

FutureFuel Corp.  
Form 10-Q  
May 09, 2011

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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 March 31, 2011

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: 0-52577

FUTUREFUEL CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

20-3340900

(I.R.S. Employer Identification  
No.)

8235 Forsyth Blvd., Suite 400

Clayton, Missouri 63105

(Address of Principal Executive Offices)

(805) 565-9800

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):



PART I  
FINANCIAL INFORMATION

## Item 1. Financial Statements.

The following sets forth our unaudited consolidated balance sheet as at March 31, 2011, our audited consolidated balance sheet as at December 31, 2010, our unaudited consolidated statements of operations and comprehensive income for the three-month periods ended March 31, 2011 and March 31, 2010, and our consolidated statements of cash flows for the three-month periods ended March 31, 2011 and March 31, 2010.

FutureFuel Corp.  
Consolidated Balance Sheets  
As at March 31, 2011 and December 31, 2010  
(Dollars in thousands)

	(Unaudited) March 31, 2011	December 31, 2010
<b>Assets</b>		
Cash and cash equivalents	\$79,363	\$91,057
Accounts receivable, net of allowances of \$10	27,052	35,165
Accounts receivable – related parties	22	-
Inventory	41,199	37,372
Income taxes receivable	-	519
Prepaid expenses	1,263	1,240
Marketable securities	52,014	28,200
Restricted cash and cash equivalents	4,685	21,086
Other current assets	1,050	1,015
<b>Total current assets</b>	<b>206,648</b>	<b>215,654</b>
Property, plant and equipment, net	131,816	125,007
Intangible assets	66	94
Other assets	2,250	2,401
<b>Total noncurrent assets</b>	<b>134,132</b>	<b>127,502</b>
<b>Total Assets</b>	<b>\$340,780</b>	<b>\$343,156</b>
<b>Liabilities and Stockholders' Equity</b>		
Accounts payable	\$22,482	\$14,628
Accounts payable - related parties	482	468
Income taxes payable	1,731	-
Current deferred income tax liability	3,571	4,661
Deferred revenue – short-term	1,511	1,758
Short position – marketable debt securities	2,579	19,295
Accrued expenses and other current liabilities	3,388	3,341
Accrued expenses and other current liabilities - related parties	6	8
<b>Total current liabilities</b>	<b>35,750</b>	<b>44,159</b>
Deferred revenue – long-term	23,162	17,118
Contingent liability – long-term	2,305	2,289
Other noncurrent liabilities	907	903
Noncurrent deferred income tax liability	26,594	26,364
<b>Total noncurrent liabilities</b>	<b>52,968</b>	<b>46,674</b>
<b>Total Liabilities</b>	<b>88,718</b>	<b>90,833</b>

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Commitments and contingencies

Preferred stock, \$0.0001 par value, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.0001 par value, 75,000,000 shares authorized, 39,983,849 and 39,978,849 issued and outstanding as of March 31, 2011 and December 31, 2010, respectively	4	4
Accumulated other comprehensive income	1,512	525
Additional paid in capital	237,158	237,123
Retained earnings	13,388	14,671
Total stockholders' equity	252,062	252,323
Total Liabilities and Stockholders' Equity	\$340,780	\$343,156

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

FutureFuel Corp.  
Consolidated Statements of Operations and Comprehensive Income  
For the Three Months Ended March 31, 2011 and 2010  
(Dollars in thousands, except per share amounts)  
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
Revenues	\$52,216	\$47,763
Revenues – related parties	3,025	-
Cost of goods sold	45,387	37,492
Cost of goods sold – related parties	4,203	1,445
Distribution	519	771
Distribution – related parties	133	114
Gross profit	4,999	7,941
Selling, general and administrative expenses		
Compensation expense	809	731
Other expense	169	496
Related party expense	48	35
Research and development expenses	753	900
	1,779	2,162
Income from operations	3,220	5,779
Interest income	776	122
Interest expense	(134 )	(6 )
Gain on marketable securities	95	-
Other (expense) income	(5 )	24
	732	140
Income before income taxes	3,952	5,919
Provision for income taxes	1,236	2,260
Net income	\$2,716	\$3,659
Earnings per common share		
Basic	\$0.07	\$0.13
Diluted	\$0.07	\$0.12
Weighted average shares outstanding		
Basic	39,982,905	29,265,383
Diluted	40,131,086	30,957,968
Comprehensive Income		
Net income	\$2,716	\$3,659
Other comprehensive income, net of tax of \$618 in 2011 and \$77 in 2010	987	126
Comprehensive income	\$3,703	\$3,785

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



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FutureFuel Corp.  
 Consolidated Statements of Cash Flows  
 For the Three Months Ended March 31, 2011 and 2010  
 (Dollars in thousands)  
 (Unaudited)

	Three Months Ended March 31,	
	2011	2010
<b>Cash flows provided by operating activities</b>		
Net income	\$2,716	\$3,659
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,911	1,937
Provision for (benefit from) deferred income taxes	(1,478 )	88
Change in fair value of derivative instruments and marketable securities	(2 )	(41 )
Loss on the sale of investments	69	-
Losses on disposals of fixed assets	6	24
Noncash interest expense	6	6
Changes in operating assets and liabilities:		
Accounts receivable	8,114	(2,973 )
Accounts receivable – related parties	(22 )	-
Inventory	(3,827 )	(2,737 )
Income taxes receivable	519	912
Prepaid expenses	(22 )	49
Prepaid expenses – related parties	-	23
Accrued interest on marketable securities	(96 )	(5 )
Other assets	153	116
Accounts payable	7,853	(3,697 )
Accounts payable – related parties	14	(139 )
Income taxes payable	1,730	774
Accrued expenses and other current liabilities	47	1,334
Accrued expenses and other current liabilities – related parties	(2 )	(40 )
Deferred revenue	5,277	2,081
Other noncurrent liabilities	-	10
Net cash provided by operating activities	22,966	1,381
<b>Cash flows from investing activities</b>		
Restricted cash	16,400	-
Collateralization of derivative instruments	(199 )	353
Purchase of marketable securities	(58,311 )	(6,034 )
Proceeds from the sale of marketable securities	19,577	-
Capital expenditures	(8,163 )	(2,394 )
Net cash used in investing activities	(30,696 )	(8,075 )
<b>Cash flows from financing activities</b>		
Proceeds from the issuance of stock	35	45,777
Payment of dividend	(3,999 )	-
Net cash (used in) provided by financing activities	(3,964 )	45,777
Net change in cash and cash equivalents	(11,694 )	39,083
Cash and cash equivalents at beginning of period	91,057	65,512
Cash and cash equivalents at end of period	\$79,363	\$104,595

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Cash paid for interest	\$3	\$-
Cash paid for income taxes	\$465	\$475
Non-cash capital expenditures	\$535	\$-

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



Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

1) Nature of operations and basis of presentation

FutureFuel Corp.

Viceroy Acquisition Corporation (“Viceroy”) was incorporated under the laws of the state of Delaware on August 12, 2005 to serve as a vehicle for the acquisition by way of asset acquisition, merger, capital stock exchange, share purchase, or similar transaction of one or more operating businesses in the oil and gas industry. On July 12, 2006 Viceroy completed an equity offering.

On July 21, 2006, Viceroy entered into an acquisition agreement with Eastman Chemical Company (“Eastman Chemical”) to purchase all of the issued and outstanding stock of Eastman SE, Inc. (“Eastman SE”). On October 27, 2006, a special meeting of the shareholders of Viceroy was held and the acquisition of Eastman SE was approved by the shareholders. On October 31, 2006, Viceroy acquired all of the issued and outstanding shares of Eastman SE from Eastman Chemical. Immediately subsequent to the acquisition, Viceroy changed its name to FutureFuel Corp. (“FutureFuel”) and Eastman SE changed its name to FutureFuel Chemical Company (“FutureFuel Chemical”).

Eastman SE, Inc.

Eastman SE was incorporated under the laws of the state of Delaware on September 1, 2005 and subsequent thereto operated as a wholly-owned subsidiary of Eastman Chemical through October 31, 2006. Eastman SE was incorporated for purposes of affecting a sale of Eastman Chemical’s manufacturing facility in Batesville, Arkansas (the “Batesville Plant”). Commencing January 1, 2006, Eastman Chemical began transferring the assets associated with the business of the Batesville Plant to Eastman SE.

The Batesville Plant was constructed to produce proprietary photographic chemicals for Eastman Kodak Company (“Eastman Kodak”). Over the years, Eastman Kodak shifted the plant’s focus away from the photographic imaging business to the custom synthesis of fine chemicals and organic chemical intermediates used in a variety of end markets, including paints and coatings, plastics and polymers, pharmaceuticals, food supplements, household detergents, and agricultural products.

In 2005, the Batesville Plant began the implementation of a biobased products platform. This includes the production of biofuels (biodiesel) and biobased specialty chemical products (biobased solvents, chemicals, and intermediates). In addition to biobased products, the Batesville Plant continues to manufacture fine chemicals and other organic chemicals.

The accompanying consolidated financial statements have been prepared by FutureFuel in accordance and consistent with the accounting policies stated in FutureFuel’s 2010 audited consolidated financial statements and should be read in conjunction with the 2010 audited consolidated financial statements of FutureFuel. Certain prior year balances have been reclassified to conform to the current year presentation.

In the opinion of FutureFuel, all normal recurring adjustments necessary for a fair presentation have been included in the unaudited consolidated financial statements. The unaudited consolidated financial statements have been prepared in compliance with the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q adopted by the Securities and Exchange Commission (“SEC”). Accordingly, the financial statements do not include all the information and footnotes required by accounting principles generally accepted in the United States for

complete financial statements, and do include amounts that are based upon management estimates and judgments. Future actual results could differ from such current estimates. The unaudited consolidated financial statements include assets, liabilities, revenues, and expenses of FutureFuel and its wholly owned subsidiaries, FutureFuel Chemical and FFC Grain, L.L.C. Intercompany transactions and balances have been eliminated in consolidation.

Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

## 2) Inventories

The carrying values of inventory were as follows as of:

	March 31, 2011	December 31, 2010
<b>At average cost (approximates current cost)</b>		
Finished goods	\$ 13,814	\$ 6,659
Work in process	2,106	1,999
Raw materials and supplies	35,960	36,652
	51,880	45,31
LIFO reserve	(10,681 )	(7,938 )
<b>Total inventories</b>	<b>\$ 41,199</b>	<b>\$ 37,372</b>

## 3) Derivative instruments

FutureFuel is exposed to certain risks relating to its ongoing business operations. The primary risk managed by using derivative instruments is commodity price risk. Regulated fixed price futures and option contracts are utilized to manage the price risk associated with future purchases of feedstock used in FutureFuel's biodiesel production along with physical feedstock and finished product inventories attributed to this process.

FutureFuel recognizes all derivative instruments as either assets or liabilities at fair value in its consolidated balance sheet. FutureFuel's derivative instruments do not qualify for hedge accounting under the specific guidelines of ASC 815-20-25, Derivatives and Hedging, Hedging-General, Recognition. While management believes each of these instruments are entered into in order to effectively manage various risks, none of the derivative instruments are designated and accounted for as hedges primarily as a result of the extensive record keeping requirements.

The fair value of FutureFuel's derivative instruments is determined based on the closing prices of the derivative instruments on relevant commodity exchanges at the end of an accounting period. Changes in fair value of the derivative instruments are recorded in the statement of operations as a component of cost of goods sold, and amounted to a loss of \$3,750 and \$400 for the three months ended March 31, 2011 and 2010, respectively.

The volumes and carrying values of FutureFuel's derivative instruments were as follows at:

	Asset/(Liability)			
	March 31, 2011		December 31, 2010	
	Quantity (Contracts) Long/ (Short)	Fair Value	Quantity (Contracts) Long/ (Short)	Fair Value
Regulated options, included in other current assets	(150 )	\$ (1,583 )	(225 )	\$ (1,620 )
Regulated fixed price future commitments, included in other current assets	(96 )	\$ (229 )	(44 )	\$ (29 )

The margin account maintained with a broker to collateralize these derivative instruments carried an account balance of \$2,429 and \$2,230 at March 31, 2011 and December 31, 2010, respectively. The carrying values of the margin

account and of the derivative instruments are included, net, in other current assets.

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Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

## 4) Marketable securities

At March 31, 2011 and December 31, 2010, FutureFuel had investments in certain preferred stock, trust preferred securities, and other equity instruments. These investments have been classified as current assets in the accompanying consolidated balance sheet. FutureFuel has designated these securities as being available-for-sale. Accordingly, they are recorded at fair value, with the unrealized gains and losses, net of taxes, reported as a component of stockholders' equity. The amortized cost, unrealized gains, unrealized losses, and fair value of these securities totaled \$49,556, \$2,642, \$(184), and \$52,014, respectively, at March 31, 2011. The amortized cost, unrealized gains, unrealized losses, and fair value of these securities totaled \$27,348, \$1,056, \$(204), and \$28,200, respectively, at December 31, 2010.

At March 31, 2011 and December 31, 2010, FutureFuel had a short position in certain marketable debt securities. The purpose of this position is to help mitigate the potential negative impact an increase in interest rates would have on other marketable securities FutureFuel has purchased. The securities comprising this position are carried at fair value, with unrealized gains and losses reported as a component of net income. The amortized cost, unrealized gains, unrealized losses, and fair value, including accrued interest, of these securities totaled \$(2,556), \$0, \$(23), and \$(2,579), respectively, at March 31, 2011. The amortized cost, unrealized gains, unrealized losses, and fair value, including accrued interest, of these securities totaled \$(19,107), \$0, \$(188), and \$(19,295), respectively, at December 31, 2010. The margin account maintained with a broker to collateralize these securities carried a balance of \$4,685 and \$21,086 at March 31, 2011 and December 31, 2010, respectively, and is classified as restricted cash and cash equivalents in the consolidated balance sheet. FutureFuel will be obligated to purchase these securities at a future date. To the extent that these securities appreciate in value, FutureFuel is exposed to off-balance sheet risk. Realized gains or losses on securities are determined on a trade date based on the specific amortized cost of the investments sold.

## 5) Accrued expenses and other current liabilities

Accrued expenses and other current liabilities, including those associated with related parties, consisted of the following at:

	March 31, 2011	December 31, 2010
Accrued employee liabilities	\$ 1,798	\$ 1,727
Accrued property, use and franchise taxes	1,503	1,174
Other	93	448
Total	\$ 3,394	\$ 3,349

## 6) Borrowings

In March 2007 FutureFuel Chemical entered into a \$50 million credit agreement with a commercial bank. The loan is a revolving facility the proceeds of which may be used for working capital, capital expenditures, and the general corporate purposes of FutureFuel Chemical. The facility terminates on June 30, 2013. Advances are made pursuant to a borrowing base comprised of 85% of eligible accounts plus 60% of eligible direct inventory plus 50% of eligible indirect inventory. Advances are secured by a perfected first priority security interest in accounts receivable and inventory. The interest rate floats at certain margins over the London Interbank Offered Rate ("LIBOR") or base rate based upon the leverage ratio from time to time as set forth in the following table.

Leverage    Base Rate    LIBOR

Ratio	Margin	Margin
> 3	-0.55%	1.70%
> 2 < 3	-0.70%	1.55%
> 1 < 2	-0.85%	1.40%
< 1	-1.00%	1.25%

There is an unused commitment fee of 0.325% per annum. On the last day of each fiscal quarter, the ratio of EBITDA to fixed charges may not be less than 3:1. FutureFuel has guaranteed FutureFuel Chemical's obligations under this credit agreement.

There were no borrowings at March 31, 2011 or December 31, 2010.

Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

## 7) Provision for income taxes

	Three months ended March 31,			
	2011		2010	
Provision for income taxes	\$	1,236	\$	2,260
Effective tax rate		31.3	%	38.2
				%

The effective tax rates for the three months ended March 31, 2011 and 2010 reflect FutureFuel's expected tax rate on reported operating earnings before income taxes.

FutureFuel had no unrecognized tax benefits at March 31, 2011 or December 31, 2010.

FutureFuel records interest and penalties net as a component of income tax expense. FutureFuel had no accrual for interest or tax penalties at March 31, 2011 or December 31, 2010.

FutureFuel and its subsidiary, FutureFuel Chemical, file tax returns in the U.S. federal jurisdiction and with various state jurisdictions. FutureFuel was incorporated in 2005 and is subject to U.S., state, and local examinations by tax authorities from 2007 forward. FutureFuel Chemical is subject to the effects of tax examinations that may impact the carry-over basis of its assets and liabilities.

## 8) Earnings per share

The computation of basic and diluted earnings per common share was as follows:

	For the three months ended March 31,			
	2011		2010	
Net income available to common stockholders	\$	2,716	\$	3,659
Weighted average number of common shares outstanding		39,982,905		29,265,383
Effect of warrants		-		1,663,706
Effect of stock options		148,181		28,879
Weighted average diluted number of common shares outstanding		40,131,086		30,957,968
Basic earnings per share	\$	0.07	\$	0.13
Diluted earnings per share	\$	0.07	\$	0.12

Certain options to purchase shares of FutureFuel's common stock were not included in the computation of diluted earnings per share for the three months ended March 31, 2010 as they were anti-dilutive. The weighted average number of options excluded on this basis was 280,500. No options to purchase shares of FutureFuel's common stock were excluded for the computation of diluted earnings per share for the three months ended March 31, 2011 as all options were dilutive.

Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

## 9) Segment information

FutureFuel has determined that it has two reportable segments organized along product lines – chemicals and biofuels.

## Chemicals

FutureFuel’s chemicals segment manufactures diversified chemical products that are sold externally to third party customers. This segment comprises two components: “custom manufacturing” (manufacturing chemicals for specific customers); and “performance chemicals” (multi-customer specialty chemicals).

## Biofuels

FutureFuel’s biofuels business segment manufactures and markets biodiesel. Biodiesel revenues are generated through the sale of biodiesel to customers through FutureFuel’s distribution network at the Batesville Plant and through distribution facilities available at a leased oil storage facility near Little Rock, Arkansas at negotiated prices.

## Summary of long-lived assets and revenues by geographic area

All of FutureFuel’s long-lived assets are located in the U.S.

Most of FutureFuel’s sales are transacted with title passing at the time of shipment from the Batesville Plant, although some sales are transacted based on title passing at the delivery point. While many of FutureFuel’s chemicals are utilized to manufacture products that are shipped, further processed, and/or consumed throughout the world, the chemical products, with limited exceptions, generally leave the United States only after ownership has transferred from FutureFuel to the customer. Rarely is FutureFuel the exporter of record, never is FutureFuel the importer of record into foreign countries, and FutureFuel is not always aware of the exact quantities of its products that are moved into foreign markets by its customers. FutureFuel does track the addresses of its customers for invoicing purposes and uses this address to determine whether a particular sale is within or without the United States. FutureFuel’s revenues attributable to the United States and foreign countries (based upon the billing addresses of its customers) were as follows:

Three Months Ended	United States	All Foreign Countries	Total
March 31, 2011	\$ 51,577	\$ 3,664	\$ 55,241
March 31, 2010	\$ 42,929	\$ 4,834	\$ 47,763

For the three months ended March 31, 2011 and 2010, revenues from Mexico accounted for 6% and 9%, respectively, of total revenues. Other than Mexico, revenues from a single foreign country during the three months ended March 31, 2011 and 2010 did not exceed 1% of total revenues.

## Summary of business by segment

	For the three months ended March 31,	
	2011	2010
Revenues		
Chemicals	\$ 44,695	\$ 43,602
Biofuels	10,546	4,161



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Revenues	\$	55,241	\$	47,763
Segment gross profit				
Chemicals	\$	7,774	\$	9,226
Biofuels		(2,775 )		(1,285 )
Segment gross margins		4,999		7,941
Corporate expenses		(1,779 )		(2,162 )
Income before interest and taxes		3,220		5,779
Interest and other income		871		146
Interest and other expense		(139 )		(6 )
Provision for income taxes		(1,236 )		(2,260 )
Net income	\$	2,716	\$	3,659

Depreciation is allocated to segment costs of goods sold based on plant usage. The total assets and capital expenditures of FutureFuel have not been allocated to individual segments as large portions of these assets are shared to varying degrees by each segment, causing such an allocation to be of little value.

Notes to Consolidated Financial Statements of FutureFuel Corp.  
(Dollars in thousands, except per share amounts)  
(Unaudited)

## 10) Fair value measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Fair value accounting pronouncements also include a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on market data obtained from sources independent of FutureFuel. Unobservable inputs are inputs that reflect FutureFuel's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The hierarchy is broken down into three levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

FutureFuel's short position on marketable debt securities has been classified within level 2 as the valuation inputs are indirectly observable for the liability.

The following tables provide information by level for assets and liabilities that are measured at fair value, on a recurring basis, at March 31, 2011 and December 31, 2010.

Description	Fair Value at March 31, 2011	Asset/(Liability) Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Derivative instruments	\$ (1,812 )	\$ (1,812 )	\$ -	\$ -
Preferred stock, trust preferred securities, and other equity instruments	\$ 52,014	\$ 52,014	\$ -	\$ -
Short position on marketable debt securities	\$ (2,579 )	\$ -	\$ (2,579 )	\$ -

Description	Fair Value at December 31, 2010	Asset/(Liability) Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Derivative instruments	\$ (1,649 )	\$ (1,649 )	\$ -	\$ -
Preferred stock, trust preferred securities, and other equity instruments	\$ 28,200	\$ 28,200	\$ -	\$ -
Short position on marketable debt securities	\$ (19,295 )	\$ -	\$ (19,295 )	\$ -



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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read together with our consolidated financial statements, including the notes thereto, set forth herein. This discussion contains forward-looking statements that reflect our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements. See "Forward Looking Information" below for additional discussion regarding risks associated with forward-looking statements.

### Results of Operations

#### In General

We break our chemicals business into two main product groups: custom manufacturing and performance chemicals. Custom manufacturing consists of products made for specific customers based upon specifications provided by such customers. Major products in the custom manufacturing group include:

(i) nonanoyloxybenzene-sulfonate, a bleach activator manufactured exclusively for The Procter & Gamble Company for use in a household detergent; and (ii) a proprietary herbicide (and intermediates) manufactured exclusively for Arysta LifeScience North America Corporation. The custom manufacturing group also includes agrochemicals as well as industrial and consumer products (cosmetics and personal care products, ink colorants, adhesion promoters, polymer additives, polymer and specialty dyes, specialty polymers, photographic and imaging chemicals, and food additives).

Revenues generated from the bleach activator are based on a supply agreement with the customer. The supply agreement stipulates selling price per kilogram based on volume sold, with price moving up as volumes move down, and vice-versa. The current contract expires in March 2013. We pay for raw materials required to produce the bleach activator. The contract with the customer provides that the price received by us for the bleach activator is indexed to changes in certain items, enabling us to pass along most inflationary increases in production costs to the customer.

We have been the primary manufacturer for our customer of a proprietary herbicide and certain intermediates. These products are facing generic competition, and no assurances can be given that we will remain the primary manufacturer for this product line. The contracts automatically renew for successive one-year periods, subject to the right of either party to terminate the contract not later than 270 days prior to the end of the then current term for the herbicide and not later than 18 months prior to the then current term for the intermediates. No assurances can be given that these contracts will not be terminated. The customer supplies most of the key raw materials for production of the proprietary herbicide. There is no pricing mechanism or specific protection against cost changes for raw materials or conversion costs that we are responsible for purchasing and/or providing.

In 2008, we entered into a contract with a new customer for the toll manufacture of an industrial intermediate utilized in the antimicrobial industry. We invested approximately \$10 million in capital expenditures to modify and expand our plant to produce this industrial intermediate. The customer reimbursed these expenditures, which reimbursements have been classified as deferred revenue on our balance sheet and will be earned into income over the expected life of the product. The contract stipulates a price curve based on volumes sold and has an inflationary pricing provision whereby we pass along most inflationary changes in production costs to the customer. The contract expires in December 2013.

Pricing for the other custom manufacturing products is negotiated directly with the customer. Some, but not all, of these products have pricing mechanisms and/or protections against raw material or conversion cost changes.

Performance chemicals consist of specialty chemicals that are manufactured to general market-determined specifications and are sold to a broad customer base. The major product line in the performance chemicals group is SSIPA/LiSIPA, a polymer modifier that aids the properties of nylon. This group of products also includes sulfonated monomers and hydrotropes, specialty solvents, polymer additives, and chemical intermediates.

SSIPA/LiSIPA revenues are generated from a diverse customer base of nylon fiber manufacturers and other customers that produce condensation polymers. Contract sales are indexed to key raw materials for inflation; otherwise, there is no pricing mechanism or specific protection against raw material or conversion cost changes.

Pricing for the other performance chemical products is established based upon competitive market conditions. Some, but not all, of these products have pricing mechanism and/or specific protection against raw material or conversion cost changes.

We procure all of our own feedstock and only sell biodiesel for our own account. In rare instances, we purchase biodiesel from other producers for resale. We have the capability to process multiple types of vegetable oils and animal fats, we can receive feedstock by rail or truck, and we have completed the construction of substantial storage capacity to acquire feedstock at advantaged prices when market conditions permit. In 2009, we completed a project to increase our production capacity to 59 million gallons of biodiesel per year through the addition of a new continuous processing line. We initiated commercial production from this new line in May 2009. By the end of the second quarter of 2009, daily production volumes from the new processing line were demonstrated at approximately 80% of nameplate capacity. This production line was designed to produce biodiesel from feedstock with low fatty acids. We believe we successfully demonstrated our ability to keep this continuous processing line at or near capacity for sustained periods of time as well as our ability to procure and logistically handle large quantities of feedstock with low fatty acids. However, with the expiration of the \$1.00 federal blender's credit at the end of 2009, we determined that feedstock with low fatty acids were too costly to consistently produce biodiesel with positive margins. Accordingly, we redesigned our continuous line to produce biodiesel from feedstock with high fatty acids. We are still in the process of debugging this redesigned line.

There currently is uncertainty as to whether we will produce biodiesel in the future. This uncertainty results from: (i) changes in feedstock prices relative to biodiesel prices; (ii) continuance of the \$1.00 per gallon federal blender's tax credit, which credit terminates on December 31, 2011; and (iii) the permanency of government mandates. See "Risk Factors" below.

While biodiesel is the principal component of the biofuels segment, we also generate revenue from the sale of petrodiesel both in blends with our biodiesel and, from time to time, with no biodiesel added. Petrodiesel and biodiesel blends are available to customers at our leased storage facility in North Little Rock, Arkansas. In addition, we deliver blended product to a small group of customers within our region. We also sell refined petroleum products from time-to-time to maintain our status as a shipper on a common carrier pipeline.

The majority of our expenses are cost of goods sold. Cost of goods sold include raw material costs as well as both fixed and variable conversion costs, conversion costs being those expenses that are directly or indirectly related to the operation of our plant. Significant conversion costs include labor, benefits, energy, supplies, depreciation, and maintenance and repair. In addition to raw material and conversion costs, cost of goods sold includes environmental reserves and costs related to idle capacity. Finally, cost of goods sold includes hedging gains and losses recognized by us related to our biofuels segment. Cost of goods sold is allocated to the chemicals and biofuels business segments based on equipment and resource usage for most conversion costs and based on revenues for most other costs.

Operating costs include selling, general and administrative, and research and development expenses.

The discussion of results of operations that follows is based on revenues and expenses in total and for individual product lines and do not differentiate related party transactions.

Three Months Ended March 31, 2011 Compared to Three Months Ended March 31, 2010

#### Revenues

Revenues for the three months ended March 31, 2011 were \$55,241,000 as compared to revenues for the three months ended March 31, 2010 of \$47,763,000, an increase of 16%. Revenues from biofuels increased 153% and accounted

for 19% of total revenues in the first quarter of 2011 as compared to 9% in the first quarter of 2010. Revenues from chemicals increased 3% and accounted for 81% of total revenues in the first quarter of 2011 as compared to 91% in the first quarter of 2010. Within the chemicals segment, revenues for the first quarter of 2011 changed as follows as compared to the first quarter of 2010: revenues from the bleach activator decreased 11%; revenues from the proprietary herbicide and intermediates increased 4%; revenues from CPOs increased 22%; revenues from DIPB increased 10%; and revenues from other products increased 20%.

Revenues from the bleach activator and the proprietary herbicide and intermediates are together the most significant components of our revenue base, accounting for 49% of revenues for the three months ended March 31, 2011 as compared to 61% for the three months ended March 31, 2010. The decrease in revenue from the bleach activator during the first quarter of 2011 as compared to the first quarter of 2010 was attributable to reduced volumes in 2011. The future volume of and revenues from the bleach activator depend on both consumer demand for the product containing the bleach activator and the manufacturing, sales, and marketing priorities of our customer. We are unable to predict with certainty the revenues we will receive from this product in the future.

Revenues from CPOs and DIPB together increased 15% during the first quarter of 2011 compared to the first quarter of 2010. The combined increased revenues from these two products were almost entirely attributable to increased CPOs sales volumes. The end market for CPOs is the automotive industry and demand for this product has benefited from the recent improvement in general economic conditions in the United States.

Increased revenues in the first quarter of 2011 compared to the first quarter of 2010 from the biofuels segment resulted from increased regional sales of blended biodiesel and unblended petrodiesel. The volumes of biodiesel and blended biodiesel sold in the first quarter of 2010 were limited due to the expiration of the \$1.00 biodiesel blender's credit. With the reinstatement of this credit in December 2010, biodiesel sales have resumed. The reinstatement of the biodiesel blender's credit in December 2010 after its expiration in December 2009 makes a comparison of first quarter 2011 activity in the biofuel segment to first quarter 2010 activity meaningless.

#### Cost of Goods Sold and Distribution

Total cost of goods sold and distribution for the first three months of 2011 were \$50,242,000 as compared to total cost of goods sold and distribution for the first three quarter of 2010 of \$39,822,000, an increase of 26%.

Cost of goods sold and distribution for the first quarter of 2011 for our chemicals segment were \$36,921,000 as compared to cost of goods sold and distribution for the first quarter of 2010 of \$34,376,000. On a percentage basis, the 7% increase in cost of goods sold and distribution was higher than the 3% increase in chemicals segment revenues. The increase was primarily due to cost increases which we could not pass along to customers.

Cost of goods sold and distribution for the first quarter of 2011 for our biofuels segment were \$13,321,000 as compared to cost of goods sold and distribution for the first quarter of 2010 of \$5,446,000. On a percentage basis, cost of goods sold and distribution increased 145% versus an increase in revenues of 153%. This was due mostly to an increase in volume of product sold together with losses on derivative instruments. Such losses totaled \$3,750,000 in the first three months of 2011 as compared to losses of \$400,000 in the first three months of 2010. Our immediate recognition of derivative instrument gains and losses can cause our net income to be volatile from quarter to quarter due to the timing of the change in the derivative instrument relative to the sale of the biofuel.

#### Operating Expenses

Operating expenses decreased 18%, from \$2,162,000 in the first three months of 2010 to \$1,779,000 in the first three months of 2011. Compensation expense increased 11% as a result of an increase in work force. Research and development expense decreased 16% from \$900,000 for the first three months of 2010 to \$753,000 in 2011; this decrease was the result of a temporary shift in resources from research and development activities to plant support and capital projects.

#### Provision for Income Taxes



The effective tax rates for the three months ended March 31, 2011 and 2010 reflect our expected tax rate on reported operating earnings before income taxes. We have determined that we do not believe that we have a more likely than not probability of realizing a portion of our deferred tax assets. As such, we have recorded a valuation allowance of \$308,000 at March 31, 2011 and \$277,000 at December 31, 2010.

## Critical Accounting Estimates

## Revenue Recognition

For most product sales, revenue is recognized when product is shipped from our facilities and risk of loss and title have passed to the customer, which is in accordance with our customer contracts and the stated shipping terms. Nearly all custom manufactured products are manufactured under written contracts. Performance chemicals and biodiesel are generally sold pursuant to the terms of written purchase orders. In general, customers do not have any rights of return, except for quality disputes. However, all of our products are tested for quality before shipment, and historically returns have been inconsequential. We do not offer volume discounts, rebates, or warranties.

Revenue from bill and hold transactions in which a performance obligation exists is recognized when the total performance obligation has been met. Bill and hold transactions for four specialty chemical products in the first quarters of 2011 and 2010 related to revenue that was recognized in accordance with contractual agreements based on product produced and ready for use. These sales were subject to written monthly purchase orders with agreement that production was reasonable. The inventory was custom manufactured and stored at the customer's request and could not be sold to another buyer. Credit and payment terms for bill and hold customers are similar to other specialty chemical customers. Sales revenue under bill and hold arrangements were \$15,040,000 and \$14,614,000 for the three months ended March 31, 2011 and 2010, respectively.

## Liquidity and Capital Resources

Our net cash provided by (used in) operating activities, investing activities, and financing activities for the three months ended March 31, 2011 and 2010 are set forth in the following table.

(Dollars in thousands)

	March 31, 2011	March 31, 2010
Net cash provided by operating activities	\$22,966	\$1,381
Net cash used in investing activities	\$(30,696)	\$(8,075)
Net cash provided by (used in) financing activities	\$(3,964)	\$45,777

## Operating Activities

Cash provided by operating activities increased from \$1,381,000 during the first three months of 2010 to \$22,966,000 during the first three months of 2011. Cash provided by (used in) the change in accounts receivable increased from \$(2,973,000) in the first three months of 2010 to \$8,114,000 in the first three months of 2011. This increase was primarily attributable to the collection of the \$1.00 per gallon biodiesel blender's credit which was booked as an accounts receivable at December 31, 2010. Cash provided by (used in) the change in accounts payable increased from \$(3,697,000) in the first three months of 2010 to \$7,853,000 in the first three months of 2011. This increase was largely attributable to the timing of payments related to purchases of inventory and capital expenditures. In addition, cash provided by the change in deferred revenue increased from \$2,081,000 in the first three months of 2010 to \$5,277,000 in the first three months of 2011, a result of the progress made on capital projects we have undertaken on behalf of our customers. Offsetting these increases in cash provided by operating activities is an increase in the cash used for inventories. Such usage increased from \$(2,737,000) in the three months ended March 31, 2010 to \$(3,827,000) in the three months ended March 31, 2011. This increase in inventories is largely the result of a build in biodiesel feed stocks.

## Investing Activities

Cash used in investing activities increased from \$8,075,000 in the first three months of 2010 to \$30,696,000 in the first three months of 2011. This increase was primarily attributable to our investing activities as cash used in the purchase of marketable securities increased from \$6,034,000 in the first three months of 2010 to \$58,311,000 in the first three months of 2011. Partially offsetting this increase in cash used are increases in cash provided by investing activities totaling \$16,400,000 and \$19,577,000 related to activity in our restricted cash account and sales of marketable securities in the first three months of 2011.

## Financing Activities

Cash provided by (used in) financing activities decreased from \$45,777,000 in the first quarter of 2010 to \$(3,964,000) in the first quarter of 2011. This change is primarily the result of a lack of warrants to purchase shares of our common stock being exercised in the first three months of 2011 as they were in the first three months of 2010. The warrants issued by us in 2006 expired in July 2010. Additionally, we paid a special cash dividend in the first quarter of 2011 in the aggregate amount of \$3,999,000. No such dividend was paid in the first three months of 2010.

## Credit Facility

We entered into a \$50 million credit agreement with a commercial bank in March 2007. The loan is a revolving facility the proceeds of which may be used for our working capital, capital expenditures, and general corporate purposes. The facility terminates on June 30, 2013. Advances are made pursuant to a borrowing base. Advances are secured by a perfected first priority security interest in our accounts receivable and inventory. The interest rate floats at certain margins over LIBOR or base rate based upon the leverage ratio from time to time. There is an unused commitment fee. The ratio of total funded debt to EBITDA may not be less than 3:1. We had no borrowings under this credit agreement at March 31, 2011 or December 31, 2010.

We intend to fund future capital requirements for our businesses from cash flow generated by us as well as from existing cash and cash investments and borrowings under the credit facility. We do not believe there will be a need to issue any securities to fund such capital requirements.

## Special Dividend

In the first quarter of 2011, we declared a special cash dividend in the amount of \$0.10 per share on our common stock, with a record date of March 1, 2011 and a payment date of March 15, 2011. The special cash dividend amounted to approximately \$3,999,000.

## Capital Management

As a result of our initial equity offering, our subsequent positive operating results, and the exercise of warrants, we accumulated excess working capital. Some of this excess working capital was paid out in 2008, 2009, 2010, and the first quarter of 2011 as a special cash dividend. We intend to retain the remaining cash to fund infrastructure and capacity expansion at our Batesville plant and to pursue complementary acquisitions in the energy and chemical industries. Third parties have not placed significant restrictions on our working capital management decisions.

These funds were predominantly held in cash or cash equivalents at multiple financial institutions. In the first quarter of 2011 and in 2010, we also had investments in certain preferred stock, trust preferred securities, and other equity instruments. We classify these investments as current assets in the accompanying consolidated balance sheets and designate them as being "available-for-sale". Accordingly, they are recorded at fair value, with the unrealized gains and losses, net of taxes, reported as a component of stockholders' equity. The fair value of these preferred stock, trust preferred securities, and other equity instruments, including accrued interest, totaled \$52,014,000 and \$28,200,000 at March 31, 2011 and December 31, 2010, respectively.

At March 31, 2011 and December 31, 2010, we also had a short position in certain marketable debt securities. The purpose of this position was to help mitigate the potential negative impact an increase in interest rates would have on other marketable securities we had purchased. The securities comprising this position are carried at fair value, with unrealized gains and losses reported as a component of net income. We realized losses of \$69,000 on these securities in the first quarter of 2011. No such losses were recognized the first quarter of 2010. The fair value of these

securities totaled \$(2,579,000) and \$(19,295,000) at March 31, 2011 and December 31, 2010, respectively. The margin account maintained with a broker to collateralize these securities carried a balance of \$4,685,000 and \$21,086,000 at March 31, 2011 and December 31, 2010, respectively, and is classified as restricted cash and cash equivalents in the consolidated balance sheet.

Lastly, we maintain depository accounts such as checking accounts, money market accounts, and other similar accounts at selected financial institutions.

### Off-Balance Sheet Arrangements

We engage in two types of hedging transactions. First, we hedge our biofuels sales through the purchase and sale of futures contracts and options on futures contracts of energy commodities. This activity was captured on our balance sheet at March 31, 2011 and December 31, 2010. Second, we hedge our biofuels feedstock through the execution of purchase contracts and supply agreements with certain vendors. These hedging transactions are recognized in earnings and were not recorded on our balance sheet at March 31, 2011 or December 31, 2010 as they do not meet the definition of a derivative instrument as defined under accounting principles generally accepted in the U.S. The purchase of biofuels feedstock generally involves two components: basis and price. Basis covers any refining or processing required as well as transportation. Price covers the purchases of the actual agricultural commodity. Both basis and price fluctuate over time. A supply agreement with a vendor constitutes a hedge when we have committed to a certain volume of feedstock in a future period and have fixed the basis for that volume.

At March 31, 2011 and December 31, 2010, we had a short position in certain marketable debt securities. The purpose of this position was to help mitigate the potential negative impact an increase in interest rates would have on other marketable securities we have purchased. We are committed to repurchase these short-sold securities in the future. We are required to maintain a margin account at a broker to collateralize this obligation. It is possible that this margin account balance will not be sufficient to meet our obligations, which would place an additional commitment on our available cash balances.

### Other Matters

We entered into an agreement with a customer to construct at a fixed price a processing plant and produce a certain chemical for the customer. We engaged a third party to act as general contractor on the construction of this plant for a guaranteed price. That general contractor defaulted on its obligations under its contract with us and abandoned the project. As a result, we undertook the general contractor role ourselves. We also filed suit against our former contractor to recoup any damages that we may incur as a result of his default. The former contractor counterclaimed against us for amounts he asserts are due him under our contract with him. At this time, we are unable to determine what effect the general contractor's default and/or his counterclaim will have on us or on our financial condition.

We entered into an agreement with a biodiesel trade association to pay certain fees and dues to the association in order to obtain access and registration to the association's compiled biodiesel health effects data ("HED") required by the Environmental Protection Agency for biodiesel manufacturers. Manufacturers of biodiesel who pay their fair share of costs for the HED can have access to and obtain registration with the Environmental Protection Agency. We brought suit against the trade association for rescission of the agreement for various reasons including, among other things, that we already paid our fair share of costs for the data to the trade association; and that the fees and dues structure of the trade association were overly excessive and against public policy. The trade association filed suit against us for collection of alleged fees and dues owed by us to it. At this time, we are unable to determine what effect the trade association's suit against us will have on us or on our financial condition.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

In recent years, general economic inflation has not had a material adverse impact on our costs and, as described elsewhere herein, we have passed some price increases along to our customers. However, we are subject to certain market risks as described below.

Market risk represents the potential loss arising from adverse changes in market rates and prices. Commodity price risk is inherent in the chemical and biofuels business both with respect to input (electricity, coal, biofuels feedstock, etc.) and output (manufactured chemicals and biofuels).

We seek to mitigate our market risks associated with the manufacturing and sale of chemicals by entering into term sale contracts that include contractual market price adjustment protections to allow changes in market prices of key raw materials to be passed on to the customer. Such price protections are not always obtained, however, so raw material price risk remains significant.

In order to manage price risk caused by market fluctuations in biofuels prices, we may enter into exchange traded commodity futures and options contracts. We account for these derivative instruments in accordance with ASC 815-20-25, Derivatives and Hedging, Hedging-General, Recognition. Under this standard, the accounting for changes in the fair value of a derivative instrument depends upon whether it has been designated as an accounting hedging relationship and, further, on the type of hedging relationship. To qualify for designation as an accounting hedging relationship, specific criteria must be met and appropriate documentation maintained. We had no derivative instruments that qualified under these rules as designated accounting hedges in the first quarter of 2011 or 2010. Changes in the fair value of our derivative instruments are recognized at the end of each accounting period and recorded in the statement of operations as a component of cost of goods sold.

Our immediate recognition of derivative instrument gains and losses can cause net income to be volatile from quarter to quarter due to the timing of the change in value of the derivative instruments relative to the sale of biofuel being sold. As of March 31, 2011 and December 31, 2010, the fair values of our derivative instruments were a net liability in the amount of \$1,812,000 and \$1,649,000, respectively.

Our gross profit will be impacted by the prices we pay for raw materials and conversion costs (costs incurred in the production of chemicals and biofuels) for which we do not possess contractual market price adjustment protection. These items are principally comprised of animal fat, electricity, and petrodiesel. The availability and price of these items are subject to wide fluctuations due to unpredictable factors such as weather conditions, overall economic conditions, governmental policies, commodity markets, and global supply and demand.

We prepared a sensitivity analysis of our exposure to market risk with respect to key raw materials and conversion costs for which we do not possess contractual market price adjustment protections, based on average prices for the first three months of 2011. We included only those raw materials and conversion costs for which a hypothetical adverse change in price would result in a 1% or greater decrease in gross profit. Assuming that the prices of the associated finished goods could not be increased and assuming no change in quantities sold, a hypothetical 10% change in the average price of the commodity listed below would result in the following change in annual gross profit.

(Volumes and dollars in thousands)

Item	Volume(a) Requirements	Units	Hypothetical Adverse Change in Price	Decrease in Gross Profit	Percentage Decrease in Gross Profit
Animal fat	11,251,669	LB	10%	\$ 387	7.7%
Ultra low sulphur diesel	1,070,167	GAL	10%	\$ 253	5.1%
Natural gas	263,606	MCF	10%	\$ 129	2.6%
Electricity	22,085	MWH	10%	\$ 113	2.3%
Propionic anhydride	958,292	LB	10%	\$ 98	2.0%
Caustic soda	6,153,212	LB	10%	\$ 82	1.6%

(a) Volume requirements and average price information are based upon volumes used and prices obtained for the three months ended March 31, 2011. Volume requirements may differ materially from these quantities in future years as our business evolves.

We had no borrowings as of March 31, 2011 or December 31, 2010 and, as such, we were not exposed to interest rate risk for those years. Due to the relative insignificance of transactions denominated in a foreign currency, we consider our foreign currency risk to be immaterial.



At March 31, 2011 and December 31, 2010, we had a short position in certain marketable debt securities. The purpose of this position was to help mitigate the potential negative impact an increase in interest rates would have on our other marketable securities. The fair value of the securities totaled \$(2,579,000) and \$(19,295,000) at March 31, 2011 and December 31, 2010, respectively. We maintain a margin account to collateralize these marketable debt securities. This margin account maintained a balance of \$4,685,000 and \$21,086,000 at March 31, 2011 and December 31, 2010, respectively, and is classified as restricted cash and cash equivalents in our consolidated balance sheet included herein. We will be obligated to purchase these securities at a future date. To the extent that these marketable debt securities appreciate in value, we are exposed to off-balance sheet risks.

Item 4. Controls and Procedures.

Under the supervision and with the participation of our chief executive officer and our principal financial officer and other senior management personnel, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934, as amended (“Exchange Act”)) as of the end of the period covered by this report. Based on that evaluation, our chief executive officer and our principal financial officer have concluded that these disclosure controls and procedures as of March 31, 2011 were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms.

There were no changes in our internal control over financial reporting during our last fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

PART II  
OTHER INFORMATION

Item 1. Legal Proceedings.

We are not a party to, nor is any of our property subject to, any material pending legal proceedings, other than ordinary routine litigation incidental to our business. However, from time to time, we may be parties to, or targets of, lawsuits, claims, investigations, and proceedings, including product liability, personal injury, asbestos, patent and intellectual property, commercial, contract, environmental, antitrust, health and safety, and employment matters, which we expect to be handled and defended in the ordinary course of business. While we are unable to predict the outcome of any matters currently pending, we do not believe that the ultimate resolution of any such pending matters will have a material adverse effect on our overall financial condition, results of operations, or cash flows. However, adverse developments could negatively impact earnings or cash flows in future periods.

Item 1A. Risk Factors.

See our Form 10-K, Annual Report for the year ended December 31, 2010 filed with the SEC on March 16, 2011 for a description of "Risk Factors" relating to an investment in us. There are no material changes from the risk factors disclosed in such filing.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. [Removed and Reserved.]

Item 5. Other Information.

Shares of our common stock began trading on the New York Stock Exchange on March 23, 2011.

Item 6. Exhibits.

Exhibit	Description
3.1.	Fourth Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit No. 3.3.f to Amendment No. 2 to Form 10 filed February 29, 2008)
3.2.	FutureFuel Corp.'s Bylaws (incorporated by reference to Exhibit No. 3.2.a to Form 10 filed April 24, 2007)
4.1.	Investor Rights Agreement dated July 12, 2006 among FutureFuel Corp., CRT Capital Group LLC and KBC Peel Hunt Ltd (incorporated by reference to Exhibit No. 4.4 to Form 10 filed April 24, 2007)
4.2.	Registration Rights Agreement dated July 12, 2006 among FutureFuel Corp., St. Albans Global Management, Limited Partnership, LLLP, Lee E. Mikles as Trustee of the Lee E. Mikles Gift Trust dated October 6, 1999, Lee E. Mikles as Trustee of the Lee E. Mikles Revocable Trust dated March 26, 1996, Douglas D. Hommert as Trustee of the Douglas D. Hommert Revocable Trust, Edwin A. Levy, Joe C. Leach, Mark R. Miller, RAS LLC, Edwin L. Wahl, Jeffery H. Call and Ken Fenton (incorporated by reference to Exhibit No. 4.5 to Form 10 filed April 24, 2007)
10.1.	Registrar Agreement dated June 27, 2008 between FutureFuel Corp. and Computershare Investor Services (Channel Islands) Limited (incorporated by reference to Exhibit No. 10.2 to Form 10-K filed March 16, 2009)
10.2.	Storage and Thruput Agreement dated November 1, 2006 between FutureFuel Chemical Company and Center Point Terminal Company (incorporated by reference to Exhibit No. 10. to Form 10 filed April 24, 2007)
10.3.	Commodity Trading Advisor Agreement dated November 1, 2006 between FutureFuel Chemical Company and Apex Oil Company, Inc. (incorporated by reference to Exhibit No. 10.5 to Form 10 filed April 24, 2007)
10.4.	Service Agreement dated November 1, 2006 between FutureFuel Corp. and Pinnacle Consulting, Inc. (incorporated by reference to Exhibit No. 10.6 to Form 10 filed April 24, 2007)
10.5.	Purchase Agreement made and entered into as of April 1, 2008 between The Procter & Gamble Manufacturing Company, The Procter & Gamble Distributing LLC and Procter & Gamble International Operations SA, as buyer, and FutureFuel Chemical Company, as seller (portions of the exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.7 to Form 10-Q filed August 14, 2008.)
10.6.	Custom Manufacturing Agreement dated September 1, 1992 between Tomen Corporation and Eastman Kodak Company, as amended October 2, 1992, February 1, 1993, March 19, 1993, September 28, 1995, October 30, 1998, May 24, 1999, November 10, 1999, December 12, 2000 and July 25, 2006 (portions of the exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit No. 10.8 to Form 10 filed April 24, 2007)
10.7.	Conversion Agreement dated October 1, 1993 between Tomen Corporation and Eastman Chemical Company, as amended March 7, 1994, May 13, 1994, May 17, 1994, June 14, 1994, July 19, 1994, August 17, 1994, February 10, 1995, May 25, 1995, October 15, 1997, March 27, 1998, June 23, 1998, September 29, 1998, October 30, 1998, November 10, 1999 and July 25, 2006

- (portions of the exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit No. 10.9 to Form 10 filed April 24, 2007)
- 10.8. Credit Agreement dated March 14, 2007 between FutureFuel Chemical Company and Regions Bank (portions of the exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit No. 10.10 to Form 10 filed April 24, 2007)
  - 10.9. Revolving Credit Promissory Note dated March 14, 2007 executed by FutureFuel Chemical Company and payable to the order of Regions Bank (incorporated by reference to Exhibit No. 10.11 to Form 10 filed April 24, 2007)
  - 10.10. Security Agreement -Accounts and Inventory dated March 14, 2007 executed by FutureFuel Chemical Company in favor of Regions Bank (incorporated by reference to Exhibit No. 10.12 to Form 10 filed April 24, 2007)
  - 10.11. Continuing Unlimited Guaranty Agreement dated March 14, 2007 executed by FutureFuel Corp. in favor of Regions Bank (incorporated by reference to Exhibit No. 10.13 to Form 10 filed April 24, 2007)
  - 10.12. Second Modification Agreement dated March 14, 2010 between FutureFuel Chemical Company and Regions Bank (incorporated by reference to Exhibit 10.12 to Form 10-K filed March 16, 2011)
  - 10.13. Time Sharing Agreement dated April 18, 2007 between Apex Oil Company, Inc. and FutureFuel Corp. (incorporated by reference to Exhibit No. 10.15 to Form 10 filed April 24, 2007)
  - 10.14. Omnibus Incentive Plan (incorporated by reference to Exhibit No. 10.16 to Amendment No. 1 to Form 10 filed June 26, 2007)
  - 10.15. Assistance Agreement effective June 16, 2010 between FutureFuel Chemical Company and the U.S. Department of Energy/National Energy Technology Laboratory (portions of exhibit omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.15 to Form 10-K filed March 16,2011)
  11. Statement re Computation of per Share Earnings
  - 31(i). Rule 13a-15(e)/15d-15(e) Certification of chief executive officer
  - 31(ii). Rule 13a-15(e)/15d-15(e) Certification of principal financial officer
  32. Section 1350 Certification of chief executive officer and principal financial officer

### Special Note Regarding Forward Looking Information

This report, and the documents incorporated by reference into this report, contain forward-looking statements. Forward-looking statements deal with our current plans, intentions, beliefs, and expectations, and statements of future economic performance. Statements containing such terms as “believe,” “do not believe,” “plan,” “expect,” “intend,” “estimate,” “anticipate,” and other phrases of similar meaning are considered to contain uncertainty and are forward-looking statements. In addition, from time to time we or our representatives have made or will make forward-looking statements orally or in writing. Furthermore, such forward-looking statements may be included in various filings that we make with the SEC, or in press releases, or in oral statements made by or with the approval of one of our authorized executive officers.

These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, those set forth under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in our future filings made with the SEC. You should not place undue reliance on any forward-looking statements contained in this report which reflect our management’s opinions only as of their respective dates. Except as required by law, we undertake no obligation to revise or publicly release the results of any revisions to forward-looking statements. The risks and uncertainties described in this report and in subsequent filings with the SEC are not the only ones we face. New factors emerge from time to time, and it is not possible for us to predict which will arise. There may be additional risks not presently known to us or that we currently believe are immaterial to our business. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. If any such risks occur, our business, operating results, liquidity, and financial condition could be materially affected in an adverse manner. You should consult any additional disclosures we have made or will make in our reports to the SEC on Forms 10-K, 10-Q, and 8-K, and any amendments thereto. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this report.

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.

FUTUREFUEL CORP.

By: /s/ Douglas D. Himmert  
Douglas D. Himmert, Executive Vice President, Secretary  
and Treasurer

Date: May 9, 2011

