453)
	(30,202)	198	—	(30,004)
Equity in earnings of subsidiaries	1,745	—	(1,745)	—
Net income (loss) from continuing operations	$ (28,457)	$ 198	$ (1,745)	$ (30,004)
Net income (loss) from discontinued operations, net of tax	$ —	$ 1,547	$ —	$ 1,547
Net Income (loss)	$ (28,457)	$ 1,745	$ (1,745)	$ (28,457)
Comprehensive loss	$ (27,978)	$ 2,225	$ (2,225)	$ (27,978)

Condensed Consolidating Statement of Cash Flows

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2012				
Net cash provided (used) by operating activities	$ (37,559)	$ 62,537	$ —	$ 24,978
Investing activities				—
Capital expenditures – expansions	—	(36,118)	—	(36,118)

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Capital expenditures – other	—	(10,845)	—	(10,845)
Proceeds from asset disposals	—	3,958	—	3,958
Investments in life insurance contracts	2,366	—	—	2,366
Other – net	—	(88)	—	(88)
Net cash provided (used) by investing activities	2,366	(43,093)	—	(40,727)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	(8)	(1,577)	—	(1,585)
Debt issuance costs	—	—	—	—
Stock option exercises	1,089	—	—	1,089
Common dividends paid	—	—	—	—
Net intercompany financing activities	17,755	(17,755)	—	—
Net cash provided (used) by financing activities	18,836	(19,332)	—	(496)
Increase (decrease) in cash and cash equivalents	(16,357)	112	—	(16,245)
Cash and cash equivalents at beginning of period	84,713	3,314	—	88,027
Cash and cash equivalents at end of period	$ 68,356	$ 3,426	$ —	$ 71,782

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2011				
Net cash provided (used) by operating activities	$ (34,917)	$ 47,404	$ —	$ 12,487
Investing activities				—
Capital expenditures – expansions	—	(35,966)	—	(35,966)
Capital expenditures – other	—	(26,300)	—	(26,300)
Proceeds from asset disposals	—	1,649	—	1,649
Investments in life insurance contracts	2,989	—	—	2,989
Other – net	—	(128)	—	(128)
Net cash provided (used) by investing activities	2,989	(60,745)	—	(57,756)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	—	(36)	—	(36)
Debt issuance costs	(1,732)	—	—	(1,732)
Stock option exercises	158	—	—	158
Common dividends paid	(2,091)	—	—	(2,091)
Net intercompany financing activities	(12,561)	12,561	—	—
Net cash provided (used) by financing activities	(16,226)	12,525	—	(3,701)
Increase (decrease) in cash and cash equivalents	(48,154)	(816)	—	(48,970)
Cash and cash equivalents at beginning of period	113,898	2,534	—	116,432
Cash and cash equivalents at end of period	$ 65,744	$ 1,718	$ —	$ 67,462

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Business Segments (Tables)

	6 Months Ended Nov. 30, 2012
Summary of Operating Results and Certain Other Financial Data for Business Segments	The following is a summary of operating results and certain other financial data for our business segments.

In thousands	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Net sales				
Cement				
Sales to external customers	$ 80,991	$ 65,639	$168,118	$137,697
Intersegment sales	10,452	11,595	20,530	25,174
Aggregates				
Sales to external customers	33,899	23,114	69,299	48,505
Intersegment sales	6,313	5,736	11,894	10,661
Consumer products				
Sales to external customers	52,803	57,419	104,799	127,600
Intersegment sales	62	702	111	1,545
Eliminations	(16,827)	(18,033)	(32,535)	(37,380)
Total net sales	$167,693	$146,172	$342,216	$313,802
Segment operating profit (loss)				
Cement	$ 6,057	$ (5,355)	$ 14,479	$ 1,162
Aggregates	3,520	1,991	7,518	3,783
Consumer products	(2,607)	(3,606)	(4,515)	(5,946)
Total segment operating profit	6,970	$ (6,970)	17,482	(1,001)
Corporate	(10,359)	(5,959)	(20,626)	(12,158)
Interest	(7,457)	(8,838)	(15,235)	(18,298)
Loss before income taxes	$ (10,846)	$ (21,767)	$ (18,379)	$ (31,457)
Depreciation, depletion and amortization				
Cement	$ 8,429	$ 8,897	$ 16,893	$ 17,824
Aggregates	3,347	3,494	6,674	7,290
Consumer products	1,981	2,326	3,847	4,890
Corporate	229	314	446	608
Total depreciation, depletion	$ 13,986	$ 15,031	$ 27,860	$ 30,612

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and amortization				
Capital expenditures				
Cement	$ 11,052	$ 14,193	$ 40,785	$ 39,889
Aggregates	2,278	1,061	2,601	19,364
Consumer products	351	611	2,246	2,042
Corporate	645	637	1,019	793
Total capital expenditures	$ 14,326	$ 16,502	$ 46,651	$ 62,088
Net sales by product				
Cement	$ 72,169	$ 57,400	$149,404	$119,799
Stone, sand and gravel	21,428	15,257	43,997	32,532
Ready-mix concrete	52,712	44,578	104,582	100,801
Other products	2,648	13,692	5,515	28,699
Delivery fees	18,736	15,245	38,718	31,971
Total net sales	$167,693	$146,172	$342,216	$313,802

Summary of Asset Used in Each of Business Segments

The following is a summary of assets used in each of our business segments.

In thousands	November 30, 2012	May 31, 2012
Identifiable assets		
Cement	$ 1,149,700	$ 1,135,336
Aggregates	168,999	178,730
Consumer products	98,995	90,717
Corporate	116,213	131,801
Total assets	$ 1,533,907	$ 1,536,584

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Summary of Operating Results and Certain Other Financial Data for Business Segments (Detail) (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Segment Reporting Information [Line Items]				
NET SALES	$ 167,693	$ 146,172	$ 342,216	$ 313,802
Segment operating profit (loss)	6,970	(6,970)	17,482	(1,001)
Corporate	(10,359)	(5,959)	(20,626)	(12,158)
Interest	(7,457)	(8,838)	(15,235)	(18,298)
LOSS BEFORE INCOME TAXES FROM CONTINUING OPERATIONS	(10,846)	(21,767)	(18,379)	(31,457)
Depreciation, depletion and amortization			28,543	31,385
Capital expenditures	14,326	16,502	46,651	62,088
Cement Segment				
Segment Reporting Information [Line Items]				
Sales to external customers	80,991	65,639	168,118	137,697
Intersegment sales	10,452	11,595	20,530	25,174
Segment operating profit (loss)	6,057	(5,355)	14,479	1,162
Capital expenditures	11,052	14,193	40,785	39,889
Aggregates				
Segment Reporting Information [Line Items]				
Sales to external customers	33,899	23,114	69,299	48,505
Intersegment sales	6,313	5,736	11,894	10,661
Segment operating profit (loss)	3,520	1,991	7,518	3,783
Capital expenditures	2,278	1,061	2,601	19,364
Consumer Products				
Segment Reporting Information [Line Items]				
Sales to external customers	52,803	57,419	104,799	127,600
Intersegment sales	62	702	111	1,545
Segment operating profit (loss)	(2,607)	(3,606)	(4,515)	(5,946)
Capital expenditures	351	611	2,246	2,042
Intersegment Elimination				
Segment Reporting Information [Line Items]				
NET SALES	(16,827)	(18,033)	(32,535)	(37,380)
Corporate				
Segment Reporting Information [Line Items]				
Capital expenditures	645	637	1,019	793
Cement				
Segment Reporting Information [Line Items]				
NET SALES	72,169	57,400	149,404	119,799
Stone, Sand And Gravel				
Segment Reporting Information [Line Items]				

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NET SALES	21,428	15,257	43,997	32,532
Ready-Mix Concrete				
Segment Reporting Information [Line Items]				
NET SALES	52,712	44,578	104,582	100,801
Other products				
Segment Reporting Information [Line Items]				
NET SALES	2,648	13,692	5,515	28,699
Delivery Fees				
Segment Reporting Information [Line Items]				
NET SALES	18,736	15,245	38,718	31,971
Segment, Continuing Operations				
Segment Reporting Information [Line Items]				
Depreciation, depletion and amortization	13,986	15,031	27,860	30,612
Segment, Continuing Operations | Cement Segment				
Segment Reporting Information [Line Items]				
Depreciation, depletion and amortization	8,429	8,897	16,893	17,824
Segment, Continuing Operations | Aggregates				
Segment Reporting Information [Line Items]				
Depreciation, depletion and amortization	3,347	3,494	6,674	7,290
Segment, Continuing Operations | Consumer Products				
Segment Reporting Information [Line Items]				
Depreciation, depletion and amortization	1,981	2,326	3,847	4,890
Segment, Continuing Operations | Corporate				
Segment Reporting Information [Line Items]				
Depreciation, depletion and amortization	$ 229	$ 314	$ 446	$ 608

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Shareholders' Equity - Additional Information (Detail) (USD $)	6 Months Ended Nov. 30, 2012
Cumulative Preferred Stock	
Class of Stock [Line Items]	
Authorized preferred stock, shares	100,000
Preferred stock, no par value	
Cumulative Preferred Stock (Voting)	
Class of Stock [Line Items]	
Authorized preferred stock, shares	20,000
Premium on preferred stock redemption	$ 5
Preferred stock redeemable price per share	$ 105
Preferred stock price per share upon dissolution	$ 100
Preferred stock shares outstanding	0
Series B Junior Participating Preferred Stock	
Class of Stock [Line Items]	
Authorized preferred stock, shares	40,000
Preferred stock shares outstanding	0

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Summary Of Significant Accounting Policies - Additional Information (Detail) (USD $)	6 Months Ended	12 Months Ended	6 Months Ended		3 Months Ended		6 Months Ended			1 Months Ended			6 Months Ended			
	Nov. 30, 2012	May 31, 2012	Nov. 30, 2012 Co-venturer	Nov. 30, 2012 Additional	Nov. 30, 2012 Real Estate	Nov. 30, 2011 Real Estate	Nov. 30, 2012 Real Estate	Nov. 30, 2011 Real Estate	Nov. 30, 2011 Cement	Jul. 31, 2011 Ready-Mix Concrete Property	Jul. 31, 2011 Nonoperating Development Properties Property	Jul. 31, 2011 Exchange of Productive Assets	Nov. 30, 2012 Riverside Defined Benefit Plans Employee	Nov. 30, 2012 Minimum	Nov. 30, 2012 Maximum	Nov. 30, 2012 Cement Facility
Summary Of Significant Accounting Policies [Line Items]																
Equity interest in joint venture	40.00%	40.00%														
Fair value of long-term debt, including current portion	$ 705,800,000	$ 646,800,000														
Long-term debt, carrying amount	658,701,000	658,163,000														
Maturity period for investments to be classified cash and cash equivalents, days	90 days															
Long-lived assets useful life														10 years	25 years	40 years
Goodwill resulting from acquisition	1,715,000	1,715,000														
Percentage of tax benefit likely to be realized upon ultimate settlement	50.00%															
Real estate acquired for development	7,300,000	7,600,000														
Life insurance contracts recorded net cash	2,200,000	700,000														
Insurance policy distributions	99,400,000	94,400,000														
Joint venture agreement date	2011 11															
Joint venture debt guaranteed percentage	50.00%		100.00%	50.00%												
Fair value of equity	13,600,000	12,500,000														
Partner's percentage in the venture			60.00%													
Equity income in joint venture	1,100,000															
Deferred other charges	20,800,000	20,400,000														
Debt issuance costs	12,000,000	13,000,000														
Other credits	95,900,000	96,400,000														
Approximate number of employees and retirees of subsidiary													600			
Accumulated other comprehensive loss, adjustments related to defined benefit retirement plan and postretirement health benefit plan, net of tax	24,000,000	24,500,000														
Accumulated other comprehensive loss, adjustments related to defined benefit retirement plan and postretirement health benefit plan, tax	5,700,000	6,000,000														
Gain on asset exchange					400,000	400,000	2,900,000	700,000	2,500,000			2,100,000				
Increase in aggregate property, plant and equipment												$ 6,100,000				
Number of assets acquired in noncash asset exchange										3						
Number of assets disposed of in noncash asset exchange										7	4					

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Changes in Asset Retirement Obligations (Detail) (USD $) In Thousands, unless otherwise specified	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Summary Of Significant Accounting Policies [Abstract]		
Balance at beginning of period	$ 3,879	$ 4,455
Additions	305	287
Accretion expense	86	89
Settlements	(1,617)	(713)
Balance at end of period	$ 2,653	$ 4,118

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Summary of Significant Accounting Policies	6 Months Ended Nov. 30, 2012
Summary of Significant Accounting Policies	

Summary of Significant Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six-month period ended November 30, 2012, are not necessarily indicative of the results that may be expected for the year ended May 31, 2013. For further information, refer to the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K of Texas Industries, Inc. for the year ended May 31, 2012.

Principles of Consolidation. The consolidated financial statements include the accounts of Texas Industries, Inc. and all subsidiaries except for a joint venture in which the Company has a 40% equity interest. The joint venture is accounted for using the equity method. Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

Discontinued Operations Held for Sale. The prior period consolidated financial statements in this Form 10-Q have been reclassified to reflect the businesses held for sale and discontinued operations as discussed in Note 2 - Discontinued Operations and Held for Sale Businesses.

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

Fair Value of Financial Instruments. The estimated fair value of each class of financial instrument as of November 30, 2012 and May 31, 2012 approximates its carrying value except for long-term debt having fixed interest rates. The fair value of our long-term debt is estimated based on broker/dealer quoted market prices, which is level two inputs. As of November 30, 2012, the fair value of our long-term debt, including the current portion, was approximately $705.8 million compared to the carrying amount of $658.7 million. As of May 31, 2012, the fair value of our long-term debt, including the current portion, was approximately $646.8 million compared to the carrying amount of $658.2 million.

Cash and Cash Equivalents. Investments with maturities of less than 90 days when purchased are classified as cash equivalents and consist primarily of money market funds and investment grade commercial paper issued by major corporations and financial institutions.

Receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. A reserve for doubtful accounts is maintained based on the length of time receivables are past due or the status of a customer’s financial condition. If we are aware of a specific customer’s inability to make required payments, specific amounts are added to the reserve.

Environmental Liabilities. We are subject to environmental laws and regulations established by federal, state and local authorities, and make provision for the estimated costs related to compliance when it is probable that an estimable liability has been incurred.

Legal Contingencies. We are a defendant in lawsuits which arose in the normal course of business, and make provision for the estimated loss from any claim or legal proceeding when it is probable that an estimable liability has been incurred.

Inventories. Inventories are stated at the lower of cost or market. We use the last-in, first out (“LIFO”) method to value finished products, work in process and raw material inventories

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excluding natural aggregate inventories. Natural aggregate inventories and parts and supplies inventories are valued using the average cost method. Our natural aggregate inventory excludes volumes in excess of an average twelve-month period of actual sales.

Long-lived Assets. Management reviews long-lived assets on a facility by facility basis for impairment whenever changes in circumstances indicate that the carrying amount of the assets may not be recoverable and would record an impairment charge if necessary. Such evaluations compare the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset and are significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. Estimates of future cash flows reflect Management's belief that it operates in a cyclical industry.

In the fourth quarter of our prior fiscal year, management evaluated the Hunter, Texas cement plant, including the capitalized construction and interest costs associated with the expansion. We expect the Texas market to recover to pre-recession levels and to complete the expansion project. Based on historical margins, we believe the undiscounted cash flows over the remaining life of the Hunter plant after completion of the expansion will significantly exceed the current investment in the plant as well as the remaining costs of the expansion and future capital expenditures necessary to achieve these cash flows.

Property, plant and equipment is recorded at cost. Costs incurred to construct certain long-lived assets include capitalized interest which is amortized over the estimated useful life of the related asset. Interest is capitalized during the construction period of qualified assets based on the average amount of accumulated expenditures and the weighted average interest rate applicable to borrowings outstanding during the period. If accumulated expenditures exceed applicable borrowings outstanding during the period, capitalized interest is allocated to projects under construction on a pro rata basis. Provisions for depreciation are computed generally using the straight-line method. Useful lives for our primary operating facilities range from 10 to 25 years with certain cement facility structures having useful lives of 40 years. Provisions for depletion of mineral deposits are computed on the basis of the estimated quantity of recoverable raw materials. The costs of removing overburden and waste materials to access mineral deposits are referred to as stripping costs. All production phase stripping costs are recognized as costs of the inventory produced during the period the stripping costs are incurred. Maintenance and repairs are charged to expense as incurred.

Goodwill and Goodwill Impairment. Management tests goodwill for impairment annually by reporting unit in the fourth quarter of our fiscal year using a two-step process. The first step of the impairment test identifies potential impairment by comparing the fair value of a reporting unit to its carrying value including goodwill. In applying a fair-value-based test, estimates are made of the expected future cash flows to be derived from the reporting unit. Similar to the review for impairment of other long-lived assets, the resulting fair value determination is significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. If the carrying value of the reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying value of the reporting unit goodwill exceeds the implied fair value of the goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination.

Goodwill resulting from the acquisition of ready-mix operations in Texas and Louisiana and identified with our consumer products operations has a carrying value of $1.7 million at both November 30, 2012 and May 31, 2012. Based on an impairment test performed as of March 31, 2012, the fair value of the reporting unit exceeds its carrying value, and therefore, no potential impairment was identified.

Income Taxes. Texas Industries, Inc. (the parent company) joins in filing a consolidated return with its subsidiaries based on federal and certain state tax filing requirements. Certain subsidiaries also file separate state income tax returns. Current and deferred tax expense is

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allocated among the members of the group based on a stand-alone calculation of the tax of the individual member. We recognize and classify deferred income taxes using an asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effect of temporary differences between the financial statements and the tax basis of assets and liabilities, as measured by current enacted tax rates.

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are generally recorded in the year the tax returns are filed.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. Our estimate of the potential outcome for any uncertain tax issue is highly judgmental. We account for these uncertain tax issues using a two-step approach to recognizing and measuring uncertain tax positions taken or expected to be taken in a tax return. The first step determines if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step measures the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the final outcome of these matters differs from the amounts recorded, such differences generally will impact our provision for income taxes in the period in which such a determination is made. Our provisions for income taxes include the impact of reserve provisions and changes to reserves that are considered appropriate including related interest and penalties.

Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and would record a valuation allowance unless such deferred tax assets were deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets is dependent upon various factors including the generation of taxable income during future periods. In determining the need for a valuation allowance, we consider such factors as historical earnings, the reversal of existing temporary differences, prior taxable income (if carryback is permitted under the tax law), and prudent and feasible tax planning strategies. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets valuation allowance would be charged to earnings in the period in which we make such a determination. If we later determine that it is more likely than not that the net deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance as an adjustment to earnings at such time. See further discussion in note 9.

Real Estate and Investments. Surplus real estate and real estate acquired for development of high quality industrial, office or multi-use parks totaled $7.3 million at November 30, 2012 and $7.6 million at May 31, 2012.

Investments include life insurance contracts purchased in connection with certain of our benefit plans. The contracts, recorded at their net cash surrender value, totaled $2.2 million (net of distributions of $99.4 million plus accrued interest and fees) at November 30, 2012 and $0.7 million (net of distributions of $94.4 million plus accrued interest and fees) at May 31, 2012. We can elect to receive distributions chargeable against the cash surrender value of the policies in the form of borrowings or withdrawals or we can elect to surrender the policies and receive their net cash surrender value.

Investment in Joint Venture. In November 2011 we entered into a joint venture agreement with a ready-mix operator based in Waco, Texas. We contributed certain of our central Texas ready-mix plants and related assets to the joint venture in return for a 40% equity interest. The joint venture operates ready-mix plants serving the central Texas market. The day to day business operations are managed by the 60% partner in the venture. We supply cement to the joint venture.

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The debt of the joint venture is secured by the underlying assets of the joint venture. In addition, we have guaranteed 50% and our partner has guaranteed 100% of the debt of the joint venture. Our investment totaled $13.6 million at November 30, 2012 and $12.5 million at May 31, 2012. Our equity in income of the joint venture was $1.1 million for the six-month period ended November 30, 2012.

Deferred Other Charges. Deferred other charges totaled $20.8 million at November 30, 2012 and $20.4 million at May 31, 2012 and are composed primarily of debt issuance costs that totaled $12.0 million at November 30, 2012 and $13.0 million at May 31, 2012. The costs are amortized over the term of the related debt.

Other Credits. Other credits totaled $95.9 million at November 30, 2012 and $96.4 million at May 31, 2012 and are composed primarily of liabilities related to our retirement plans, deferred compensation agreements and asset retirement obligations.

Asset Retirement Obligations. We record a liability for legal obligations associated with the retirement of our long-lived assets in the period in which it is incurred if an estimate of fair value of the obligation can be made. The discounted fair value of the obligations incurred in each period are added to the carrying amount of the associated assets and depreciated over the lives of the assets. The liability is accreted at the end of each period through a charge to operating expense. A gain or loss on settlement is recognized if the obligation is settled for other than the carrying amount of the liability.

We incur legal obligations for asset retirement as part of our normal operations related to land reclamation, plant removal and Resource Conservation and Recovery Act closures. Determining the amount of an asset retirement liability requires estimating the future cost of contracting with third parties to perform the obligation. The estimate is significantly impacted by, among other considerations, management's assumptions regarding the scope of the work required, labor costs, inflation rates, market-risk premiums and closure dates.

Changes in asset retirement obligations are as follows:

	Six months ended November 30,	
In thousands	2012	2011
Balance at beginning of period	$3,879	$4,455
Additions	305	287
Accretion expense	86	89
Settlements	(1,617)	(713)
Balance at end of period	$2,653	$4,118

Accumulated Other Comprehensive Loss. Amounts recognized in accumulated other comprehensive loss represent adjustments related to a defined benefit retirement plan and a postretirement health benefit plan covering approximately 600 employees and retirees of our California cement subsidiary. The amounts totaled $24.0 million (net of tax of $5.7 million) at November 30, 2012 and $24.5 million (net of tax of $6.0 million) at May 31, 2012.

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Net Sales. Sales are recognized when title has transferred and products are delivered. We include delivery fees in the amount we bill customers to the extent needed to recover our cost of freight and delivery. Net sales are presented as revenues and include these delivery fees.

Other Income. Routine sales of surplus operating assets and real estate resulted in gains of $0.4 million and $0.4 million in the three-month periods ended November 30, 2012 and November 30, 2011 and $2.9 million and $0.7 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. In addition, we sold emissions credits associated with our Crestmore cement plant in Riverside, California resulting in a gain of $2.5 million in the six-month period ended November 30, 2011.

In July 2011 we entered into an asset exchange transaction with CEMEX USA in which we acquired three ready-mix concrete plants and a sand and gravel plant that serve the Austin, Texas metropolitan market. In exchange, we transferred to CEMEX USA seven ready-mix concrete plants in the Houston, Texas market, and we designated four non-operating ready-mix plant sites in the Houston area as surplus real estate. The exchange resulted in the acquisition of ready-mix and aggregate property, plant and equipment of $6.1 million and the recognition of a gain of $2.1 million in the six-month period ended November 30, 2011. The gain from the transaction and the operating results of the acquired ready-mix operations are reported in our consumer products segment, and the operating results of the acquired sand and gravel operations are reported in our aggregates segment.

Stock-based Compensation. We have provided stock-based compensation to employees and non-employee directors in the form of non-qualified and incentive stock options, restricted stock, stock appreciation rights, deferred compensation agreements and stock awards. We use the Black-Scholes option-pricing model to determine the fair value of stock options granted as of the date of grant. Options with graded vesting are valued as single awards and the related compensation cost is recognized using a straight-line attribution method over the shorter of the vesting period or required service period adjusted for estimated forfeitures. We use the average stock price on the date of grant to determine the fair value of restricted stock awards paid. A liability, which is included in other credits, is recorded for stock appreciation rights, deferred compensation agreements and stock awards expected to be settled in cash, based on their fair value at the end of each period until such awards are paid. See further discussion in note 7.

Earnings Per Share (“EPS”). Income or loss allocated to common shareholders adjusts net income or loss for the participation in earnings of unvested restricted shares outstanding.

Basic weighted-average number of common shares outstanding during the period includes contingently issuable shares and excludes outstanding unvested restricted shares. Contingently issuable shares outstanding at November 30, 2012 relate to deferred compensation agreements in which directors elected to defer their fees. The deferred compensation is denominated in shares of our common stock and issued in accordance with the terms of the agreement subsequent to retirement or separation from us. The shares are considered contingently issuable because the director has an unconditional right to the shares to be issued.

Diluted weighted-average number of common shares outstanding during the period adjusts basic weighted-average shares for the dilutive effect of stock options, restricted shares and awards.

Basic and Diluted EPS are calculated as follows:

	Three months ended November 30,		Six months ended November 30,	
In thousands except per share	2012	2011	2012	2011
Earnings				

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Net loss from continuing operations	$ (10,189)	$ (20,623)	$ (17,583)	$ (30,004)
Net income (loss) from discontinued operations	$ (933)	$ (414)	$ 3,805	$ 1,547
Unvested restricted share participation	6	9	11	14
Loss allocated to common shareholders	$ (11,116)	$ (21,028)	$ (13,767)	$ (28,443)
Shares				
Weighted-average shares outstanding	28,043	27,892	28,028	27,890
Contingently issuable shares	3	2	3	2
Unvested restricted shares	(16)	(12)	(17)	(14)
Basic weighted-average shares	28,030	27,882	28,014	27,878
Stock option, restricted share and award dilution	—	—	—	—
Diluted weighted-average shares (1)	28,030	27,882	28,014	27,878
Net loss from continuing operations				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Net income (loss) from discontinued operations				
Basic	(0.04)	(0.02)	0.14	0.06
Diluted	(0.04)	(0.02)	0.14	0.06
Net loss per share				
Basic	(0.40)	(0.75)	(0.49)	(1.02)
Diluted	(0.40)	(0.75)	(0.49)	(1.02)
(1) Shares excluded due to antidilutive effect of stock options, restricted shares and awards	826	1,514	978	1,359

Recently Issued Accounting Guidance. In June 2011, the Financial Accounting Standards Board issued new accounting guidance that requires an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. In December 2011, the Financial Accounting Standards Board issued an amendment to an existing accounting standard which defers the requirement to present reclassification adjustments for each component of other comprehensive income on the face of the income statement. The new guidance is effective for us on June 1, 2012 and has not had a material impact on our consolidated financial statements.

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Calculation of Basic and Diluted EPS (Detail) (USD $) In Thousands, except Per Share data, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Earnings				
Net loss from continuing operations	$ (10,189)	$ (20,623)	$ (17,583)	$ (30,004)
Net income (loss) from discontinued operations	(933)	(414)	3,805	1,547
Unvested restricted share participation	6	9	11	14
Loss allocated to common shareholders	$ (11,116)	$ (21,028)	$ (13,767)	$ (28,443)
Shares				
Weighted-average shares outstanding	28,043	27,892	28,028	27,890
Contingently issuable shares	3	2	3	2
Unvested restricted shares	(16)	(12)	(17)	(14)
Basic weighted-average shares	28,030	27,882	28,014	27,878
Stock option, restricted share and award dilution	0	0	0	0
Diluted weighted-average shares (1)	28,030 [1]	27,882 [1]	28,014 [1]	27,878 [1]
NET LOSS PER SHARE FROM CONTINUING OPERATIONS:				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS:				
Basic	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
Diluted	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
NET LOSS PER SHARE:				
Basic	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
Diluted	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
Shares excluded due to antidilutive effect Stock options, restricted shares and awards	826	1,514	978	1,359

[1] Shares excluded due to antidilutive effect of stock options, restricted shares and awards

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Long-Term Debt (Parenthetical) (Detail)	1 Months Ended	6 Months Ended	1 Months Ended	6 Months Ended
	Aug. 25, 2011 Senior Secured Revolving Credit Facility	Nov. 30, 2012 Senior Secured Revolving Credit Facility	Aug. 10, 2010 9.25% Senior Notes	Nov. 30, 2012 9.25% Senior Notes
Debt Instrument [Line Items]				
Credit facility expiration date	August 25, 2016	August 25, 2016		
Senior notes, interest rate			9.25%	9.25%
Senior notes maturity date			2020	2020

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Legal Proceedings And Contingent Liabilities - Additional Information (Detail)	2 Months Ended Apr. 09, 2008	6 Months Ended Nov. 30, 2012 LegalMatter Plaintiff
Crestmore Plant		
Loss Contingencies [Line Items]		
Average level of hexavalent chromium, nanograms per cubic meter	2.43	
SCAQMD calculation of cancer risk, time frame assumption		70 years
Number of subsidiary defendants in class action lawsuit		3
Number of individual plaintiffs involved in lawsuit		3,000
Number of plaintiffs remaining		2,000
Oro Grande Plant		
Loss Contingencies [Line Items]		
Number of individual plaintiffs involved in lawsuit		300
Number of plaintiffs remaining		250
Shellman Lawsuit		
Loss Contingencies [Line Items]		
Number of additional class action lawsuits filed		5
Number of lawsuits stayed		4
Maximum	Crestmore Plant		
Loss Contingencies [Line Items]		
Average level of hexavalent chromium, nanograms per cubic meter		1.0
Maximum	Oro Grande Plant		
Loss Contingencies [Line Items]		
Average level of hexavalent chromium, nanograms per cubic meter		1.0
Assuming Continuous Exposure For Seventy Years	Minimum	Crestmore Plant		
Loss Contingencies [Line Items]		
Increase in risk of cancer, instances per million people		250
Assuming Continuous Exposure For Seventy Years	Maximum	Crestmore Plant		
Loss Contingencies [Line Items]		
Increase in risk of cancer, instances per million people		500

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Consolidated Balance Sheets (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
CURRENT ASSETS		
Cash and cash equivalents	$ 71,782	$ 88,027
Receivables – net	107,760	98,836
Inventories	85,530	99,441
Deferred income taxes and prepaid expenses	16,672	19,007
Discontinued Operations Held for Sale	39,360	40,344
TOTAL CURRENT ASSETS	321,104	345,655
PROPERTY, PLANT AND EQUIPMENT		
Land and land improvements	169,925	168,173
Buildings	49,608	49,567
Machinery and equipment	1,146,301	1,142,439
Construction in progress	472,185	436,552
TOTAL PROPERTY, PLANT AND EQUIPMENT (Gross)	1,838,019	1,796,731
Less depreciation and depletion	633,973	611,406
TOTAL PROPERTY, PLANT AND EQUIPMENT	1,204,046	1,185,325
OTHER ASSETS		
Goodwill	1,715	1,715
Real estate and investments	23,168	20,865
Deferred income taxes and other charges	23,234	23,368
TOTAL OTHER ASSETS	48,117	45,948
TOTAL ASSETS	1,573,267	1,576,928
CURRENT LIABILITIES		
Accounts payable	64,520	64,825
Accrued interest, compensation and other	67,712	61,317
Current portion of long-term debt	1,432	1,214
TOTAL CURRENT LIABILITIES	133,664	127,356
LONG-TERM DEBT	657,269	656,949
OTHER CREDITS	95,995	96,352
SHAREHOLDERS' EQUITY		
Common stock, $1 par value; authorized 100,000 shares; issued and outstanding 28,056 and 27,996 shares, respectively	28,056	27,996
Additional paid-in capital	491,959	488,637
Retained earnings	190,357	204,136
Accumulated other comprehensive loss	(24,033)	(24,498)
TOTAL SHAREHOLDERS' EQUITY	686,339	696,271
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 1,573,267	$ 1,576,928

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Stock-Based Compensation Plans - Additional Information (Detail) (USD $) In Millions, except Share data, unless otherwise specified	3 Months Ended		6 Months Ended			3 Months Ended		6 Months Ended						0 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012	Nov. 30, 2012 Selling, General and Administrative Expenses	Nov. 30, 2011 Selling, General and Administrative Expenses	Nov. 30, 2012 Selling, General and Administrative Expenses	Nov. 30, 2011 Selling, General and Administrative Expenses	Nov. 30, 2012 Stock Appreciation Rights (SARs)	Nov. 30, 2012 Deferred Compensation Agreements To Be Settled In Cash	Nov. 30, 2012 Deferred Compensation Agreements To Be Settled In Common Stock	Nov. 30, 2012 Restricted Stock	Dec. 28, 2012 Subsequent Event
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]														
Options, expiration period			10 years											
Options granted during period	0		0											
Shares available for future awards	355,585		355,585											
Closing market price of common stock			$ 46.42											
Aggregate intrinsic value of stock options outstanding	$ 21.3		$ 21.3											
Aggregate intrinsic value of exercisable stock options	8.9		8.9											
Total intrinsic value of options exercised	0.3	0.1	1.0	0.1										
Stock-based compensation, outstanding										133,315	101,790	2,995		
Stock-based compensation													14,331	
Accrued stock-based compensation	7.3		7.3		4.1									
Common stock reserved for the settlement of stock-based compensation	2,400,000		2,400,000		2,500,000									
Stock-based compensation included in selling, general and administrative expense						2.7	(1.3)	5.5	(1.2)					
Liabilities increased (decreased) stock-based compensation	1.6	(2.7)	3.2	(3.8)										
Tax expense recognized in statements of operations for stock-based compensation	0.1	0.1	0.1	0.1										
Cash tax benefit realized on stock-based compensation			0	0										
Total unrecognized compensation cost related to stock options, restricted stock payments, and stock awards expected to be recognized	9.9		9.9											
Unrecognized compensation cost related to stock options expected to be recognized, 2013			4.1											
Unrecognized compensation cost related to stock options expected to be recognized, 2014			2.9											
Unrecognized compensation cost related to stock options expected to be recognized, 2015			1.9											
Unrecognized compensation cost related to stock options expected to be recognized, 2016			$ 1.0											
Deferred Compensation Arrangement with Individual, Shares Issued														101,790

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Consolidated Statements Of Cash Flows (USD $) In Thousands, unless otherwise specified	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
OPERATING ACTIVITIES		
Net loss	$ (13,778)	$ (28,457)
Adjustments to reconcile net loss to cash provided by operating activities		
Depreciation, depletion and amortization	28,543	31,385
Gains on asset disposals	(2,879)	(2,751)
Deferred income tax (benefit) expense	957	(945)
Stock-based compensation expense	5,505	(1,229)
Other – net	(8,469)	(5,185)
Changes in operating assets and liabilities		
Receivables – net	(8,488)	3,696
Inventories	13,967	12,189
Prepaid expenses	1,687	2,854
Accounts payable and accrued liabilities	7,933	930
Net cash provided by operating activities	24,978	12,487
INVESTING ACTIVITIES		
Capital expenditures – expansions	(36,118)	(35,966)
Capital expenditures – other	(10,845)	(26,300)
Proceeds from asset disposals	3,958	1,649
Investments in life insurance contracts	2,366	2,989
Other – net	(88)	(128)
Net cash used by investing activities	(40,727)	(57,756)
FINANCING ACTIVITIES		
Debt payments	(1,585)	(36)
Debt issuance costs	0	(1,732)
Stock option exercises	1,089	158
Common dividends paid	0	(2,091)
Net cash used by financing activities	(496)	(3,701)
Decrease in cash and cash equivalents	(16,245)	(48,970)
Cash and cash equivalents at beginning of period	88,027	116,432
Cash and cash equivalents at end of period	$ 71,782	$ 67,462

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Condensed Consolidating Balance Sheet (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012	Nov. 30, 2011	May 31, 2011
Supplemental Balance Sheet Information [Line Items]				
Cash and cash equivalents	$ 71,782	$ 88,027	$ 67,462	$ 116,432
Receivables – net	107,760	98,836		
Inventories	85,530	99,441		
Deferred income taxes and prepaid expenses	16,672	19,007		
Discontinued Operations Held for Sale	39,360	40,344		
TOTAL CURRENT ASSETS	321,104	345,655		
Property, plant and equipment – net	1,204,046	1,185,325		
Goodwill	1,715	1,715		
Real estate and investments	23,168	20,865		
Deferred income taxes and other charges	23,234	23,368		
Investment in subsidiaries	0	0		
Long-term intercompany receivables	0	0		
TOTAL ASSETS	1,573,267	1,576,928		
Accounts payable	64,520	64,825		
Accrued interest, compensation and other	67,712	61,317		
Current portion of long-term debt	1,432	1,214		
TOTAL CURRENT LIABILITIES	133,664	127,356		
LONG-TERM DEBT	657,269	656,949		
Long-term intercompany payables	0	0		
Deferred income taxes	0	0		
OTHER CREDITS	95,995	96,352		
Shareholders' equity	686,339	696,271		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	1,573,267	1,576,928		
Parent Company				
Supplemental Balance Sheet Information [Line Items]				
Cash and cash equivalents	68,356	84,713	65,744	113,898
Receivables – net	0	0		
Inventories	0	0		
Deferred income taxes and prepaid expenses	115	99		
TOTAL CURRENT ASSETS	68,471	84,812		
Property, plant and equipment – net	0	0		
Goodwill	0	0		
Real estate and investments	2,242	664		
Deferred income taxes and other charges	122,901	123,734		
Investment in subsidiaries	1,011,244	987,519		

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Long-term intercompany receivables	230,814	246,298		
TOTAL ASSETS	1,435,672	1,443,027		
Accounts payable	34	108		
Accrued interest, compensation and other	26,213	25,829		
Current portion of long-term debt	0	4		
TOTAL CURRENT LIABILITIES	26,247	25,941		
LONG-TERM DEBT	650,245	650,245		
Long-term intercompany payables	18,740	18,747		
Deferred income taxes	0	0		
OTHER CREDITS	54,101	51,823		
Shareholders' equity	686,339	696,271		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	1,435,672	1,443,027		
Guarantor Subsidiaries				
Supplemental Balance Sheet Information [Line Items]				
Cash and cash equivalents	3,426	3,314	1,718	2,534
Receivables – net	107,760	98,836		
Inventories	85,530	99,441		
Deferred income taxes and prepaid expenses	16,825	18,908		
Discontinued Operations Held for Sale	39,360	40,344		
TOTAL CURRENT ASSETS	252,901	260,843		
Property, plant and equipment – net	1,204,046	1,185,325		
Goodwill	1,715	1,715		
Real estate and investments	20,926	20,201		
Deferred income taxes and other charges	8,666	7,356		
Investment in subsidiaries	0	0		
Long-term intercompany receivables	18,740	18,747		
TOTAL ASSETS	1,506,994	1,494,187		
Accounts payable	64,486	64,717		
Accrued interest, compensation and other	41,767	35,488		
Current portion of long-term debt	1,432	1,210		
TOTAL CURRENT LIABILITIES	107,685	101,415		
LONG-TERM DEBT	7,024	6,704		
Long-term intercompany payables	230,814	246,298		
Deferred income taxes	108,333	107,722		
OTHER CREDITS	41,894	44,529		
Shareholders' equity	1,011,244	987,519		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	1,506,994	1,494,187		
Consolidation, Eliminations				
Supplemental Balance Sheet Information [Line Items]				
Cash and cash equivalents	0	0	0	0
Receivables – net	0	0		

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Inventories	0	0
Deferred income taxes and prepaid expenses	(268)	0
TOTAL CURRENT ASSETS	(268)	0
Property, plant and equipment – net	0	0
Goodwill	0	0
Real estate and investments	0	0
Deferred income taxes and other charges	(108,333)	(107,722)
Investment in subsidiaries	(1,011,244)	(987,519)
Long-term intercompany receivables	(249,554)	(265,045)
TOTAL ASSETS	(1,369,399)	(1,360,286)
Accounts payable	0	0
Accrued interest, compensation and other	(268)	0
Current portion of long-term debt	0	0
TOTAL CURRENT LIABILITIES	(268)	0
LONG-TERM DEBT	0	0
Long-term intercompany payables	(249,554)	(265,045)
Deferred income taxes	(108,333)	(107,722)
OTHER CREDITS	0	0
Shareholders' equity	(1,011,244)	(987,519)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ (1,369,399)	$ (1,360,286)

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Working Capital - Additional Information (Detail) (USD $) In Millions, unless otherwise specified	6 Months Ended		
	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012
Working Capital Detail [Line Items]			
Working capital	$ 187.4		$ 218.3
Allowances for doubtful receivables	2.8		2.5
Provisions for bad debts	0.4	0.2	
Uncollectible accounts written off	0.2	0.2	
Average Cost			
Working Capital Detail [Line Items]			
Amount inventory values would be higher by average cost method	$ 36.8		$ 37.5

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Discontinued Operations and Held for Sale Businesses (Tables)	6 Months Ended Nov. 30, 2012
Discontinued Operations and Disposal Groups [Abstract]	
Schedule of Disposal Groups, Including Discontinued Operations, Income Statement, Balance Sheet and Additional Disclosures [Table Text Block]	The following table summarizes the assets and liabilities of all discontinued operations held for sale as of November 30, 2012 and reclassified as assets held for sale on May 31, 2012.

In thousands	November 30, 2012	May 31, 2012
Assets:		
Inventory	$ 29,720	$ 30,072
Property Plant and Equipment	9,640	10,272
Total Assets in Discontinued Operations Held for Sale	$ 39,360	$ 40,344

The following table summarizes the revenue, earnings before and net of income tax expense on all discontinued operations held for sale for the three-months and six-months ended November 30, 2012 and 2011:

In thousands	Three months ended November 30,		Six months ended November 30,	
Discontinued Operations	2012	2011	2012	2011
Revenue	$11,629	$9,899	$28,914	$24,009
Earnings on discontinued operations, before taxes	$ 843	$ 108	$ 5,865	$ 2,231
Earnings on discontinued operations, net of tax	$ (933)	$ (414)	$ 3,805	$ 1,547

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Receivables (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Working Capital [Abstract]		
Trade notes and accounts receivable	$ 106,937	$ 97,621
Other	823	1,215
Receivables, total	$ 107,760	$ 98,836

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Long-Term Debt (Tables)

6 Months Ended Nov. 30, 2012

Long-Term Debt

Long-term debt consists of:

In thousands	November 30, 2012	May 31, 2012
Senior secured revolving credit facility expiring in 2016	$ —	$ —
9.25% Senior notes due 2020 issued August 10, 2010 at par value	650,000	650,000
Other	6,359	5,778
	656,359	655,778
Capital lease obligations	2,097	2,136
Other contract obligations	245	249
	658,701	658,163
Less current portion	1,432	1,214
	$ 657,269	$ 656,949

Notes Redemption Prices (Expressed as Percentages of Principal Amount)

On and after August 15, 2015, we may redeem all or a part of the notes at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest if redeemed during the twelve-month period beginning on August 15 of the years indicated below:

Year	Percentage
2015	104.625%
2016	103.083%
2017	101.542%
2018 and thereafter	100.000%

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Nature Of Operations	6 Months Ended Nov. 30, 2012
Nature Of Operations	Texas Industries, Inc. and subsidiaries is a leading supplier of heavy construction materials in the southwestern United States through our three business segments: cement, aggregates and consumer products. Our principal products are gray portland cement, produced and sold through our cement segment; stone, sand, gravel and lightweight aggregates, produced and sold through our aggregates segment; and ready-mix concrete, produced and sold through our consumer products segment. Our facilities are concentrated primarily in Texas, Louisiana and California. When used in these notes the terms “Company,” “we,” “us” or “our” mean Texas Industries, Inc. and subsidiaries unless the context indicates otherwise.

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Consolidated Balance Sheets (Parenthetical) (USD $) In Thousands, except Per Share data, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Common stock, par value	$ 1	$ 1
Common stock, shares authorized	100,000	100,000
Common stock, shares issued	28,056	27,996
Common stock, shares outstanding	28,056	27,996

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Legal Proceedings and Contingent Liabilities

Legal Proceedings and Contingent Liabilities

6 Months Ended Nov. 30, 2012

Legal Proceedings and Contingent Liabilities

We are subject to federal, state and local environmental laws, regulations and permits concerning, among other matters, air emissions and wastewater discharge. We intend to comply with these laws, regulations and permits. However, from time to time we receive claims from federal and state environmental regulatory agencies and entities asserting that we are or may be in violation of certain of these laws, regulations and permits, or from private parties alleging that our operations have injured them or their property. It is possible that we could be held liable for future charges which might be material but are not currently known or estimable. In addition, changes in federal or state laws, regulations or requirements or discovery of currently unknown conditions could require additional expenditures by us.

In March 2008, the South Coast Air Quality Management District, or SCAQMD, informed one of our subsidiaries, Riverside Cement Company (Riverside), that it believed that operations at the Crestmore cement plant in Riverside, California caused the level of hexavalent chromium, or chrome 6, in the air in the vicinity of the plant to be elevated above ambient air levels. Chrome 6 has been identified by the State of California as a carcinogen. Riverside immediately began taking steps, in addition to its normal dust control procedures, to reduce dust from plant operations and eliminate the use of open clinker stockpiles. In February 2008, the SCAQMD placed an air monitoring station at the downwind property line closest to the open clinker stockpiles. In the SCAQMD's first public report of the results of its monitoring, over the period of February 12 to April 9, 2008, the average level of chrome 6 was 2.43 nanograms per cubic meter, or ng/m³. Since that time, the average level has decreased. The average levels of chrome 6 reported by the SCAQMD at all of the air monitoring stations in areas around the plant, including the station at the property line, are below 1.0 ng/m³ over the entire period of time it has operated the stations. The SCAQMD compared the level of exposure at the air monitor on our property line with the following employee exposure standards established by regulatory agencies:

Occupational Safety and Health Administration	5,000 ng/m³
National Institute for Occupational Safety and Health	1,000 ng/m³
California Environmental Protection Agency	200 ng/m³

In public meetings conducted by the SCAQMD, it stated that the risk of long term exposure immediately adjacent to the plant is similar to living close to a busy freeway or rail yard, and it estimated an increased risk of 250 to 500 cancers per one million people, assuming continuous exposure for 70 years. Riverside has not determined how this particular risk number was calculated by SCAQMD. However, the *Riverside Press Enterprise* reported in a May 30, 2008 story that "John Morgan, a public health and epidemiology professor at Loma Linda University, said he looked at cancer cases reported from 1996 to 2005 in the census [tract] nearest the [plant] and found no excess cases. That includes lung cancer, which is associated with exposure to hexavalent chromium."

In late April 2008, a lawsuit was filed in Riverside County Superior Court of the State of California styled *Virginia Shellman, et al. v. Riverside Cement Holdings Company, et al* . The lawsuit against three of our subsidiaries purports to be a class action complaint for medical monitoring for a putative class defined as individuals who were allegedly exposed to chrome 6 emissions from our Crestmore cement plant. The complaint alleges an increased risk of future illness due to the exposure to chrome 6 and other toxic chemicals. The suit requests, among other things, establishment and funding of a medical testing and monitoring program for the class until their exposure to chrome 6 is no longer a threat to their health, as well as punitive and exemplary damages.

Since the *Shellman* lawsuit was filed, five additional putative class action lawsuits have been filed in the same court. The putative class in each of these cases is the same as or a subset of

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the putative class in the *Shellman* case, and the allegations and requests for relief are similar to those in the *Shellman* case. As a consequence, the court has stayed four of these lawsuits until the *Shellman* lawsuit is finally determined.

Since August 2008, additional lawsuits have been filed in the same court against Texas Industries, Inc. or one or more of our subsidiaries containing allegations of personal injury and wrongful death by approximately 3,000 individual plaintiffs who were allegedly exposed to chrome 6 and other toxic or harmful substances in the air, water and soil caused by emissions from the Crestmore plant. The court has dismissed Texas Industries, Inc. from the suits, and our subsidiaries operating in Texas have been dismissed by agreement with the plaintiffs. Most of our subsidiaries operating in California remain as defendants. The court has dismissed from these suits plaintiffs that failed to provide required information, leaving approximately 2,000 plaintiffs.

Since January 2009, additional lawsuits have been filed against Texas Industries, Inc. or one or more of our subsidiaries in the same court involving similar allegations, causes of action and requests for relief, but with respect to our Oro Grande, California cement plant instead of the Crestmore plant. The suits involve approximately 300 individual plaintiffs. Texas Industries, Inc. and our subsidiaries operating in Texas have been similarly dismissed from these suits. The court has dismissed from these suits plaintiffs that failed to provide required information, leaving approximately 250 plaintiffs. Prior to the filing of the lawsuits, the air quality management district in whose jurisdiction the plant lies conducted air sampling from locations around the plant. None of the samples contained chrome 6 levels above 1.0 ng/m^3.

The plaintiffs allege causes of action that are similar from suit to suit. Following dismissal of certain causes of action by the court and amendments by the plaintiffs, the remaining causes of action typically include, among other things, negligence, intentional and negligent infliction of emotional distress, trespass, public and private nuisance, strict liability, willful misconduct, fraudulent concealment, unfair business practices, wrongful death and loss of consortium. The plaintiffs generally request, among other things, general and punitive damages, medical expenses, loss of earnings, property damages and medical monitoring costs. At the date of this report, none of the plaintiffs in these cases has alleged in their pleadings any specific amount or range of damages. Some of the suits include additional defendants, such as the owner of another cement plant located approximately four miles from the Crestmore plant or former owners of the Crestmore and Oro Grande plants. We will vigorously defend all of these suits but we cannot predict what liability, if any, could arise from them. We also cannot predict whether any other suits may be filed against us alleging damages due to injuries to persons or property caused by claimed exposure to chrome 6.

We are defendants in other lawsuits that arose in the ordinary course of business. In our judgment the ultimate liability, if any, from such legal proceedings will not have a material effect on our consolidated financial position or results of operations.

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Document and Entity Information	6 Months Ended Nov. 30, 2012	Jan. 07, 2013
Document Information [Line Items]		
Document Type	10-Q	
Amendment Flag	false	
Document Period End Date	Nov. 30, 2012	
Document Fiscal Year Focus	2013	
Document Fiscal Period Focus	Q2	
Trading Symbol	TXI	
Entity Registrant Name	TEXAS INDUSTRIES INC	
Entity Central Index Key	0000097472	
Current Fiscal Year End Date	--05-31	
Entity Filer Category	Large Accelerated Filer	
Entity Common Stock, Shares Outstanding		28,135,910

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Business Segments	6 Months Ended Nov. 30, 2012

Business Segments

Business Segments

We have three business segments: cement, aggregates and consumer products. Our business segments are managed separately along product lines. Through the cement segment we produce and sell gray portland cement as our principal product, as well as specialty cements. Through the aggregates segment we produce and sell stone, sand and gravel as our principal products. Previously, the aggregates segment included our expanded shale and clay lightweight aggregates which has been classified as discontinued operations in the current period and all prior periods. Therefore, amounts for these operations are not included in the information presented below. Through the consumer products segment we produce and sell ready-mix concrete as our principal product. We account for intersegment sales at market prices. Segment operating profit consists of net sales less operating costs and expenses. Corporate includes those administrative, financial, legal, human resources, environmental and real estate activities which are not allocated to operations and are excluded from segment operating profit. Identifiable assets by segment are those assets that are used in each segment's operation. Corporate assets consist primarily of cash and cash equivalents, real estate and other financial assets not identified with a business segment. The following is a summary of operating results and certain other financial data for our business segments.

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Net sales				
Cement				
Sales to external customers	$ 80,991	$ 65,639	$168,118	$137,697
Intersegment sales	10,452	11,595	20,530	25,174
Aggregates				
Sales to external customers	33,899	23,114	69,299	48,505
Intersegment sales	6,313	5,736	11,894	10,661
Consumer products				
Sales to external customers	52,803	57,419	104,799	127,600
Intersegment sales	62	702	111	1,545
Eliminations	(16,827)	(18,033)	(32,535)	(37,380)
Total net sales	$167,693	$146,172	$342,216	$313,802
Segment operating profit (loss)				
Cement	$ 6,057	$ (5,355)	$ 14,479	$ 1,162
Aggregates	3,520	1,991	7,518	3,783
Consumer products	(2,607)	(3,606)	(4,515)	(5,946)
Total segment operating profit	6,970	$ (6,970)	17,482	(1,001)
Corporate	(10,359)	(5,959)	(20,626)	(12,158)
Interest	(7,457)	(8,838)	(15,235)	(18,298)
Loss before income taxes	$ (10,846)	$ (21,767)	$ (18,379)	$ (31,457)
Depreciation, depletion and amortization				
Cement	$ 8,429	$ 8,897	$ 16,893	$ 17,824

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Aggregates	3,347	3,494	6,674	7,290
Consumer products	1,981	2,326	3,847	4,890
Corporate	229	314	446	608
Total depreciation, depletion and amortization	$ 13,986	$ 15,031	$ 27,860	$ 30,612
Capital expenditures				
Cement	$ 11,052	$ 14,193	$ 40,785	$ 39,889
Aggregates	2,278	1,061	2,601	19,364
Consumer products	351	611	2,246	2,042
Corporate	645	637	1,019	793
Total capital expenditures	$ 14,326	$ 16,502	$ 46,651	$ 62,088
Net sales by product				
Cement	$ 72,169	$ 57,400	$149,404	$119,799
Stone, sand and gravel	21,428	15,257	43,997	32,532
Ready-mix concrete	52,712	44,578	104,582	100,801
Other products	2,648	13,692	5,515	28,699
Delivery fees	18,736	15,245	38,718	31,971
Total net sales	$167,693	$146,172	$342,216	$313,802

All sales were made in the United States during the periods presented with no single customer representing more than ten percent of sales.

Cement segment operating profit includes a gain from the sales of emission credits associated with our Crestmore cement plant in Riverside, California of of $2.5 million in the six-month period ended November 30, 2011.

Consumer products operating profit includes a gain of $2.1 million in the six-month period ended November 30, 2011 from the exchange of certain ready-mix operations in Houston, Texas for ready-mix and aggregates operations that serve the Austin, Texas metropolitan market.

Operating profit includes $2.0 million in restructuring charges in the three-month and six-month periods ended November 30, 2011, including $1.1 million associated with our cement operations, $0.4 million associated with our aggregate operations, $0.5 million associated with our ready-mix concrete operations. An additional $1.2 million in restructuring charges in the periods is associated with our corporate activities.

Capital expenditures incurred in connection with the expansion of our Hunter, Texas cement plant were $36.1 million and $36.0 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $18.4 million and $15.5 million was capitalized interest paid in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. Capital expenditures for normal replacement and upgrades of existing equipment and acquisitions to sustain existing operations were $10.8 million and $26.3 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $18.0 million was incurred to acquire aggregate reserves in the six-month period ended November 30, 2011.

The following is a summary of assets used in each of our business segments.

In thousands	November 30,	May 31,

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	2012	2012
Identifiable assets		
Cement	$ 1,149,700	$ 1,135,336
Aggregates	168,999	178,730
Consumer products	98,995	90,717
Corporate	116,213	131,801
Total assets	$ 1,533,907	$ 1,536,584

All of our identifiable assets are located in the United States.

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Consolidated Statements Of Operations (USD $) In Thousands, except Per Share data, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
NET SALES	$ 167,693	$ 146,172	$ 342,216	$ 313,802
Cost of products sold	155,939	144,689	315,262	301,690
GROSS PROFIT	11,754	1,483	26,954	12,112
Selling, general and administrative	17,067	12,781	34,623	29,511
Restructuring charges	0	3,153	0	3,153
Interest	7,457	8,838	15,235	18,298
Loss on debt retirements	0	0	0	0
Other income	(1,924)	(1,522)	(4,525)	(7,393)
TOTAL EXPENSES	22,600	23,250	45,333	43,569
LOSS BEFORE INCOME TAXES FROM CONTINUING OPERATIONS	(10,846)	(21,767)	(18,379)	(31,457)
Income taxes (benefit)	(657)	(1,144)	(796)	(1,453)
NET LOSS FROM CONTINUING OPERATIONS	(10,189)	(20,623)	(17,583)	(30,004)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	(933)	(414)	3,805	1,547
NET LOSS	$ (11,122)	$ (21,037)	$ (13,778)	$ (28,457)
NET LOSS PER SHARE FROM CONTINUING OPERATIONS:				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS:				
Basic	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
Diluted	$ (0.04)	$ (0.02)	$ 0.14	$ 0.06
NET LOSS PER SHARE:				
Basic	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
Diluted	$ (0.40)	$ (0.75)	$ (0.49)	$ (1.02)
AVERAGE SHARES OUTSTANDING				
Basic	28,030	27,882	28,014	27,878
Diluted	28,030 [1]	27,882 [1]	28,014 [1]	27,878 [1]
CASH DIVIDENDS DECLARED PER SHARE	$ 0.000	$ 0.000	$ 0.000	$ 0.075

[1] Shares excluded due to antidilutive effect of stock options, restricted shares and awards

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Commitments	6 Months Ended Nov. 30, 2012
Commitments	**Commitments** During October 2007, we commenced construction on a project to expand our Hunter, Texas cement plant. In May 2009 we temporarily halted construction on the project because we believed that economic and market conditions made it unlikely that cement demand levels in Texas at that time would permit the new kiln to operate profitably if the project was completed as originally scheduled. We resumed construction in October 2010 and began commissioning in November 2012 and should be complete in the spring of 2013. The total capital cost of the project is expected to be between $370 million and $375 million, excluding capitalized interest. As of November 30, 2012, we have incurred $367.9 million, excluding capitalized interest of $87.9 million related to the project, of which $362.1 million has been paid.

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Long-Term Debt

Long-Term Debt

Long-Term Debt	6 Months Ended Nov. 30, 2012

Long-Term Debt

Long-term debt consists of:

In thousands	November 30, 2012	May 31, 2012
Senior secured revolving credit facility expiring in 2016	$ —	$ —
9.25% Senior notes due 2020 issued August 10, 2010 at par value	650,000	650,000
Other	6,359	5,778
	656,359	655,778
Capital lease obligations	2,097	2,136
Other contract obligations	245	249
	658,701	658,163
Less current portion	1,432	1,214
	$ 657,269	$ 656,949

Senior Secured Revolving Credit Facility. On August 25, 2011, we amended and restated our credit agreement and the associated security agreement. The credit agreement continues to provide for a $200 million senior secured revolving credit facility with a $50 million sub-limit for letters of credit and a $15 million sub-limit for swing line loans. The credit facility matures on August 25, 2016. Amounts drawn under the credit facility bear annual interest either at the LIBOR rate plus a margin of 2.00% to 2.75% or at a base rate plus a margin of 1.0% to 1.75%. The base rate is the higher of the federal funds rate plus 0.5%, the prime rate established by Bank of America, N.A. or the one-month LIBOR rate plus 1.0%. The interest rate margins are determined based on the Company's fixed charge coverage ratio. The commitment fee calculated on the unused portion of the credit facility ranges from 0.375% to 0.50% per year based on the Company's average daily loan balance. We may terminate the credit facility at any time.

The amount that can be borrowed under the credit facility is limited to an amount called the borrowing base. The borrowing base may be less than the $200 million stated principal amount of the credit facility. The borrowing base is calculated based on the value of our accounts receivable, inventory and mobile equipment in which the lenders have a security interest. In addition, by mortgaging tracts of its real property to the lenders, the Company may increase the borrowing base by an amount beginning at $20 million and declining to $10.7 million at the maturity of the credit facility.

The borrowing base under the agreement was $147.8 million as of November 30, 2012. We are not required to maintain any financial ratios or covenants unless an event of default occurs or the unused portion of the borrowing base is less than $25 million, in which case we must maintain a fixed charge coverage ratio of at least 1.0 to 1.0. At November 30, 2012, our fixed charge coverage ratio was .01 to 1.0. Given this ratio, we may use only $122.8 million of the borrowing base as of such date. No borrowings were outstanding at November 30, 2012; however, $31.1 million of the borrowing base was used to support letters of credit. As a result, the maximum amount we could borrow as of November 30, 2012 was $91.6 million.

All of our consolidated subsidiaries have guaranteed our obligations under the credit facility. The credit facility is secured by first priority security interests in all or most of our existing and future consolidated accounts, inventory, equipment, intellectual property and other personal property, and in all of our equity interests in present and future domestic subsidiaries and 66% of the equity interest in any future foreign subsidiaries, if any.

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The credit agreement contains a number of covenants restricting, among other things, prepayment or redemption of our senior notes, distributions and dividends on and repurchases of our capital stock, acquisitions and investments, indebtedness, liens and affiliate transactions. We are permitted to pay cash dividends on our common stock as long as the credit facility is not in default, the fixed charge coverage ratio is greater than 1.0 to 1.0 and borrowing availability under the borrowing base is more than $40 million. When our fixed charge coverage ratio is less than 1.0 to 1.0, we are permitted to pay cash dividends on our common stock not to exceed $2.5 million in any single instance (which shall not occur more than four times in any calendar year) or $10 million in the aggregate during any calendar year as long as the credit facility is not in default and borrowing availability is more than the greater of $60 million or 30% of the aggregate commitments of all lenders. For this purpose, borrowing availability is equal to the borrowing base less the amount of outstanding borrowings less the amount used to support letters of credit. We were in compliance with all of our loan covenants as of November 30, 2012.

9.25% Senior Notes. On August 10, 2010, we sold $650 million aggregate principal amount of our 9.25% senior notes due 2020 at an offering price of 100%. The notes were issued under an indenture dated as of August 10, 2010. The net proceeds were used to purchase or redeem all of our outstanding 7.25% senior notes due 2013, with additional proceeds available for general corporate purposes.

At November 30, 2012, we had $650 million aggregate principal amount of 9.25% senior notes outstanding. Under the indenture, at any time on or prior to August 15, 2015, we may redeem the notes at a redemption price equal to the sum of the principal amount thereof, plus accrued interest and a make-whole premium. On and after August 15, 2015, we may redeem all or a part of the notes at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest if redeemed during the twelve-month period beginning on August 15 of the years indicated below:

Year	Percentage
2015	104.625%
2016	103.083%
2017	101.542%
2018 and thereafter	100.000%

In addition, prior to August 15, 2013, we may redeem up to 35% of the aggregate principal amount of the notes at a redemption price equal to 109.250% of the principal amount thereof, plus accrued interest with the net cash proceeds from certain equity offerings. If we experience a change of control, we may be required to offer to purchase the notes at a purchase price equal to 101% of the principal amount, plus accrued interest.

All of our consolidated subsidiaries have unconditionally guaranteed the 9.25% senior notes. The indenture governing the notes contains affirmative and negative covenants that, among other things, limit our and our subsidiaries' ability to pay dividends on or redeem or repurchase stock, make certain investments, incur additional debt or sell preferred stock, create liens, restrict dividend payments or other payments from subsidiaries to the Company, engage in consolidations and mergers or sell or transfer assets, engage in sale and leaseback transactions, engage in transactions with affiliates, and sell stock in our subsidiaries. We are not required to maintain any affirmative financial ratios or covenants. We were in compliance with all of our covenants as of November 30, 2012.

Other. Principal payments due on long-term debt, excluding capital lease and other contract obligations, during each of the five years subsequent to November 30, 2012 are $1.4 million, $1.5 million, $1.6 million, $1.6 million and $0.7 million. The total amount of interest incurred was $17.8 million and $17.1 million in the three-month periods ended November 30, 2012 and November 30, 2011, respectively, of which $9.9 million and $8.3 million was capitalized. The total amount of interest incurred was $34.5 million and $34.4 million in the six-month periods

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ended November 30, 2012 and November 30, 2011, respectively, of which $19.2 million and $16.1 million was capitalized. The total amount of interest paid in cash was $35.5 million and $35.4 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

Guarantee of Joint Venture Debt. We have guaranteed 50%, or $12.2 million, of an unconsolidated joint venture's debt which matures November 18, 2013. The joint venture was in compliance with all the terms of the debt as of November 30, 2012. See further discussion of the joint venture under *Investment in Joint Venture* in note 1.

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Working Capital (Tables)	6 Months Ended Nov. 30, 2012

Receivables

Receivables consist of:

In thousands	November 30, 2012	May 31, 2012
Trade notes and accounts receivable	$106,937	$ 97,621
Other	823	1,215
	$107,760	$ 98,836

Inventories

Inventories consist of:

In thousands	November 30, 2012	May 31, 2012
Finished products	$ 6,516	$ 7,664
Work in process	8,019	12,505
Raw materials	7,504	9,449
Total inventories at LIFO cost	22,039	29,618
Finished products	18,668	23,451
Raw materials	422	229
Parts and supplies	44,401	46,143
Total inventories at average cost	63,491	69,823
Total inventories	$ 85,530	$ 99,441

Accrued Interest, Compensation and Other

Accrued interest, compensation and other consist of:

In thousands	November 30, 2012	May 31, 2012
Interest	$ 17,801	$ 17,810
Compensation and employee benefits	15,849	18,103
Casualty insurance claims	14,908	14,004
Income taxes	4,806	4,500
Property taxes and other	14,348	6,900
	$ 67,712	$ 61,317

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Condensed Consolidating Financial Information

Condensed Consolidating Financial Information

6 Months Ended
Nov. 30, 2012

Condensed Consolidating Financial Information

On August 10, 2010, Texas Industries, Inc. (the parent company) issued $650 million aggregate principal amount of its 9.25% senior notes due 2020. All existing consolidated subsidiaries of the parent company are 100% owned and provide a joint and several, full and unconditional guarantee of the securities. There are no significant restrictions on the parent company's ability to obtain funds from any of the guarantor subsidiaries in the form of a dividend or loan. Additionally, there are no significant restrictions on a guarantor subsidiary's ability to obtain funds from the parent company or its direct or indirect subsidiaries.

The following condensed consolidating balance sheets, statements of operations and statements of cash flows are provided for the parent company and guarantor subsidiaries. The information has been presented as if the parent company accounted for its ownership of the guarantor subsidiaries using the equity method of accounting. Prior period information has been reclassified to conform to the current period presentation.

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at November 30, 2012				
Cash and cash equivalents	$ 68,356	$ 3,426	$ —	$ 71,782
Receivables – net	—	107,760	—	107,760
Inventories	—	85,530	—	85,530
Deferred income taxes and prepaid expenses	115	16,825	(268)	16,672
Discontinued Operations Held for Sale	—	39,360	—	39,360
Total current assets	68,471	252,901	(268)	321,104
Property, plant and equipment – net	—	1,204,046	—	1,204,046
Goodwill	—	1,715	—	1,715
Real estate and investments	2,242	20,926	—	23,168
Deferred income taxes and other charges	122,901	8,666	(108,333)	23,234
Investment in subsidiaries	1,011,244	—	(1,011,244)	—
Long-term intercompany receivables	230,814	18,740	(249,554)	—
Total assets	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267
Accounts payable	$ 34	$ 64,486	$ —	$ 64,520
Accrued interest, compensation and other	26,213	41,767	(268)	67,712
Current portion of long-term debt	—	1,432	—	1,432
Total current liabilities	26,247	107,685	(268)	133,664
Long-term debt	650,245	7,024	—	657,269
Long-term intercompany payables	18,740	230,814	(249,554)	—
Deferred income taxes	—	108,333	(108,333)	—
Other credits	54,101	41,894	—	95,995
Shareholders' equity	686,339	1,011,244	(1,011,244)	686,339
Total liabilities and shareholders' equity	$ 1,435,672	$ 1,506,994	$ (1,369,399)	$ 1,573,267

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating balance sheet at May 31, 2012				
Cash and cash equivalents	$ 84,713	$ 3,314	$ —	$ 88,027
Receivables – net	—	98,836	—	98,836
Inventories	—	99,441	—	99,441
Deferred income taxes and prepaid expenses	99	18,908	—	19,007
Discontinued Operations Held for Sale	—	40,344	—	40,344
Total current assets	84,812	260,843	—	345,655
Property, plant and equipment – net	—	1,185,325	—	1,185,325
Goodwill	—	1,715	—	1,715
Real estate and investments	664	20,201	—	20,865
Deferred income taxes and other charges	123,734	7,356	(107,722)	23,368

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Investment in subsidiaries	987,519	—	(987,519)	—
Long-term intercompany receivables	246,298	18,747	(265,045)	—
Total assets	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928
Accounts payable	$ 108	$ 64,717	$ —	$ 64,825
Accrued interest, compensation and other	25,829	35,488	—	61,317
Current portion of long-term debt	4	1,210	—	1,214
Total current liabilities	25,941	101,415	—	127,356
Long-term debt	650,245	6,704	—	656,949
Long-term intercompany payables	18,747	246,298	(265,045)	—
Deferred income taxes	—	107,722	(107,722)	—
Other credits	51,823	44,529	—	96,352
Shareholders' equity	696,271	987,519	(987,519)	696,271
Total liabilities and shareholders' equity	$ 1,443,027	$ 1,494,187	$ (1,360,286)	$ 1,576,928

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the three months ended November 30, 2011				
Net sales	$ —	$146,172	$ —	$ 146,172
Cost of products sold	—	144,689	—	144,689
	—	1,483	—	1,483
Selling, general and administrative	228	12,553	—	12,781
Restructuring charges	—	3,153	—	3,153
Interest	17,008	—	(8,170)	8,838
Other income	(14)	(1,508)	—	(1,522)
Intercompany other income	(873)	(7,297)	8,170	—
	16,349	6,901	—	23,250
Income (loss) from continuing operations before the following items	(16,349)	(5,418)	—	(21,767)
Income taxes (benefit)	(1,404)	260	—	(1,144)
	(14,945)	(5,678)	—	(20,623)
Equity in earnings of subsidiaries	(5,158)	—	5,158	—
Net income (loss)	$ (20,103)	$ (5,678)	$ 5,158	$ (20,623)
Net income (loss) from discontinued operations, net of tax	$ —	$ (414)	$ —	$ (414)
Net income (loss)	$ (20,103)	$ (6,092)	$ 5,158	$ (21,037)
Comprehensive loss	$ (20,797)	$ (5,852)	$ 5,852	$ (20,797)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2012				
Net sales	$ —	$ 342,216	$ —	$ 342,216
Cost of products sold	—	315,262	—	315,262
Gross profit (loss)	—	26,954	—	26,954
Selling, general and administrative	4,684	29,939	—	34,623
Interest	34,236	—	(19,001)	15,235
Other income	(49)	(4,476)	—	(4,525)
Intercompany other income	(1,755)	(17,246)	19,001	—
	37,116	8,217	—	45,333
Income (loss) from continuing operations before the following items	(37,116)	18,737	—	(18,379)
Income taxes (benefit)	(76)	(720)	—	(796)
	(37,040)	19,457	—	(17,583)

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Equity in earnings of subsidiaries	23,261	—	(23,261)	—
Net income (loss) from continuing operations	$ (13,779)	$ 19,457	$ (23,261)	$ (17,583)
Net income (loss) from discontinued operations, net of tax	$ —	$ 3,805	$ —	$ 3,805
Net Income (loss)	$ (13,779)	$ 23,262	$ (23,261)	$ (13,778)
Comprehensive loss	$ (13,313)	$ 24,090	$ (24,090)	$ (13,313)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of comprehensive income for the six months ended November 30, 2011				
Net sales	$ —	$313,802	$ —	$ 313,802
Cost of products sold	—	301,690	—	301,690
Gross profit (loss)	—	12,112	—	12,112
Selling, general and administrative	1,253	28,258	—	29,511
Restructuring charges		3,153		3,153
Interest	34,265	—	(15,967)	18,298
Other income	(27)	(7,366)	—	(7,393)
Intercompany other income	(1,755)	(14,212)	15,967	—
	33,736	9,833	—	43,569
Income (loss) from continuing operations before the following items	(33,736)	2,279	—	(31,457)
Income taxes (benefit)	(3,534)	2,081	—	(1,453)
	(30,202)	198	—	(30,004)
Equity in earnings of subsidiaries	1,745	—	(1,745)	—
Net income (loss) from continuing operations	$ (28,457)	$ 198	$ (1,745)	$ (30,004)
Net income (loss) from discontinued operations, net of tax	$ —	$ 1,547	$ —	$ 1,547
Net Income (loss)	$ (28,457)	$ 1,745	$ (1,745)	$ (28,457)
Comprehensive loss	$ (27,978)	$ 2,225	$ (2,225)	$ (27,978)

In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2012				
Net cash provided (used) by operating activities	$ (37,559)	$ 62,537	$ —	$ 24,978
Investing activities				—
Capital expenditures – expansions	—	(36,118)	—	(36,118)
Capital expenditures – other	—	(10,845)	—	(10,845)
Proceeds from asset disposals	—	3,958	—	3,958
Investments in life insurance contracts	2,366	—	—	2,366
Other – net	—	(88)	—	(88)
Net cash provided (used) by investing activities	2,366	(43,093)	—	(40,727)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	(8)	(1,577)	—	(1,585)
Debt issuance costs	—	—	—	—
Stock option exercises	1,089	—	—	1,089
Common dividends paid	—	—	—	—
Net intercompany financing activities	17,755	(17,755)	—	—
Net cash provided (used) by financing activities	18,836	(19,332)	—	(496)
Increase (decrease) in cash and cash equivalents	(16,357)	112	—	(16,245)
Cash and cash equivalents at beginning of period	84,713	3,314	—	88,027
Cash and cash equivalents at end of period	$ 68,356	$ 3,426	$ —	$ 71,782

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In thousands	Texas Industries, Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Condensed consolidating statement of cash flows for the six months ended November 30, 2011				
Net cash provided (used) by operating activities	$ (34,917)	$ 47,404	$ —	$ 12,487
Investing activities				—
Capital expenditures – expansions	—	(35,966)	—	(35,966)
Capital expenditures – other	—	(26,300)	—	(26,300)
Proceeds from asset disposals	—	1,649	—	1,649
Investments in life insurance contracts	2,989	—	—	2,989
Other – net	—	(128)	—	(128)
Net cash provided (used) by investing activities	2,989	(60,745)	—	(57,756)
Financing activities				—
Long-term borrowings	—	—	—	—
Debt payments	—	(36)	—	(36)
Debt issuance costs	(1,732)	—	—	(1,732)
Stock option exercises	158	—	—	158
Common dividends paid	(2,091)	—	—	(2,091)
Net intercompany financing activities	(12,561)	12,561	—	—
Net cash provided (used) by financing activities	(16,226)	12,525	—	(3,701)
Increase (decrease) in cash and cash equivalents	(48,154)	(816)	—	(48,970)
Cash and cash equivalents at beginning of period	113,898	2,534	—	116,432
Cash and cash equivalents at end of period	$ 65,744	$ 1,718	$ —	$ 67,462

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Retirement Plans

Retirement Plans

6 Months Ended
Nov. 30, 2012

Retirement Plans

Riverside Defined Benefit Plans. Approximately 600 employees and retirees of our subsidiary, Riverside Cement Company, are covered by a defined benefit pension plan and a postretirement health benefit plan. Unrecognized prior service costs and actuarial gains or losses for these plans are recognized in a systematic manner over the remaining service periods of active employees expected to receive benefits under these plans. The amount of the defined benefit pension plan and postretirement health benefit plan expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

	Three months ended November 30,		Six months ended November 30,	
In thousands	2012	2011	2012	2011
Defined benefit pension plan				
Service cost	$ 61	$ 134	$ 216	$ 268
Interest cost	635	760	1,343	1,520
Expected return on plan assets	(770)	(777)	(1,518)	(1,554)
Amortization of net actuarial loss	217	430	948	861
	$ 143	$ 547	$ 989	$ 1,095
Postretirement health benefit plan				
Service cost	$ 27	$ 25	$ 54	$ 50
Interest cost	88	104	176	208
Amortization of prior service cost	(194)	(194)	(388)	(388)
Amortization of net actuarial loss	129	141	258	282
	$ 50	$ 76	$ 100	$ 152

The Riverside defined benefit pension plan ("Pension Plan") was amended during the first quarter of fiscal year 2013. This amendment provides that all benefit accruals under the Pension Plan shall cease effective December 31, 2012 and the Pension Plan will be frozen as of that date. The amendment was designed to reduce future pension costs and provide that, effective December 31, 2012, all future benefit accruals under the Pension Plan will automatically cease for all participants, and the accrued benefits under the Pension Plan will be determined and frozen as of that date. Accordingly, as a result of these amendments, accrued pension liability was reduced by $2.2 million with an offsetting reduction in the funded status of pension liability included in accumulated other comprehensive loss.

Financial Security Defined Benefit Plans. Substantially all of our executive and certain managerial employees are covered by a series of financial security plans that are non-qualified defined benefit plans. The financial security plans require deferral of a portion of a participant's salary and provide retirement, death and disability benefits to participants. The financial security plans are unfunded and benefits are paid as they become due. Actuarial gains or losses are recognized when incurred. The amount of financial security plan benefit expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

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In thousands	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Service cost	$ 593	$ 537	$ 1,186	$ 1,074
Interest cost	591	629	1,182	1,258
	$ 1,184	$ 1,166	$ 2,368	$ 2,332

The financial security defined benefit plans were amended during the second quarter of fiscal year 2013. This amendment provides that effective December 31, 2012 the Plans were frozen.

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Condensed Consolidating Statement of Operations (Detail) (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Schedule of Condensed Consolidating Statement of Operations [Line Items]				
NET SALES	$ 167,693	$ 146,172	$ 342,216	$ 313,802
Cost of products sold	155,939	144,689	315,262	301,690
GROSS PROFIT	11,754	1,483	26,954	12,112
Selling, general and administrative	17,067	12,781	34,623	29,511
Restructuring charges	0	3,153	0	3,153
Interest	7,457	8,838	15,235	18,298
Other income	(1,924)	(1,522)	(4,525)	(7,393)
Intercompany other income	0	0	0	0
TOTAL EXPENSES	22,600	23,250	45,333	43,569
Income (loss) from continuing operations before the following items	(10,846)	(21,767)	(18,379)	(31,457)
Income taxes (benefit)	(657)	(1,144)	(796)	(1,453)
Net income (loss) before equity in earnings (loss) of subsidiaries	(10,189)	(20,623)	(17,583)	(30,004)
Equity in earnings of subsidiaries	0	0	0	0
NET LOSS FROM CONTINUING OPERATIONS	(10,189)	(20,623)	(17,583)	(30,004)
Net income (loss) from discontinued operations	(933)	(414)	3,805	1,547
Net income (loss)	(11,122)	(21,037)	(13,778)	(28,457)
Comprehensive loss	(11,025)	(20,797)	(13,313)	(27,978)
Parent Company				
Schedule of Condensed Consolidating Statement of Operations [Line Items]				
NET SALES	0	0	0	0
Cost of products sold	0	0	0	0
GROSS PROFIT	0	0	0	0
Selling, general and administrative	2,330	228	4,684	1,253
Restructuring charges		0		
Interest	17,248	17,008	34,236	34,265
Other income	(26)	(14)	(49)	(27)
Intercompany other income	(874)	(873)	(1,755)	(1,755)
TOTAL EXPENSES	18,678	16,349	37,116	33,736
Income (loss) from continuing operations before the following items	(18,678)	(16,349)	(37,116)	(33,736)
Income taxes (benefit)	(143)	(1,404)	(76)	(3,534)
Net income (loss) before equity in earnings (loss) of subsidiaries	(18,535)	(14,945)	(37,040)	(30,202)
Equity in earnings of subsidiaries	7,413	(5,158)	23,261	1,745
NET LOSS FROM CONTINUING OPERATIONS	(11,122)	(20,103)	(13,779)	(28,457)
Net income (loss)	(11,122)	(20,103)	(13,779)	(28,457)

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Comprehensive loss	(11,025)	(20,797)	(13,313)	(27,978)
Guarantor Subsidiaries				
Schedule of Condensed Consolidating Statement of Operations [Line Items]				
NET SALES	167,693	146,172	342,216	313,802
Cost of products sold	155,939	144,689	315,262	301,690
GROSS PROFIT	11,754	1,483	26,954	12,112
Selling, general and administrative	14,737	12,553	29,939	28,258
Restructuring charges		3,153		3,153
Interest	0	0	0	0
Other income	(1,898)	(1,508)	(4,476)	(7,366)
Intercompany other income	(8,917)	(7,297)	(17,246)	(14,212)
TOTAL EXPENSES	3,922	6,901	8,217	9,833
Income (loss) from continuing operations before the following items	7,832	(5,418)	18,737	2,279
Income taxes (benefit)	(514)	260	(720)	2,081
Net income (loss) before equity in earnings (loss) of subsidiaries	8,346	(5,678)	19,457	198
NET LOSS FROM CONTINUING OPERATIONS	8,346	(5,678)	19,457	198
Net income (loss)	7,413	(6,092)	23,262	1,745
Comprehensive loss	7,509	(5,852)	24,090	2,225
Consolidation, Eliminations				
Schedule of Condensed Consolidating Statement of Operations [Line Items]				
NET SALES	0	0	0	0
Cost of products sold	0	0	0	0
GROSS PROFIT	0	0	0	0
Selling, general and administrative	0	0	0	0
Restructuring charges		0		
Interest	(9,791)	(8,170)	(19,001)	(15,967)
Other income	0	0	0	0
Intercompany other income	9,791	8,170	19,001	15,967
TOTAL EXPENSES	0	0	0	0
Income (loss) from continuing operations before the following items	0	0	0	0
Income taxes (benefit)	0	0	0	0
Net income (loss) before equity in earnings (loss) of subsidiaries	0	0	0	0
Equity in earnings of subsidiaries	(7,413)	5,158	(23,261)	(1,745)
NET LOSS FROM CONTINUING OPERATIONS	(7,413)	5,158	(23,261)	(1,745)
Net income (loss)	(7,413)	5,158	(23,261)	(1,745)
Comprehensive loss	$ (7,509)	$ 5,852	$ (24,090)	$ (2,225)

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Shareholders' Equity	6 Months Ended Nov. 30, 2012
Shareholders' Equity	**Shareholders' Equity** There are authorized 100,000 shares of Cumulative Preferred Stock, no par value, of which 20,000 shares are designated $5 Cumulative Preferred Stock (Voting), redeemable at $105 per share and entitled to $100 per share upon dissolution. An additional 40,000 shares are designated Series B Junior Participating Preferred Stock. The Series B Preferred Stock is not redeemable and ranks, with respect to the payment of dividends and the distribution of assets, junior to (i) all other series of the Preferred Stock unless the terms of any other series shall provide otherwise and (ii) the $5 Cumulative Preferred Stock. No shares of $5 Cumulative Preferred Stock or Series B Junior Participating Preferred Stock were outstanding as of November 30, 2012.

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Stock-Based Compensation Plans	6 Months Ended Nov. 30, 2012
Stock-Based Compensation Plans	

Stock-Based Compensation Plans

The Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (the "2004 Plan") provides that, in addition to other types of awards, non-qualified and incentive stock options to purchase Common Stock may be granted to employees and non-employee directors at market prices at date of grant. In addition, non-qualified and incentive stock options remain outstanding under our 1993 Stock Option Plan.

Options become exercisable in installments beginning one year after the date of grant and expire 10 years after the date of grant. The fair value of each option grant was estimated on the date of grant using the Black-Scholes option pricing model. Options with graded vesting are valued as single awards and the compensation cost recognized using a straight-line attribution method over the shorter of the vesting period or required service period adjusted for estimated forfeitures. No options were granted during the six-month period ended November 30, 2012. The following table sets forth the information about the weighted-average grant date fair value of options granted during the six-month period ended November 30, 2011 and the weighted-average assumptions used for such grants.

	Six months ended November 30, 2011
Weighted average grant date fair value	$ 19.72
Weighted average assumptions used:	
Expected volatility	.411
Expected option term in years	10
Risk-free interest rate	2.97%
Expected dividend yield	.56%

Expected volatility is based on an analysis of historical volatility of our common stock. Expected option term is the period of time that options granted are expected to be outstanding and is derived by analyzing the historical option exercise experience of our optionees. Risk-free interest rate is determined using the implied yield currently available for zero coupon U.S. treasury issues with a remaining term equal to the expected term of the option. Expected dividend yield is based on the approved annual dividend rate in effect and the market price of our common stock at the time of grant.

A summary of option transactions for the six-month periods ended November 30, 2012, follows:

	Shares Under Option	Weighted-Average Option Price
Outstanding at May 31, 2012	2,145,570	$ 38.54
Exercised	(55,332)	24.42
Canceled	(25,820)	45.10
Outstanding at November 30, 2012	2,064,418	$ 38.83
Exercisable at November 30, 2012	1,099,138	$ 43.33

The following table summarizes information about stock options outstanding as of November 30, 2012.

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	Range of Exercise Prices		
	$16.04 - $29.38	$33.57 - $48.60	$50.63 - $70.18
Options outstanding			
Shares outstanding	768,531	781,717	514,100
Weighted-average remaining life in years	6.34	6.15	3.61
Weighted-average exercise price	$ 25.54	$ 39.71	$ 57.40
Options exercisable			
Shares exercisable	286,828	345,280	480,890
Weighted-average remaining life in years	3.17	4.63	3.56
Weighted-average exercise price	$ 21.10	$ 41.15	$ 57.87

Outstanding options expire on various dates to January 11, 2022. As of November 30, 2012, there were 355,585 shares available for future awards under the 2004 Plan.

As of November 30, 2012, the aggregate intrinsic value (the difference in the closing market price of our common stock of $46.42 and the exercise price to be paid by the optionee) of stock options outstanding was $21.3 million. The aggregate intrinsic value of exercisable stock options at that date was $8.9 million. The total intrinsic value for options exercised (the difference in the market price of our common stock on the exercise date and the price paid by the optionee to exercise the option) was $0.3 million and less than $0.1 million for the three-month periods ended November 30, 2012 and November 30, 2011, respectively and $1.0 million and $0.1 million for the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

We have provided additional stock-based compensation to employees and directors under stock appreciation rights contracts, deferred compensation agreements, restricted stock payments and a former stock awards program which was settled during fiscal year 2012. At November 30, 2012, outstanding stock appreciation rights totaled 133,315 shares, deferred compensation agreements to be settled in cash totaled 101,790 shares, deferred compensation agreements to be settled in common stock totaled 2,995 shares and unvested restricted stock payments totaled 14,331 shares. Other credits include $7.3 million at November 30, 2012 and $4.1 million at May 31, 2012 representing accrued stock-based compensation which is accounted for as liabilities and expected to be settled in cash. Common stock totaling 2.4 million shares at November 30, 2012 and 2.5 million shares at May 31, 2012 have been reserved for the settlement of stock-based compensation.

Total stock-based compensation included in selling, general and administrative expense (credit) was $2.7 million and $(1.3) million in the three-month periods ended November 30, 2012 and November 30, 2011, respectively and $5.5 million and $(1.2) million in the six-month periods ended November 30, 2012 and November30, 2011, respectively. The impact of changes in our company's stock price on stock-based awards accounted for as liabilities increased stock-based compensation $1.6 million in the the three-month period ended November 30, 2012 and reduced stock-based compensation $2.7 million in the three-month period ended November 30, 2011. The impact of changes in our company's stock price on stock-based awards accounted for as liabilities increased stock-based compensation $3.2 million in the six-month period ended November 30, 2012 and reduced stock-based compensation $3.8 million in the six-month period ended November 30, 2011.

Total tax expense or benefit recognized in our statements of operations for stock-based compensation was an expense of less than $0.1 million in the three-month periods ended November 30, 2012 and November 30, 2011 and an expense less than $0.1 million in the six-month periods ended November 30, 2012 and November 30, 2011. No cash tax benefit was

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realized for stock-based compensation in the six-month periods ended November 30, 2012 and November 30, 2011.

As of November 30, 2012, and prior to the subesquent changes described below, the total unrecognized stock-based compensation expense was $9.9 million. We currently expect to recognize in the years succeeding November 30, 2012 approximately $4.1 million of this stock-based compensation expense in 2013, $2.9 million in 2014, $1.9 million in 2015 and $1.0 million in 2016.

Effective January 4, 2013 the stock appreciation rights agreement was extended and modified to require settlement in shares instead of cash. Also effective December 28, 2012, the deferred compensation agreements totaling 101,790 shares were settled with shares. The Company is in the process of obtaining the valuations required for amended terms of these agreements, but does not expect the modifications to result in a significant gain or loss in the third quarter. These changes will reduce the Company's exposure to future volatility caused by the previous awards being accounted for as liabilities and reflecting changes in the Company's stock price.

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Income Taxes	6 Months Ended Nov. 30, 2012
Income Taxes	

Income Taxes

Income taxes for the interim periods ended November 30, 2012 and November 30, 2011 have been included in the accompanying financial statements on the basis of an estimated annual rate. The tax rate differs from the 35% federal statutory corporate rate primarily due to percentage depletion that is tax deductible, state income taxes and valuation allowances against deferred tax assets. The estimated annualized rate for continuing operations is 4.3% for fiscal year 2013 compared to 4.6% for fiscal year 2012. We made no income tax payments in the six-month periods ended November 30, 2012 and November 30, 2011. We received income tax refunds of less than $0.1 million in the six-month period ended November 30, 2011.

Net deferred tax assets totaled $12.5 million at November 30, 2012 and $13.7 million at May 31, 2012, of which $10.0 million at November 30, 2012 and $10.7 million at May 31, 2012 were classified as current. Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and records a valuation allowance unless such deferred tax assets are deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets depends upon various factors including the generation of taxable income during future periods. The Company's deferred tax assets exceeded deferred tax liabilities as of November 30, 2012 and May 31, 2012 primarily as a result of recent losses. Management has concluded that the sources of taxable income we are permitted to consider do not assure the realization of the entire amount of our net deferred tax assets. Accordingly, a valuation allowance is required due to the uncertainty of realizing the deferred tax assets. We recorded a valuation allowance of $5.2 million in fiscal year 2012 through a charge to other comprehensive loss given the increase in actuarial losses in our retirement plans in 2012. We will continue to record additional valuation allowance against additions to our net deferred tax assets for fiscal year 2013 until Management believes it is more likely than not the deferred tax assets will be realized.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the final outcome of a matter differs from the amount recorded, such difference generally will impact our provision for income taxes in the period that includes its final resolution. We have no significant reserves for uncertain tax positions including related interest and penalties.

In addition to our federal income tax return, we file income tax returns in various state jurisdictions. We are no longer subject to income tax examinations by federal tax authorities for years prior to 2007 and state tax authorities for years prior to 2007. Our federal income tax returns for 2007 through 2010 are currently under examination. We do not anticipate that any adjustments that may result from this examination would have a material effect on our financial position or results of operations.

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Discontinued Operations and Held for Sale Businesses - Schedule of Balance Sheet and Income Statement Items (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended		
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012
Assets:					
Inventory	$ 29,720		$ 29,720		$ 30,072
Property Plant and Equipment	9,640		9,640		10,272
Total Assets in Discontinued Operations Held for Sale	39,360		39,360		40,344
Revenue and Income:					
Revenue	11,629	9,899	28,914	24,009	
Earnings on discontinued operations, before taxes	843	108	5,865	2,231	
Net income (loss) from discontinued operations	$ (933)	$ (414)	$ 3,805	$ 1,547	

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Amount of Financial Security Plan Benefit Expense Charged to Costs and Expenses (Detail) (Financial Security Defined Benefit Plans, USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Financial Security Defined Benefit Plans				
Deferred Compensation Arrangement with Individual, Postretirement Benefits [Line Items]				
Service cost	$ 593	$ 537	$ 1,186	$ 1,074
Interest cost	591	629	1,182	1,258
Defined benefit pension plan, total	$ 1,184	$ 1,166	$ 2,368	$ 2,332

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Summary of Significant Accounting Policies (Tables)	6 Months Ended Nov. 30, 2012

Changes in Asset Retirement Obligations

Changes in asset retirement obligations are as follows:

In thousands	Six months ended November 30, 2012	Six months ended November 30, 2011
Balance at beginning of period	$3,879	$4,455
Additions	305	287
Accretion expense	86	89
Settlements	(1,617)	(713)
Balance at end of period	$2,653	$4,118

Calculation of Basic and Diluted EPS

Basic and Diluted EPS are calculated as follows:

In thousands except per share	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Earnings				
Net loss from continuing operations	$ (10,189)	$ (20,623)	$ (17,583)	$ (30,004)
Net income (loss) from discontinued operations	$ (933)	$ (414)	$ 3,805	$ 1,547
Unvested restricted share participation	6	9	11	14
Loss allocated to common shareholders	$ (11,116)	$ (21,028)	$ (13,767)	$ (28,443)
Shares				
Weighted-average shares outstanding	28,043	27,892	28,028	27,890
Contingently issuable shares	3	2	3	2
Unvested restricted shares	(16)	(12)	(17)	(14)
Basic weighted-average shares	28,030	27,882	28,014	27,878
Stock option, restricted share and award dilution	—	—	—	—
Diluted weighted-average shares (1)	28,030	27,882	28,014	27,878
Net loss from continuing operations				
Basic	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Diluted	$ (0.36)	$ (0.73)	$ (0.63)	$ (1.08)
Net income (loss) from discontinued operations				
Basic	(0.04)	(0.02)	0.14	0.06
Diluted	(0.04)	(0.02)	0.14	0.06
Net loss per share				
Basic	(0.40)	(0.75)	(0.49)	(1.02)
Diluted	(0.40)	(0.75)	(0.49)	(1.02)

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(1) Shares excluded due to antidilutive effect of stock options, restricted shares and awards	826	1,514	978	1,359

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Retirement Plans (Tables)	**6 Months Ended Nov. 30, 2012**

Riverside Defined Benefit Plans

Net Benefit Costs

The amount of the defined benefit pension plan and postretirement health benefit plan expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

In thousands	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Defined benefit pension plan				
Service cost	$ 61	$ 134	$ 216	$ 268
Interest cost	635	760	1,343	1,520
Expected return on plan assets	(770)	(777)	(1,518)	(1,554)
Amortization of net actuarial loss	217	430	948	861
	$ 143	$ 547	$ 989	$ 1,095
Postretirement health benefit plan				
Service cost	$ 27	$ 25	$ 54	$ 50
Interest cost	88	104	176	208
Amortization of prior service cost	(194)	(194)	(388)	(388)
Amortization of net actuarial loss	129	141	258	282
	$ 50	$ 76	$ 100	$ 152

Financial Security Defined Benefit Plans

Net Benefit Costs

The amount of financial security plan benefit expense charged to costs and expenses for the three-month and six-month periods ended November 30, 2012 and November 30, 2011, was as follows:

In thousands	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Service cost	$ 593	$ 537	$ 1,186	$ 1,074
Interest cost	591	629	1,182	1,258
	$ 1,184	$ 1,166	$ 2,368	$ 2,332

The financial security defined benefit plans were amended during the second quarter of fiscal year 2013. This amendment provides that effective December 31, 2012 the Plans were frozen.

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Retirement Plans - Additional Information (Detail) (USD $) In Millions, unless otherwise specified	6 Months Ended
	Nov. 30, 2012
Defined Benefit Plan Disclosure [Line Items]	
Reduction in accrued pension liability	$ 2.2
Riverside Defined Benefit Plans	
Defined Benefit Plan Disclosure [Line Items]	
Approximate number of employees and retirees of subsidiary	600

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Long-Term Debt - Additional Information (Detail) (USD $)	3 Months Ended		6 Months Ended			6 Months Ended			1 Months Ended	6 Months Ended	1 Months Ended											1 Months Ended	6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	May 31, 2012	Nov. 30, 2012 Guarantee Of Joint Venture Debt	Nov. 30, 2012 Maximum Increase	Nov. 30, 2012 Minimum Increase	Aug. 25, 2011 Senior Secured Revolving Credit Facility	Nov. 30, 2012 Senior Secured Revolving Credit Facility	Aug. 25, 2011 Senior Secured Revolving Credit Facility Minimum	Aug. 25, 2011 Senior Secured Revolving Credit Facility Maximum	Aug. 25, 2011 Sub-Limit For Letters Of Credit	Aug. 25, 2011 Sub-Limit Swing Line Loans [Member]	Aug. 25, 2011 Libor Rate Plus Minimum	Aug. 25, 2011 Libor Rate Plus Maximum	Aug. 25, 2011 Base Rate Plus Minimum	Aug. 25, 2011 Base Rate Plus Maximum	Aug. 25, 2011 Federal Funds Rate Plus	Aug. 25, 2011 One-Month Libor Rate Plus	Nov. 30, 2012 Credit Agreement	Aug. 10, 2010 9.25% Senior Notes	Nov. 30, 2012 9.25% Senior Notes	Aug. 10, 2010 7.25% Senior Notes Due 2013
Debt Instrument [Line Items]																								
Maximum amount available to borrow under agreement									$ 200,000,000				$ 50,000,000	$ 15,000,000										
Credit facility expiration date									August 25, 2016	August 25, 2016														
Line of credit facility, interest rate description									Amounts drawn under the credit facility bear annual interest either at the LIBOR rate plus a margin of 2.0% to 2.75% or at a base rate plus a margin of 1.0% to 1.75%. The base rate is the higher of the federal funds rate plus 0.5%, the prime rate established by Bank of America, N.A. or the one-month LIBOR rate plus 1.0%. The interest rate margins are determined based on the Company's fixed charge coverage ratio															
Variable interest rate															2.00%	2.75%	1.00%	1.75%	0.50%	1.00%				
Commitment fee calculated on unused portion per year											0.375%	0.50%												
Borrowing base agreement amount	147,800,000		147,800,000				20,000,000	10,700,000																
Unused portion of borrowing amount	25,000,000		25,000,000																					
Fixed charge coverage ratio, maximum allowed according to covenant			1																					
Fixed charge coverage ratio	0.01		0.01							1											1			
Borrowing limited to an amount under credit facility	122,800,000		122,800,000																					
Borrowing base used to support letters of credit			31,100,000																					
Line of credit facility, remaining borrowing capacity	91,600,000		91,600,000																					
Future foreign subsidiaries equity interest available for credit facility guarantees	66.00%		66.00%																					
Line of credit facility, covenant terms			The credit agreement contains a number of covenants restricting, among other things, prepayment or redemption of our senior notes, distributions and dividends on and repurchases of our capital stock, acquisitions and investments, indebtedness, liens and affiliate transactions. We are permitted to pay cash dividends on our common stock as long as the credit facility is not in default, the fixed charge coverage ratio is greater than 1.0 to 1.0 and borrowing availability under the borrowing base is more than $40 million. When our																					

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			fixed charge coverage ratio is less than 1.0 to 1.0, we are permitted to pay cash dividends on our common stock not to exceed $2.5 million in any single instance (which shall not occur more than four times in any calendar year) or $10 million in the aggregate during any calendar year as long as the credit facility is not in default and borrowing availability is more than the greater of $60 million or 30% of the aggregate commitments of all lenders.						
Borrowing availability under credit agreement	40,000,000		40,000,000						
Cash dividend on common stock			2,500,000						
Permitted to pay cash dividends on common stock aggregate during any calendar year			10,000,000						
Minimum borrowing availability required to pay cash dividends	60,000,000		60,000,000						
Line of credit facility percentage of aggregate commitments to lenders			30.00%						
Senior note aggregate principal amount							650,000,000	650,000,000	
Senior notes offering price in percentage							100.00%		
Senior notes, interest rate							9.25%	9.25%	7.25%
Senior notes maturity date							2020	2020	
Redemption of aggregate principal amount of notes, percentage			35.00%						
Percentage of principal amount redemption price			109.25%						
Required purchase price of principal amount, percentage			101.00%						
Principal payments due on long-term debt, year one	1,400,000		1,400,000						
Principal payments due on long-term debt, year two	1,500,000		1,500,000						
Principal payments due on long-term debt, year three	1,600,000		1,600,000						
Principal payments due on long-term debt, year four	1,600,000		1,600,000						
Principal payments due on long-term debt, year five	700,000		700,000						
Interest incurred on long-term debt	17,800,000	17,100,000	34,500,000	34,400,000					
Interest amount capitalized	9,900,000	8,300,000	19,200,000	16,100,000					
Total amount of interest paid			35,500,000	35,400,000					
Percentage of joint venture's debt guaranteed			50.00%						
Debt guaranteed under joint venture's	$ 656,359,000		$ 656,359,000		$ 655,778,000	$ 12,200,000			
Debt maturity date						Nov. 18, 2013			

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Consolidated Statements Of Comprehensive Loss (USD $) In Thousands, unless otherwise specified	3 Months Ended		6 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Net loss	$ (11,122)	$ (21,037)	$ (13,778)	$ (28,457)
Net actuarial gains (losses) of defined postretirement benefit plans				
Reclassification of recognized transactions, net of tax	20	363	565	725
Adjustment, net of tax	0	0	(55)	0
Prior service cost of defined postretirement benefit plans				
Reclassification of recognized transactions, net of taxes	77	(123)	(45)	(246)
Total other comprehensive income	97	240	465	479
Comprehensive loss	$ (11,025)	$ (20,797)	$ (13,313)	$ (27,978)

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Working Capital

Working Capital

	6 Months Ended
	Nov. 30, 2012

Working Capital

Working capital totaled $187.4 million at November 30, 2012 compared to $218.3 million at May 31, 2012. Selected components of working capital are summarized below.

Receivables consist of:

In thousands	November 30, 2012	May 31, 2012
Trade notes and accounts receivable	$ 106,937	$ 97,621
Other	823	1,215
	$ 107,760	$ 98,836

Trade notes and accounts receivable are presented net of allowances for doubtful receivables of $2.8 million at November 30, 2012 and $2.5 million at May 31, 2012. Provisions for bad debts charged to expense were $0.4 million and $0.2 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. Uncollectible accounts written off totaled less than $0.2 million and $0.2 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively.

Inventories consist of:

In thousands	November 30, 2012	May 31, 2012
Finished products	$ 6,516	$ 7,664
Work in process	8,019	12,505
Raw materials	7,504	9,449
Total inventories at LIFO cost	22,039	29,618
Finished products	18,668	23,451
Raw materials	422	229
Parts and supplies	44,401	46,143
Total inventories at average cost	63,491	69,823
Total inventories	$ 85,530	$ 99,441

All inventories are stated at the lower of cost or market. Finished products, work in process and raw material inventories, excluding natural aggregate inventories, are valued using the last-in, first-out ("LIFO") method. Natural aggregate finished products and raw material inventories and parts and supplies inventories are valued using the average cost method. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs and are subject to the final year-end LIFO inventory valuation. If the average cost method (which approximates current replacement cost) had been used for all of these inventories, inventory values would have been higher by $36.8 million at November 30, 2012 and $37.5 million at May 31, 2012.

Accrued interest, compensation and other consist of:

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In thousands	November 30, 2012	May 31, 2012
Interest	$ 17,801	$ 17,810
Compensation and employee benefits	15,849	18,103
Casualty insurance claims	14,908	14,004
Income taxes	4,806	4,500
Property taxes and other	14,348	6,900
	$ 67,712	$ 61,317

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Condensed Consolidating Financial Information - Additional Information (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012	1 Months Ended Aug. 10, 2010 9.25% Senior Notes	6 Months Ended Nov. 30, 2012 9.25% Senior Notes
Condensed Consolidating Financial Information [Line Items]				
Aggregate principal amount	$ 650,000	$ 650,000	$ 650,000	
Senior notes, interest rate			9.25%	9.25%
Senior notes maturity date			2020	2020
Percentage of ownership in existing subsidiaries	100.00%			

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Legal Proceedings and Contingent Liabilities (Tables)	6 Months Ended Nov. 30, 2012
Employee Exposure Standards by Regulatory Agencies	The SCAQMD compared the level of exposure at the air monitor on our property line with the following employee exposure standards established by regulatory agencies:

Occupational Safety and Health Administration	5,000 ng/m³
National Institute for Occupational Safety and Health	1,000 ng/m³
California Environmental Protection Agency	200 ng/m³

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Accrued Interest, Compensation and Other (Detail) (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	May 31, 2012
Working Capital [Abstract]		
Interest	$ 17,801	$ 17,810
Compensation and employee benefits	15,849	18,103
Casualty insurance claims	14,908	14,004
Income taxes	4,806	4,500
Property taxes and other	14,348	6,900
Accrued interest, compensation and other, total	$ 67,712	$ 61,317

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Summary of Significant Accounting Policies (Policies)	6 Months Ended Nov. 30, 2012
Principles Of Consolidation	*Principles of Consolidation*. The consolidated financial statements include the accounts of Texas Industries, Inc. and all subsidiaries except for a joint venture in which the Company has a 40% equity interest. The joint venture is accounted for using the equity method. Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.
Estimates	*Estimates*. The preparation of financial statements and accompanying notes in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported. Actual results could differ from those estimates.
Fair Value of Financial Instruments	*Fair Value of Financial Instruments.* The estimated fair value of each class of financial instrument as of November 30, 2012 and May 31, 2012 approximates its carrying value except for long-term debt having fixed interest rates. The fair value of our long-term debt is estimated based on broker/dealer quoted market prices, which is level two inputs. As of November 30, 2012, the fair value of our long-term debt, including the current portion, was approximately $705.8 million compared to the carrying amount of $658.7 million. As of May 31, 2012, the fair value of our long-term debt, including the current portion, was approximately $646.8 million compared to the carrying amount of $658.2 million.
Cash And Cash Equivalents	*Cash and Cash Equivalents*. Investments with maturities of less than 90 days when purchased are classified as cash equivalents and consist primarily of money market funds and investment grade commercial paper issued by major corporations and financial institutions.
Receivables	*Receivables.* Management evaluates the ability to collect accounts receivable based on a combination of factors. A reserve for doubtful accounts is maintained based on the length of time receivables are past due or the status of a customer's financial condition. If we are aware of a specific customer's inability to make required payments, specific amounts are added to the reserve.
Environmental Liabilities	*Environmental Liabilities.* We are subject to environmental laws and regulations established by federal, state and local authorities, and make provision for the estimated costs related to compliance when it is probable that an estimable liability has been incurred.
Legal Contingencies	*Legal Contingencies.* We are a defendant in lawsuits which arose in the normal course of business, and make provision for the estimated loss from any claim or legal proceeding when it is probable that an estimable liability has been incurred.
Inventories	*Inventories.* Inventories are stated at the lower of cost or market. We use the last-in, first out ("LIFO") method to value finished products, work in process and raw material inventories excluding natural aggregate inventories. Natural aggregate inventories and parts and supplies inventories are valued using the average cost method. Our natural aggregate inventory excludes volumes in excess of an average twelve-month period of actual sales.
Long-lived Assets	*Long-lived Assets.* Management reviews long-lived assets on a facility by facility basis for impairment whenever changes in circumstances indicate that the carrying amount of the assets may not be recoverable and would record an impairment charge if necessary. Such evaluations compare the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset and are significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. Estimates of future cash flows reflect Management's belief that it operates in a cyclical industry. In the fourth quarter of our prior fiscal year, management evaluated the Hunter, Texas cement plant, including the capitalized construction and interest costs associated with the expansion. We expect the Texas market to recover to pre-recession levels and to complete the expansion project. Based on historical margins, we believe the undiscounted cash flows over the remaining life of the Hunter plant after completion of the expansion will significantly exceed the

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current investment in the plant as well as the remaining costs of the expansion and future capital expenditures necessary to achieve these cash flows.

Property, plant and equipment is recorded at cost. Costs incurred to construct certain long-lived assets include capitalized interest which is amortized over the estimated useful life of the related asset. Interest is capitalized during the construction period of qualified assets based on the average amount of accumulated expenditures and the weighted average interest rate applicable to borrowings outstanding during the period. If accumulated expenditures exceed applicable borrowings outstanding during the period, capitalized interest is allocated to projects under construction on a pro rata basis. Provisions for depreciation are computed generally using the straight-line method. Useful lives for our primary operating facilities range from 10 to 25 years with certain cement facility structures having useful lives of 40 years. Provisions for depletion of mineral deposits are computed on the basis of the estimated quantity of recoverable raw materials. The costs of removing overburden and waste materials to access mineral deposits are referred to as stripping costs. All production phase stripping costs are recognized as costs of the inventory produced during the period the stripping costs are incurred. Maintenance and repairs are charged to expense as incurred.

Goodwill and Goodwill Impairment

Goodwill and Goodwill Impairment. Management tests goodwill for impairment annually by reporting unit in the fourth quarter of our fiscal year using a two-step process. The first step of the impairment test identifies potential impairment by comparing the fair value of a reporting unit to its carrying value including goodwill. In applying a fair-value-based test, estimates are made of the expected future cash flows to be derived from the reporting unit. Similar to the review for impairment of other long-lived assets, the resulting fair value determination is significantly impacted by estimates of future prices for our products, capital needs, economic trends and other factors. If the carrying value of the reporting unit exceeds its fair value, the second step of the impairment test is performed to measure the amount of impairment loss, if any. The second step of the impairment test compares the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying value of the reporting unit goodwill exceeds the implied fair value of the goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination.

Goodwill resulting from the acquisition of ready-mix operations in Texas and Louisiana and identified with our consumer products operations has a carrying value of $1.7 million at both November 30, 2012 and May 31, 2012. Based on an impairment test performed as of March 31, 2012, the fair value of the reporting unit exceeds its carrying value, and therefore, no potential impairment was identified.

Income Taxes

Income Taxes. Texas Industries, Inc. (the parent company) joins in filing a consolidated return with its subsidiaries based on federal and certain state tax filing requirements. Certain subsidiaries also file separate state income tax returns. Current and deferred tax expense is allocated among the members of the group based on a stand-alone calculation of the tax of the individual member. We recognize and classify deferred income taxes using an asset and liability method, whereby deferred tax assets and liabilities are recognized based on the tax effect of temporary differences between the financial statements and the tax basis of assets and liabilities, as measured by current enacted tax rates.

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the subsequent year. Adjustments based on filed returns are generally recorded in the year the tax returns are filed.

The amount of income tax we pay is subject to ongoing audits by federal and state authorities which may result in proposed assessments. Our estimate of the potential outcome for any uncertain tax issue is highly judgmental. We account for these uncertain tax issues using a two-step approach to recognizing and measuring uncertain tax positions taken or expected to be taken in a tax return. The first step determines if the weight of available evidence indicates that it is more likely than not that the tax position will be sustained on audit, including resolution of any

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related appeals or litigation processes. The second step measures the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. We adjust reserves for our uncertain tax positions due to changing facts and circumstances, such as the closing of a tax audit, judicial rulings, refinement of estimates, or realization of earnings or deductions that differ from our estimates. To the extent that the final outcome of these matters differs from the amounts recorded, such differences generally will impact our provision for income taxes in the period in which such a determination is made. Our provisions for income taxes include the impact of reserve provisions and changes to reserves that are considered appropriate including related interest and penalties.

Management reviews our deferred tax position and in particular our deferred tax assets whenever circumstances indicate that the assets may not be realized in the future and would record a valuation allowance unless such deferred tax assets were deemed more likely than not to be recoverable. The ultimate realization of these deferred tax assets is dependent upon various factors including the generation of taxable income during future periods. In determining the need for a valuation allowance, we consider such factors as historical earnings, the reversal of existing temporary differences, prior taxable income (if carryback is permitted under the tax law), and prudent and feasible tax planning strategies. In the event we were to determine that we would not be able to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax assets valuation allowance would be charged to earnings in the period in which we make such a determination. If we later determine that it is more likely than not that the net deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance as an adjustment to earnings at such time.

Real Estate and Investments

Real Estate and Investments. Surplus real estate and real estate acquired for development of high quality industrial, office or multi-use parks totaled $7.3 million at November 30, 2012 and $7.6 million at May 31, 2012.

Investments include life insurance contracts purchased in connection with certain of our benefit plans. The contracts, recorded at their net cash surrender value, totaled $2.2 million (net of distributions of $99.4 million plus accrued interest and fees) at November 30, 2012 and $0.7 million (net of distributions of $94.4 million plus accrued interest and fees) at May 31, 2012. We can elect to receive distributions chargeable against the cash surrender value of the policies in the form of borrowings or withdrawals or we can elect to surrender the policies and receive their net cash surrender value.

Investment in Joint Venture

Investment in Joint Venture. In November 2011 we entered into a joint venture agreement with a ready-mix operator based in Waco, Texas. We contributed certain of our central Texas ready-mix plants and related assets to the joint venture in return for a 40% equity interest. The joint venture operates ready-mix plants serving the central Texas market. The day to day business operations are managed by the 60% partner in the venture. We supply cement to the joint venture. The debt of the joint venture is secured by the underlying assets of the joint venture. In addition, we have guaranteed 50% and our partner has guaranteed 100% of the debt of the joint venture. Our investment totaled $13.6 million at November 30, 2012 and $12.5 million at May 31, 2012. Our equity in income of the joint venture was $1.1 million for the six-month period ended November 30, 2012.

Deferred Other Charges

Deferred Other Charges. Deferred other charges totaled $20.8 million at November 30, 2012 and $20.4 million at May 31, 2012 and are composed primarily of debt issuance costs that totaled $12.0 million at November 30, 2012 and $13.0 million at May 31, 2012. The costs are amortized over the term of the related debt.

Other Credits

Other Credits. Other credits totaled $95.9 million at November 30, 2012 and $96.4 million at May 31, 2012 and are composed primarily of liabilities related to our retirement plans, deferred compensation agreements and asset retirement obligations.

Asset Retirement Obligations

Asset Retirement Obligations. We record a liability for legal obligations associated with the retirement of our long-lived assets in the period in which it is incurred if an estimate of fair value of the obligation can be made. The discounted fair value of the obligations incurred in each period are added to the carrying amount of the associated assets and depreciated over the lives of

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the assets. The liability is accreted at the end of each period through a charge to operating expense. A gain or loss on settlement is recognized if the obligation is settled for other than the carrying amount of the liability.

We incur legal obligations for asset retirement as part of our normal operations related to land reclamation, plant removal and Resource Conservation and Recovery Act closures. Determining the amount of an asset retirement liability requires estimating the future cost of contracting with third parties to perform the obligation. The estimate is significantly impacted by, among other considerations, management's assumptions regarding the scope of the work required, labor costs, inflation rates, market-risk premiums and closure dates.

Accumulated Other Comprehensive Loss

Accumulated Other Comprehensive Loss. Amounts recognized in accumulated other comprehensive loss represent adjustments related to a defined benefit retirement plan and a postretirement health benefit plan covering approximately 600 employees and retirees of our California cement subsidiary. The amounts totaled $24.0 million (net of tax of $5.7 million) at November 30, 2012 and $24.5 million (net of tax of $6.0 million) at May 31, 2012.

Net Sales

Net Sales. Sales are recognized when title has transferred and products are delivered. We include delivery fees in the amount we bill customers to the extent needed to recover our cost of freight and delivery. Net sales are presented as revenues and include these delivery fees.

Other Income

Other Income. Routine sales of surplus operating assets and real estate resulted in gains of $0.4 million and $0.4 million in the three-month periods ended November 30, 2012 and November 30, 2011 and $2.9 million and $0.7 million in the six-month periods ended November 30, 2012 and November 30, 2011, respectively. In addition, we sold emissions credits associated with our Crestmore cement plant in Riverside, California resulting in a gain of $2.5 million in the six-month period ended November 30, 2011.

In July 2011 we entered into an asset exchange transaction with CEMEX USA in which we acquired three ready-mix concrete plants and a sand and gravel plant that serve the Austin, Texas metropolitan market. In exchange, we transferred to CEMEX USA seven ready-mix concrete plants in the Houston, Texas market, and we designated four non-operating ready-mix plant sites in the Houston area as surplus real estate. The exchange resulted in the acquisition of ready-mix and aggregate property, plant and equipment of $6.1 million and the recognition of a gain of $2.1 million in the six-month period ended November 30, 2011. The gain from the transaction and the operating results of the acquired ready-mix operations are reported in our consumer products segment, and the operating results of the acquired sand and gravel operations are reported in our aggregates segment.

Stock-Based Compensation

Stock-based Compensation. We have provided stock-based compensation to employees and non-employee directors in the form of non-qualified and incentive stock options, restricted stock, stock appreciation rights, deferred compensation agreements and stock awards. We use the Black-Scholes option-pricing model to determine the fair value of stock options granted as of the date of grant. Options with graded vesting are valued as single awards and the related compensation cost is recognized using a straight-line attribution method over the shorter of the vesting period or required service period adjusted for estimated forfeitures. We use the average stock price on the date of grant to determine the fair value of restricted stock awards paid. A liability, which is included in other credits, is recorded for stock appreciation rights, deferred compensation agreements and stock awards expected to be settled in cash, based on their fair value at the end of each period until such awards are paid. See further discussion in note 7.

Earnings Per Share

Earnings Per Share ("EPS"). Income or loss allocated to common shareholders adjusts net income or loss for the participation in earnings of unvested restricted shares outstanding.

Basic weighted-average number of common shares outstanding during the period includes contingently issuable shares and excludes outstanding unvested restricted shares. Contingently issuable shares outstanding at November 30, 2012 relate to deferred compensation agreements in which directors elected to defer their fees. The deferred compensation is denominated in shares of our common stock and issued in accordance with the terms of the agreement subsequent to retirement or separation from us. The shares are considered contingently issuable because the director has an unconditional right to the shares to be issued.

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Diluted weighted-average number of common shares outstanding during the period adjusts basic weighted-average shares for the dilutive effect of stock options, restricted shares and awards.

Recently Issued Accounting Guidance

Recently Issued Accounting Guidance. In June 2011, the Financial Accounting Standards Board issued new accounting guidance that requires an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This new guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. In December 2011, the Financial Accounting Standards Board issued an amendment to an existing accounting standard which defers the requirement to present reclassification adjustments for each component of other comprehensive income on the face of the income statement. The new guidance is effective for us on June 1, 2012 and has not had a material impact on our consolidated financial statements.

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