

Chaparral Steel CO  
Form 10-Q/A  
October 25, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

Amendment No. 1

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(Mark One)

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

For the quarterly period ended August 31, 2005

**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 #000-51307

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**CHAPARRAL STEEL COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of

**20-2373478**  
(I.R.S. Employer

**Incorporation or Organization)**

**Identification No.)**

**300 Ward Road, Midlothian, Texas**  
(Address of Principal Executive Offices)

**76065**  
(Zip Code)

**(972) 775-8241**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)**

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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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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 22,803,867 shares of common stock, \$0.01 par value per share, outstanding on October 10, 2005.

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**EXPLANATORY NOTE**

This Form 10-Q/A is being filed to amend and restate in its entirety Item 6 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended August 31, 2005 by adding the Chaparral Steel Company Annual Incentive Plans for the Fiscal Year 2006 to the exhibit list as Exhibit 10.22. The Chaparral Steel Company Annual Incentive Plans for the Fiscal Year 2006 were inadvertently left off the exhibit list included in the Quarterly Report as originally filed.

**ITEM 6. EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
3.1	- Amended and Restated Certificate of Incorporation of Chaparral Steel Company (incorporated herein by reference to Exhibit 3.1 to Chaparral Steel Company's Amendment No. 1 to Form 10, dated June 10, 2005, file number 000-51307)
3.2	- Bylaws of Chaparral Steel Company (incorporated herein by reference to Exhibit 3.2 to Chaparral Steel Company's Form 10, dated May 6, 2005, file number 000-51307)
3.3	- Certificate of Designations of Series A Junior Participating Preferred Stock, filed with the Secretary of State of the State of Delaware on July 21, 2005 (incorporated herein by reference to Exhibit 3.1 to Chaparral Steel Company's Current Report on Form 8-K, dated July 21, 2005, file number 000-51307)
4.1	- Reference is made to Exhibit 3.1, Exhibit 3.2 and Exhibit 3.3
4.2	- Registration Rights Agreement, dated July 6, 2005, among Chaparral Steel Company, certain of its domestic subsidiaries as guarantors, Banc of America Securities LLC, UBS Securities LLC, SunTrust Capital Markets, Inc., Wells Fargo Securities, LLC and Comerica Securities, Inc. (incorporated herein by reference to Exhibit 4.3 to Chaparral Steel Company's Current Report on Form 8-K, dated July 12, 2005, file number 000-51307)
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4.5	- Indenture, dated July 6, 2005, among Chaparral Steel Company, certain of its domestic subsidiaries and Wells Fargo Bank, National Association, as Trustee (incorporated herein by reference to Exhibit 4.4 to Chaparral Steel Company's Current Report on Form 8-K, dated July 12, 2005, file number 000-51307)
4.6	- Rights Agreement, effective as of July 29, 2005, between Chaparral Steel Company and Mellon Investor Services LLC, as rights agent (incorporated herein by reference to Exhibit 4.1 to Chaparral Steel Company's Current Report on Form 8-K, dated July 21, 2005, file number 000-51307)
10.1	- Purchase Agreement, dated June 29, 2005, among Chaparral Steel Company, Banc of America Securities LLC, UBS Securities LLC, SunTrust Capital Markets, Inc., Wells Fargo Securities, LLC and Comerica Securities, Inc. (incorporated herein by reference to Exhibit 10.1 to Chaparral Steel Company's Current Report on Form 8-K, dated July 12, 2005, file number 000-51307)
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- 10.3 - Security Agreement, dated July 6, 2005, made by Chaparral Steel Company, certain of its domestic subsidiaries, and Bank of America, N.A. as administrative agent (incorporated herein by reference to Exhibit 10.3 to Chaparral Steel Company's Current Report on Form 8-K, dated July 12, 2005, file number 000-51307)
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- 10.10 - Form of Incentive and Nonqualified Stock Option Agreement under the Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan issued by Chaparral Steel Company in replacement of Texas Industries, Inc. options originally granted to Texas Industries, Inc. employees under the Texas Industries, Inc. 1993 Stock Option Plan (incorporated herein by reference to Exhibit 10.10 to Chaparral Steel Company's Annual Report on Form 10-K for the year ended May 31, 2005, file number 000-51307)
- 10.11 - Form of Incentive and Nonqualified Stock Option Agreement under the Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan issued by Chaparral Steel Company in replacement of Texas Industries, Inc. options originally granted to Texas Industries, Inc. employees under the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (incorporated herein by reference to Exhibit 10.11 to Chaparral Steel Company's Annual Report on Form 10-K for the year ended May 31, 2005, file number 000-51307)
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- 10.13 - Form of Nonqualified Stock Option Agreement under the Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan issued by Chaparral Steel Company in replacement of Texas Industries, Inc. options originally granted to Texas Industries, Inc. non-employee directors under the Texas Industries, Inc. 2004 Omnibus Equity Compensation Plan (incorporated herein by reference to Exhibit 10.13 to Chaparral Steel Company's Annual Report on Form 10-K for the year ended May 31, 2005, file number 000-51307)
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- 10.15 - Form of Deferred Compensation Agreement for non-employee directors under the Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan (incorporated herein by reference to Exhibit 10.15 to Chaparral Steel Company's Annual Report on Form 10-K for the year ended May 31, 2005, file number 000-51307)
- 10.16 - Form of Restricted Stock Agreement for non-employee directors under the Chaparral Steel Company Amended and Restated 2005 Omnibus Equity Compensation Plan (incorporated herein by reference to Exhibit 10.16 to Chaparral Steel Company's Annual Report on Form 10-K for the year ended May 31, 2005, file number 000-51307)
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- 10.18 - Three Year Cash Incentive Plan of Chaparral Steel Company for the three fiscal years ending May 31, 2006 (incorporated herein by reference to Exhibit 10.1 to Chaparral Steel Company's Current Report on Form 8-K, dated October 13, 2005, file number 000-51307)
- 10.19 - Three Year Cash Incentive Plan of Chaparral Steel Company for the three fiscal years ending May 31, 2007 (incorporated herein by reference to Exhibit 10.2 to Chaparral Steel Company's Current Report on Form 8-K, dated October 13, 2005, file number 000-51307)
- 10.20 - Three Year Cash Incentive Plan of Chaparral Steel Company for the three fiscal years ending May 31, 2008 (incorporated herein by reference to Exhibit 10.3 to Chaparral Steel Company's Current Report on Form 8-K, dated October 13, 2005, file number 000-51307)
- 10.21 - Three Year Incentive Plan Participant Designation Agreement (incorporated herein by reference to Exhibit 10.4 to Chaparral Steel Company's Current Report on Form 8-K, dated October 13, 2005, file number 000-51307)
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- 15.1 - Letter Re: Unaudited Interim Financial Information\*
- 31.1 - Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer#
- 31.2 - Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer#
- 32.1 - Section 1350 Certification of Principal Executive Officer#
- 32.2 - Section 1350 Certification of Principal Financial Officer#

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\* Filed as an Exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended August 31, 2005, as filed October 14, 2005

# Filed herewith

The remaining exhibits have been omitted because they are not applicable or the information required therein is included elsewhere in the financial statements or notes thereto.

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.

CHAPARRAL STEEL COMPANY

October 25, 2005

/s/ J. Celtyn Hughes

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J. Celtyn Hughes  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

October 25, 2005

/s/ M. Kevin Linch

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M. Kevin Linch  
Vice President-Controller  
(Principal Accounting Officer)

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