

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

**Form 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2010

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-14649

**Trex Company, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**54-1910453**

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

**160 Exeter Drive, Winchester, Virginia**

(Address of principal executive offices)

**22603-8605**

(Zip Code)

**(540) 542-6300**

Registrant's telephone number, including area code:

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class:

**Common Stock, par value \$0.01 per share**

Name of each exchange on which registered:

**New York Stock Exchange**

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting Company)

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

The aggregate market value of the registrant's common equity held by non-affiliates of the registrant at June 30, 2010, which was the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$290.8 million based on the closing price of the common stock as reported on the New York Stock Exchange on such date and assuming, for purposes of this computation only, that the registrant's directors, executive officers and beneficial owners of 10% or more of the registrant's common stock are affiliates.

The number of shares of the registrant's common stock outstanding on March 4, 2011 was 15,545,849.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the following documents are incorporated by reference in this Form 10-K as indicated herein:

Document

Proxy Statement relating to

Registrant's 2011

Annual Meeting of Stockholders

Part of 10-K into which incorporated

Part III

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**NOTE ON FORWARD-LOOKING STATEMENTS**

This report, including the information it incorporates by reference, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections. All statements regarding our expected financial position and operating results, our business strategy, our financing plans, forecasted demographic and economic trends relating to our industry and similar matters are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as “believe,” “may,” “will,” “anticipate,” “estimate,” “expect” or “intend.” We cannot promise you that our expectations in such forward-looking statements will turn out to be correct. Our actual results could be materially different from our expectations because of various factors, including the factors discussed under “Risk Factors” in this report.

## PART I

Some of the information contained in this report concerning the markets and industry in which we operate is derived from publicly available information and from industry sources. Although we believe that this publicly available information and the information provided by these industry sources are reliable, we have not independently verified the accuracy of any of this information.

### Item 1. Business

#### General

Trex Company, Inc., (the “Company”), founded as a Delaware corporation in 1998, is the largest U.S. manufacturer of wood-alternative decking and railing products, which are marketed under the brand name Trex®. Our principal executive offices are located at 160 Exeter Drive, Winchester, Virginia 22603, and our telephone number at that address is (540) 542-6300.

#### Products

We offer a comprehensive set of aesthetically durable, low maintenance product offerings in the decking, railing, fencing and trim categories. We believe that the range and variety of our product offerings allow consumers to design much of their outdoor living space using Trex brand products.

The majority of our products are made in a proprietary process that combines waste wood fibers and reclaimed polyethylene. Our decking, railing, fencing and trim products are provided in a wide selection of popular sizes and lengths and are available with several finishes and/or numerous colors.

We market our decking products under seven brand names:

- Trex Transcend®, which features a protective shell for enhanced protection against fading, staining and scratching;
- Trex Accents®, which offers a smooth surface on one side and subtle wood grain on the other;
- Trex Accents Fire Defense®, which is a deck board that meets stringent fire resistant requirements for certain areas of the Western United States;
- Trex Brasilia®, which replicates the look of tropical hardwoods with a smooth surface and subtle, random color variations;
- Trex Contours®, which has a deep, wood grain surface;
- Trex Escapes®, which is an ultra-low maintenance cellular PVC deck board; and
- Trex Origins®, which features a smooth surface.

We also have Trex Hideaway®, which is a hidden fastening system for specially grooved boards.

In January 2011, we announced the introduction of Trex Transcend Porch Flooring and Railing System, which is an integrated system of porch components and accessories, and which is expected to be available at retail beginning in April 2011.

Our two railing products are Trex Transcend Railing and Trex Designer Series Railing®. Trex Transcend Railing is available in the colors of Trex Transcend decking and the finishes that make it appropriate for use with Trex decking products as well as other decking materials, which we believe will enhance the sales prospects of our railing business. This railing product is manufactured with Fibrex® material, which is a patented technology that we license from Andersen Corporation. Our Designer Series Railing system consists of a decorative top and

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bottom rail, refined balusters, our Trex RailPost™, and post caps and skirts. In addition to its styling benefits for consumers, this railing is fast and easy to construct for contractors that use our TrexExpress™ assembly tool and system. The Designer railing is available in finishes and colors that compliment our decking products.

During 2010, we offered two fencing products. Each product consists of structural posts, bottom rail, pickets, top rail and decorative post caps. The Trex Seclusions® fencing product uses interlocking pickets for privacy, and the Trex Surroundings® fencing uses traditional pickets. In 2010, we announced that we are discontinuing the manufacture and sale of our fencing lines.

Our TrexTrim™ product is a low maintenance cellular PVC residential exterior trim product that offers exceptional workability, durability, visual appeal and a low level of required maintenance.

In late 2010, we announced the introduction of Trex DeckLighting™, a line of energy-efficient LED dimmable deck lighting, which is designed for use on posts, floors and steps. The line will include a post cap light, deck rail light, riser light and a recessed deck light. Trex DeckLighting will be available at retail beginning in March, 2011.

During 2010, we entered into three licensing agreements with third parties to manufacture and sell products under the Trex trademark. Trex Outdoor Furniture™ is a line of outdoor furniture products manufactured and sold by Poly-Wood, Inc. Created from Poly-Wood's unique blend of high-density polyethylene (HDPE) raw materials, the furniture is manufactured from more than 90 percent recycled content—including post-consumer materials, such as milk jugs and laundry detergent bottles. Trex DeckEscape® is an above joist deck drainage system manufactured and sold by Dri-Deck Enterprises, LLC. This system creates a dry space beneath the deck that is suitable for the installation of deck lighting, ceiling fans and finished ceilings. Trex CustomCurve™, manufactured and sold by CurveIt, LLC, is an on-site system that will allow contractors to heat and bend Trex products. Net sales recognized during 2010 for licensing agreements have not been material.

Trex products offer a number of significant aesthetic advantages over wood while eliminating many of wood's major functional disadvantages, which include warping, splitting and other damage from moisture. Our products require no staining, are resistant to moisture damage, provide a splinter-free surface and need no chemical treatment against rot or insect infestation. These features eliminate most of the on-going maintenance requirements for a wood deck and make Trex products less costly than wood over the life of the deck. Like wood, Trex products are slip-resistant (even when wet), can be painted or stained and are less vulnerable to damage from ultraviolet rays. Special characteristics (including resistance to splitting, the ability to bend, and ease and consistency of machining and finishing) facilitate deck, railing, fencing and trim installation, reduce contractor call-backs and afford customers a wide range of design options. Trex products do not have the tensile strength of wood and, as a result, are not used as primary structural members in posts, beams or columns used in a deck's substructure.

We have received product building code listings from the major U.S. and Canadian building code listing agencies for both our decking and railing systems. Our listings facilitate the acquisition of building permits by deck builders and promote consumer and industry acceptance of our products as an alternative to wood in decking. In addition, Trex Seclusions privacy fencing has passed the Miami/Dade County wind load testing, a widely regarded standard for assessing a fencing product's performance under extreme environmental conditions.

### **Growth Strategies**

Our long-term goal is to perpetuate our position as the leading producer of branded superior wood-alternative outdoor living products by increasing our market share and expanding into new product categories and geographic markets. To attain this goal, we intend to employ the following long-term strategies:

- *Innovation:* Bring to the market new products that address unmet consumer and trade professional needs. Provide a compelling value proposition through ease of installation, low maintenance, long-term durability and superior aesthetics.

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- *Brand:* Continue to build preference and commitment for the Trex brand with both the consumer and trade professional. Deliver on the brand's promise of superior quality, functionality, aesthetics and overall performance in the outdoor living space.
- *Channels:* Achieve comprehensive market segment and geographic coverage for Trex products by increasing the number of stocking dealers and retailers, thereby making our products available wherever our customers choose to purchase their decking, railing, and fencing and trim products.
- *Quality:* Continuously advance the quality of all operational and business processes, with the goal of achieving superior product quality and service levels, thereby giving our Company a sustainable competitive advantage.
- *Cost:* Through capital investments and process engineering, continuously seek to lower the cost to manufacture Trex products. Investments in plastic recycling capabilities will allow us to expand our ability to use a wider breadth of waste streams and, as a result, lower our raw material costs. We plan to concentrate on improving the productivity of our production process, from raw materials preparation through extrusion into finishing and packaging.

## **Customers and Distribution**

We distribute and/or sell our products through wholesale distribution, retail lumber dealers, Home Depot and Lowe's.

*Wholesale Distributors.* In 2010, we generated most of our net sales through our wholesale distribution network by selling Trex products to wholesale companies. Our distributors, in turn, marketed our products to retail lumber outlets across North America. Although our dealers sell to both homeowners and contractors, they primarily direct their sales at professional contractors, remodelers and homebuilders.

We believe that attracting wholesale distributors, who are committed to our products and marketing approach and can effectively sell higher value products to contractor-oriented lumber yards and other retail outlets, is important to our future growth. Our distributors are able to provide value-added service in marketing our products because they sell premium wood decking products and other innovative building materials that typically require product training and personal selling efforts. We typically appoint a distributor on a non-exclusive basis to distribute Trex products within a specified area. The distributor generally purchases our products at prices in effect at the time we ship the product to the distributor.

Based on our 2010 gross sales, sales to one of our distributors, Boise Cascade, exceeded 10% of our gross sales.

*Retail Lumber Dealers.* Our products are sold in independent lumber yards and building material specialty dealers that emphasize sales to contractors and builders. Although there is demand for our products from both the "do-it-yourself" homeowner and contractor, our sales efforts historically have emphasized the contractor-installed market. Contractor-installed decks generally are larger installations with professional craftsmanship. Our retail dealers generally provide sales personnel trained in Trex products, contractor training, inventory commitment and point-of-sale display support.

*Home Depot and Lowe's.* We sell our products through Home Depot and Lowe's stores. Home Depot and Lowe's purchase products directly from us for stocking on their shelves. They also purchase product through our wholesale distributors for special orders placed by consumers. Although Home Depot and Lowe's serve the contractor market, the largest part of their sales are to "do-it-yourself" homeowner customers that shop for their materials at Home Depot and Lowe's stores rather than at retail lumber dealers. We believe that brand exposure through Home Depot and Lowe's distribution promotes consumer acceptance and generates sales to contractors that purchase from independent dealers.

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### **Manufacturing Process**

We have manufacturing facilities in Winchester, Virginia and Fernley, Nevada, which had floor space of approximately 265,000 square feet and 250,000 square feet, respectively, at December 31, 2010. In September 2007, we suspended operations at our Olive Branch, Mississippi facility and consolidated all of our manufacturing operations into our Winchester and Fernley sites. Our manufacturing capacity utilization rate was 42%, excluding the Olive Branch facility, during the year ended December 31, 2010.

Trex products are primarily manufactured from waste wood fiber and reclaimed polyethylene, which we sometimes refer to as “PE material” in this report. Our primary manufacturing process involves mixing wood particles with plastic, heating and finally extruding, or forcing, the highly viscous and abrasive material through a profile die. We have many proprietary and skill-based advantages in this process.

Production of a non-wood decking alternative such as ours requires significant capital investment, special process expertise and time to develop. We have continuously invested the capital necessary to expand our manufacturing capacity and improve our manufacturing processes. We have also broadened the range of raw materials that we can use to produce a consistent and high-quality finished product. We maintain research and development operations in the Trex Technical Center adjacent to our Winchester, Virginia manufacturing facilities. In connection with our building code listings, we maintain a quality control testing program that is monitored by an independent inspection agency.

We utilize Six Sigma practices and Standard Lean Manufacturing methodology within our plant operations. We are incorporating the use of these tools throughout our Company in the planning and execution of those projects that are the most important to our success.

### **Suppliers**

The production of most of our products requires the supply of waste wood fiber and PE material.

We fulfill requirements for raw materials under both purchase orders and supply contracts. In the year ended December 31, 2010, we purchased substantially all of our waste wood fiber requirements under purchase orders, which do not involve long-term supply commitments. Substantially all of our PE material purchases are under short-term supply contracts that average approximately two years, for which pricing is negotiated as needed. The PE material supply contracts have not had a material adverse effect on our business.

*Waste Wood Fiber.* Woodworking plants or mills are our preferred suppliers of waste wood fiber because the waste wood fiber produced by these operations contains little contamination and is low in moisture. These facilities generate waste wood fiber as a byproduct of their manufacturing operations.

If the waste wood fiber meets our specifications, our waste wood fiber supply contracts generally require us to purchase at least a specified minimum and at most a specified maximum amount of waste wood fiber each year. Depending on our needs, the amount of waste wood fiber that we actually purchase within the specified range under any supply contract may vary significantly from year to year.

*PE Material.* The PE material we consumed in 2010 was primarily composed of recovered plastic film and plastic bags. Approximately two billion pounds of polyethylene resin are used in the manufacture of stretch film and plastic bags in the United States each year. We will continue to seek to meet our future needs for plastic from the expansion of our existing supply sources and the development of new sources, including post-industrial waste and plastic coatings. We believe our use of multiple sources provides us with a cost advantage and facilitates an environmentally responsible approach to our procurement of PE material.

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Our ability to source and use a wide variety of PE material is important to our cost strategy. We maintain this ability through the continued expansion of our plastic reprocessing operations in combination with the advancement of our proprietary material preparation and extrusion processes.

We own a 35% equity interest in a joint venture, Denplax S.A., which operates a plant in El Ejido, Spain, from which we purchase PE material. The plant accounted for approximately 12% of our supply of PE material in 2009. During 2010, we terminated our purchasing relationship with Denplax and replaced the supply stream with higher quality material purchased from domestic sources at competitive prices.

*Third-Party Manufacturing.* We outsource the production of certain products to third-party manufacturers under supply contracts that commit us to purchase minimum levels for each year extending through 2011. We are subject to monetary penalties if we fail to purchase a minimum volume as specified in the contracts.

### **Competition**

In decking, we compete with wood and other manufacturers of wood alternative decking products. Many of the conventional lumber suppliers with which we compete have established ties to the building and construction industry and have well-accepted products. In railing, we compete with wood and other manufacturers of composite, non-wood and plastic products, as well as with railings using metal, glass, vinyl and other materials. In privacy fencing, we compete with wood, vinyl and other manufacturers of composites. In trim, we compete against wood, engineered wood, fiber cement, and other manufacturers of cellular PVC and similar plastic products.

Our primary competition consists of wood products, which constituted a substantial majority of 2010 decking and railing sales, as measured by linear feet of lumber. A majority of the lumber used in wooden decks is pressure-treated lumber. Southern yellow pine and fir have a porosity that readily allows the chemicals used in the pressure treating process to be absorbed. The same porosity makes southern yellow pine susceptible to taking on moisture, which causes the lumber to warp, crack, splinter and expel fasteners. In addition to pine and fir, other segments of wood material for decking include redwood, cedar and tropical hardwoods, such as ipe, teak and mahogany. These products are often significantly more expensive than pressure-treated lumber, but do not eliminate many of the disadvantages of other wood products.

Industry studies indicate that we have the leading market share of the wood/plastic composite segment of the decking and railing market. Our principal competitors in the wood/plastic composite decking and railing market include Advanced Environmental Recycling Technologies, Inc., Fiber Composites, LLC, Tamko Building Products, Inc., Timbertech Limited, and Universal Forest Products, Inc.

We also compete with decking products made from 100% plastic lumber that utilizes polyethylene, fiberglass and PVC as raw materials. Although there are several companies in the United States that manufacture 100% plastic lumber, this segment accounted for only a small percentage of 2010 decking sales. We believe a number of factors have limited the success of 100% plastic lumber manufacturers, including poor product aesthetics and physical properties not considered suitable for decking, such as higher thermal expansion and contraction and poor slip resistance. We believe that Trex Escapes, an ultra-low maintenance cellular PVC deck board, is superior, both in terms of product aesthetics and physical properties, to other 100% plastic lumber products available in the market. Our principal competitor in this market is Azek Building Products, Inc.

Our ability to compete depends, in part, on a number of factors outside our control, including the ability of our competitors to develop new non-wood decking and railing alternatives that are competitive with our products. We believe that the principal competitive factors in the decking and railing market include product quality, price, aesthetics, maintenance cost, distribution and brand strength. We believe we compete favorably with respect to these factors. We believe that our products offer aesthetic and cost advantages over the life of a deck when compared to other types of decking and railing materials. Although a contractor-installed deck built



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with Trex products in 2010 using a pressure-treated wood substructure generally costs more than a deck made entirely from pressure-treated wood, Trex products eliminate most of the on-going maintenance required for a pressure-treated deck and are, therefore, less costly over the life of the deck. We believe that our manufacturing process and utilization of relatively low-cost raw material sources provide us with a competitive cost advantage relative to other wood/plastic composite and 100% plastic decking products. The scale of our operations also confers cost efficiencies in manufacturing, sales and marketing.

### **Government Regulation**

We are subject to federal, state and local environmental regulation. The emissions of particulates and other substances from our manufacturing facilities must meet federal and state air quality standards implemented through air permits issued to us by the Department of Environmental Quality of the Commonwealth of Virginia, the Division of Environmental Protection of Nevada's Department of Conservation and Natural Resources and the Mississippi Department of Environmental Quality. Our facilities are regulated by federal and state laws governing the disposal of solid waste and by state and local permits and requirements with respect to wastewater and storm water discharge. Compliance with environmental laws and regulations has not had a material adverse effect on our business, operating results or financial condition.

Our operations also are subject to work place safety regulation by the U.S. Occupational Safety and Health Administration, the Commonwealth of Virginia, the State of Nevada and the State of Mississippi. Our compliance efforts include safety awareness and training programs for our production and maintenance employees.

### **Intellectual Property**

Our success depends, in part, upon our intellectual property rights relating to our products, production processes and other operations. We rely upon a combination of trade secret, nondisclosure and other contractual arrangements, and patent, copyright and trademark laws, to protect our proprietary rights. We have made substantial investments in manufacturing process improvements that have enabled us to increase manufacturing line production rates, facilitated our development of new products, and produced improvements in our existing products' dimensional consistency, surface texture and color uniformity.

Intellectual property rights may be challenged by third parties and may not exclude competitors from using the same or similar technologies, brands or works. We seek to secure effective rights for our intellectual property, but cannot provide assurance that third parties will not successfully challenge, or avoid infringing, our intellectual property rights.

We have obtained two patents for complementary methods of preparing the raw materials for the manufacturing phase of production, one patent on an apparatus for implementing one of the methods, and one patent on a tool for use with the installation of the decking board. We intend to maintain our existing patents in effect until they expire, beginning in 2015, as well as to seek additional patents as we consider appropriate.

We consider our trademarks to be of material importance to our business plans. The U.S. Patent and Trademark Office has granted us federal registrations for many of our trademarks. Federal registration of trademarks is effective for as long as we continue to use the trademarks and renew their registrations. We do not generally register any of our copyrights with the U.S. Copyright Office, but rely on the protection afforded to such copyrights by the U.S. Copyright Act. This law provides protection to authors of original works, whether published or unpublished, and whether registered or unregistered. We enter into confidentiality agreements with our employees and limit access to and distribution of our proprietary information. If it is necessary to disclose proprietary information to third parties for business reasons, we require that such third parties sign a confidentiality agreement prior to any disclosure.

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### Employees

At December 31, 2010, we had approximately 550 full-time employees, approximately 400 of whom were employed in our manufacturing operations. Our employees are not covered by collective bargaining agreements. We believe that our relationships with our employees are favorable.

### Web Sites and Additional Information

The SEC maintains an Internet web site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements, and other information regarding our Company. In addition, we maintain an Internet corporate web site at [www.trex.com](http://www.trex.com). We make available through our web site our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, as soon as reasonably practicable after we electronically file or furnish such material with or to the SEC. We do not charge any fees to view, print or access these reports on our web site. The contents of our web site are not a part of this report.

### Executive Officers and Directors

The table below sets forth information concerning our executive officers and directors as of February 16, 2011.

<u>Name</u>	<u>Age</u>	<u>Positions with Company</u>
Ronald W. Kaplan	59	Chairman, President and Chief Executive Officer; Director
James E. Cline	59	Vice President and Chief Financial Officer
J. Mitchell Cox	52	Vice President, Sales
William R. Gupp	51	Chief Administrative Officer, General Counsel and Secretary
F. Timothy Reese	58	Vice President, Operations
Adam D. Zambanini	34	Vice President, Marketing
William F. Andrews	79	Director
Paul A. Brunner	75	Director
Jay M. Gratz	58	Director, Lead Independent Director
Frank H. Merlotti, Jr.	60	Director
Richard E. Posey	64	Director
Patricia B. Robinson	58	Director

*Ronald W. Kaplan* has served as Chairman, President and Chief Executive Officer of the Company since May 2010. From January 2008 to May 2010, Mr. Kaplan served as a director and President and Chief Executive Officer of the Company. From February 2006 through December 2007, Mr. Kaplan served as Chief Executive Officer of Continental Global Group, Inc., a manufacturer of bulk material handling systems. From July 2005 to February 2006, Mr. Kaplan was an independent consultant. From 1979 to July 2005, Mr. Kaplan was employed by Harsco Corporation, an international industrial services and products company, at which he served in a number of capacities, including as Senior Vice President-Operations, and, from 1994 through June 2005, as President of Harsco's Gas Technologies Group, which manufactures containment and control equipment for the global gas industry. Mr. Kaplan received a B.A. degree in economics from Alfred University and an M.B.A. degree from the Wharton School of Business, University of Pennsylvania.

*James E. Cline* has served as Vice President and Chief Financial Officer of the Company since March 2008. Mr. Cline served from July 2005 through December 2007 as the President of Harsco GasServ, a subsidiary of Harsco Corporation and a manufacturer of containment and control equipment for the global gas industry. From January 2008 through February 2008, in connection with the purchase of Harsco GasServ by Taylor-Wharton International LLC, which is owned by Windpoint Partners Company, Mr. Cline served as a consultant to the buyers by providing transition management and financial services. From April 1994 through June 2005, Mr. Cline served as the Vice President and Controller of Harsco GasServ. Mr. Cline served in various capacities

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with Huffy Corporation from June 1976 to February 1994, including as the Director of Finance of its True Temper Hardware subsidiary, a manufacturer of lawn care and construction products with nine manufacturing locations in the United States, Canada and Ireland. Mr. Cline received a B.S.B.A. degree in accounting from Bowling Green State University.

*J. Mitchell Cox* has served as Vice President, Sales of the Company since September 2005. From 1981 to August 2005, Mr. Cox was employed by Kraft Foods Inc., an international manufacturer of packaged food and beverage products, at which he served in a number of capacities, including Region Vice President from 1996 to August 2005; Director of Category Management from 1994 to 1996; and Division Sales Manager Metro New York/New Jersey from 1992 to 1994. Mr. Cox received a B.A. degree in English from the University of North Carolina at Chapel Hill.

*William R. Gupp* has served as Chief Administrative Officer, General Counsel and Secretary of the Company since October 2009. From May 2001 to October 2009, Mr. Gupp served as Vice President and General Counsel of the Company. From March 1993 to May 2001, Mr. Gupp was employed by Harsco Corporation, an international industrial services and products Company, most recently as Senior Counsel and Director-Corporate Development. From August 1985 to March 1993, Mr. Gupp was employed by the law firm of Harter, Secrest & Emery. Mr. Gupp received a B.S. degree in accounting from Syracuse University and a J.D. from the University of Pennsylvania Law School.

*F. Timothy Reese* has served as Vice President, Operations of the Company since February 2008. From March 2007 through January 2008, Mr. Reese served as Operations Director for the Americas Region of DuPont Teijin Films, a DuPont Teijin Films U.S. Limited Partnership and producer of polyester films. From 1979 to March 2007, Mr. Reese served in various positions with DuPont, including Global Director, Business and Integrated Operations, DuPont High Performance Films, from November 1995 through November 1998; Director/Plant Manager, Global Operations, Cyrel® Packaging Graphics Products, from December 1998 through May 2000; Director, Global Operations and Six Sigma Champion, Cyrel® Packaging Graphics Products, from June 2000 through February 2001; and Director/Plant Manager in multiple assignments from March 2001 through February 2007, including in Corporate Operations, Human Resources and DuPont Chemical Solutions Enterprise. Mr. Reese served in the U.S. Navy and received a B.S. in ocean engineering with an emphasis on mechanical engineering from the U.S. Naval Academy.

*Adam D. Zambanini* has served as Vice President, Marketing of the Company since January 2011. From September 2005 through December 2010, Mr. Zambanini served in a number of capacities at the Company, most recently as Director, Marketing. From January 2000 through September 2005, Mr. Zambanini was employed by Rubbermaid Commercial Products, most recently as Product Manager. Mr. Zambanini received a B.S. in mechanical engineering from Penn State University, and a M.B.A. degree from Averett University.

*William F. Andrews* has served as a director of the Company since April 1999. Mr. Andrews has served as Chairman of Katy Industries, Inc., a manufacturer of maintenance and electrical products, since October 2001, and as Chairman of the Singer Sewing Company, a manufacturer of sewing machines, since 2004. Mr. Andrews served as Chairman of Corrections Corporation of America from 2000 to 2008 and is now the Chairman of the Executive Committee of the Board. Mr. Andrews has been a Principal of Kohlberg & Company, a venture capital firm, since 1994, and served as Chairman of Allied Aerospace Company from 2000 to 2006. Prior to 2002, he served in various positions, including Chairman of Scovill Fasteners Inc.; Chairman of Northwestern Steel and Wire Company; Chairman of Schrader-Bridgeport International, Inc.; Chairman, President and Chief Executive Officer of Scovill Manufacturing Co., where he worked for over 28 years; Chairman and Chief Executive Officer of Amdura Corporation; Chairman of Utica Corporation; and Chairman, President and Chief Executive Officer of Singer Sewing Company. Mr. Andrews also serves as a director of Black Box Corporation and O'Charley's Restaurants. Mr. Andrews received a B.S. degree in business administration from the University of Maryland and an M.B.A degree in marketing from Seton Hall University.

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*Paul A. Brunner* has served as a director of the Company since February 2003. Mr. Brunner is President and Chief Executive Officer of Spring Capital Inc., a merchant bank, which he founded in 1985. From 1982 to 1985, Mr. Brunner served as President and Chief Executive Officer of U.S. Operations of Asea-Brown Boveri, a multi-national Swiss manufacturer of high technology products. In 1967, he joined Crouse Hinds Company, a manufacturer of electronics and electronic equipment, and through 1982 held various positions with that Company, including President and Chief Operating Officer, Executive Vice President of Operations, Vice President of Finance and Treasurer, and Director of Mergers and Acquisitions. From 1959 to 1967, he worked for Coopers & Lybrand, an international accounting firm, as an audit supervisor. Mr. Brunner is a Certified Public Accountant. He received a B.S. degree in accounting from the University of Buenos Aires and an M.B.A. degree in management from Syracuse University.

*Jay M. Gratz* has served as a director of the Company since February 2007, and Lead Independent Director since May 2010. Since March 2010, Mr. Gratz has served as the Chief Financial Officer of VisTracks, Inc., a position and movement analytics provider. Mr. Gratz was a partner in Tatum LLC, a national executive services and consulting firm that focuses on the needs of the Office of the CFO between February 2010 and March 2010. From October 2007 through February 2010, Mr. Gratz was an independent consultant. From 1999 through October 2007, Mr. Gratz served as Executive Vice President and Chief Financial Officer of Ryerson Inc., a metals processor and distributor, and as President of Ryerson Coil Processing Division from November 2001 until October 2007. Mr. Gratz served as Vice President and Chief Financial Officer of Inland Steel Industries from 1994 through 1998, and served in various other positions, including Vice President of Finance, within that company since 1975. Mr. Gratz is a Certified Public Accountant. He received a B.A. degree in economics from State University of New York in Buffalo and an M.B.A. degree from Northwestern University Kellogg Graduate School of Management.

*Frank H. Merlotti, Jr.* has served as a director of the Company since February 2006. Since October 2006, Mr. Merlotti has served as President of Steelcase Design Group, the North American business unit of Steelcase, Inc., a manufacturer of office furniture and furniture systems, and served as President of Steelcase North America from September 2002 through September 2006. Mr. Merlotti served as President and Chief Executive Officer of G&T Industries, a manufacturer and distributor of fabricated foam and soft-surface materials for the marine, office furniture and commercial building industries, from August 1999 to September 2002. From 1991 through 1999, Mr. Merlotti served as President and Chief Executive Officer of Metropolitan Furniture Company, a Steelcase Design Partnership Company. From 1985 through 1999, Mr. Merlotti served as General Manager of the Business Furniture Division of G&T Industries.

*Richard E. Posey* has served as a director of the company since May 2009. He served as President and Chief Executive Officer of Moen Incorporated, a leading manufacturer in the global faucet market, for six years before retiring in 2007. Prior to joining Moen, Mr. Posey was President and Chief Executive Officer of Hamilton Beach / Proctor Silex, Inc. for five years. Mr. Posey began his career at S.C. Johnson & Son, where for 22 years he served in a series of increasingly responsible management positions, both overseas and in the U.S., culminating with Executive Vice President, Consumer Products, North America. Mr. Posey currently serves on the Board of Directors of The Colman Group, a supply equipment company, is a member of the Visiting Committee, The Ross School of Business, The University of Michigan, and is a Founding Trustee, Virginia Commonwealth University School of Engineering Foundation. He received a B.A. degree in English from The University of Southern California and an M.B.A. degree from The University of Michigan.

*Patricia B. Robinson* has served as a director of the Company since November 2000. Ms. Robinson has been an independent consultant since 1999. From 1977 to 1998, Ms. Robinson served in a variety of positions with Mead Corporation, a forest products Company, including President of Mead School and Office Products, Vice President of Corporate Strategy and Planning, President of Gilbert Paper, Plant Manager of a specialty machinery facility and Product Manager for new packaging product introductions. Ms. Robinson received a B.A. degree in economics from Duke University and an M.B.A. degree from the Darden School at the University of Virginia.

**Item 1A. Risk Factors**

Our business is subject to a number of risks, including the following:

**We may not be able to grow unless we increase market acceptance of our products and develop new products and applications.**

Our primary competition consists of wood products, which constitute a substantial majority of decking and railing sales. Our ability to grow will depend largely on our success in converting the current demand for wood in decking, railing, fencing, and trim applications into a demand for Trex products. To increase our market share, we must overcome:

- the consumer lack of awareness of the value of non-wood decking, railing, fencing and trim alternatives in general and Trex brand products in particular;
- the resistance of many consumers and contractors to change from well-established wood products;
- the greater initial expense of Trex decking, railing, fencing and trim compared to wood;
- the established relationships existing between suppliers of wood decking, railing, fencing and trim products and contractors and homebuilders; and
- the competition from other wood alternative manufacturers.

In addition to the above, substantially all of our revenues are derived from sales of our proprietary wood/plastic composite material. Although we have developed, and continue to develop, new products made from other materials, if we should experience significant problems, real or perceived, with product quality or acceptance of the Trex wood/polyethylene composite material, our lack of product diversification could have a significant adverse impact on our net sales levels.

**Our prospects for sales growth and profitability may be adversely affected if we fail to maintain product quality and product performance at an acceptable cost.**

We will be able to expand our net sales and to sustain and enhance profitable operations only if we succeed in maintaining the quality and performance of our products. If we should not be able to produce high-quality products at standard manufacturing rates and yields, unit costs may be higher. A lack of product performance would negatively affect our profitability by impeding acceptance of our products in the marketplace and by leading to higher product replacement and consumer relations expenses. In recent periods, we have experienced significant warranty expenses related to a small portion of our production manufactured at our Fernley, Nevada facility through mid-2006 and have increased our warranty reserve accordingly. Because the establishment of reserves is an inherently uncertain process involving estimates of the number of future claims and the cost to settle claims, our ultimate losses may exceed our warranty reserve. Increases we've made to the warranty reserve and payments for related claims in recent years have had a material adverse effect on our profitability and cash flows in those periods. Future increases to the warranty reserve could have a material adverse effect on our profitability and cash flows in the periods in which we make such increases.

**Our sales and reputation may be affected by product liability claims or litigation in relation to our products.**

Our products are used outdoors and are sometimes subject to heavy use and harsh exposure to the environment. Although our Limited Warranty excludes any conditions attributable to "any act of God (such as flooding, hurricane, earthquake, lightning, etc. ), environmental condition (such as air pollution, mold, mildew, etc.), staining from foreign substances (such as dirt, grease, oil, etc.), or normal weathering (defined as exposure to sunlight, weather and atmosphere which will cause any colored surface to gradually fade, chalk, or accumulate dirt or stains)", to the extent that our products are affected in any way, this may lead to an increased risk of product liability claims or litigation. Such claims could cause adverse publicity which in turn could result in a

loss of consumer confidence in our products and also reduce our sales. Product liability claims could increase our expenses and have a material adverse effect on demand for our products and, consequently, reduce our sales, net income and liquidity.

**Our business is subject to risks in obtaining the raw materials we use at acceptable prices.**

The production of our product requires substantial amounts of wood fiber and PE material. Our business strategy is to create a substantial cost advantage over our competitors by using recycled plastic and reclaimed wood. Our business could suffer from the termination of significant sources of raw materials, the payment of higher prices for raw materials or the failure to obtain sufficient additional raw materials to meet planned increases in production. Our ability to obtain adequate supplies of PE material depends on our success in developing new sources that meet our quality requirements, maintaining favorable relationships with suppliers and managing the collection of supplies from geographically dispersed distribution centers and off-shore sources.

**We have limited ability to control or project inventory build-ups in our distribution channel that can negatively affect our sales in subsequent periods.**

The dynamic nature of our industry can result in substantial fluctuations in inventory levels of Trex products carried in our two-step distribution channel. We have limited ability to control or precisely project inventory build-ups, which can adversely affect our net sales levels in subsequent periods. We make the substantial majority of our sales to wholesale distributors, who, in turn, sell our products to local lumber yards. Because of the seasonal nature of the demand for decking, railing and fencing, our distribution channel partners must forecast demand for our products, place orders for the products, and maintain Trex product inventories in advance of the prime deck-building season, which generally occurs in our late first through third fiscal quarters. Accordingly, our results for the second and third fiscal quarters are difficult to predict and past performance will not necessarily indicate future performance. Inventory levels respond to a number of changing conditions in our industry, including product price increases resulting from escalating raw materials costs, increases in the number of competitive producers and in the production capacity of those competitors, the rapid pace of product introduction and innovation, changes in the levels of home-building and remodeling expenditures, the cost and availability of credit and weather-related demand fluctuations.

**The demand for our products is influenced by general economic conditions and could be adversely affected by economic downturns.**

The demand for our products is correlated to changes in the health of the economy in general, and the level of activity in home improvements and, to a much lesser extent, new home construction. These activity levels, in turn, are affected by such factors as home equity values, consumer spending habits, employment, interest rates and inflation. Market conditions in the housing industry slowed significantly in 2008 and subsequent periods thereafter, particularly in new home construction. Home equity values in many markets that decreased significantly during those time periods have not recovered or have only begun to recover. This devaluation in home equity values has adversely affected the availability of home equity withdrawals, which have resulted in decreased home improvement spending. We cannot predict when the economy will recover and whether the home remodeling and new home construction environment will stabilize or worsen. Any continued economic downturn could reduce consumer income or equity capital available for spending on discretionary items such as decking, railing, fencing or trim, which could adversely affect the demand for our products.

**Our performance may suffer if we do not compete effectively in the highly competitive decking, railing, fencing and trim markets.**

We must compete with an increasing number of companies in the wood/plastic composites segment of the decking, railing, fencing and trim markets and with wood producers that currently have more production capacity than is required to meet the demand for such products. Our failure to compete successfully in such markets could

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have a material adverse effect on our ability to replace wood or increase the market share of wood/plastic composites compared to wood. Many of the conventional lumber suppliers with which we compete have established ties to the building and construction industry and have well-accepted products. Many of our competitors in the decking, railing, fencing and trim markets that sell wood products have significantly greater financial, technical and marketing resources than we do. Our ability to compete depends, in part, upon a number of factors outside our control, including the ability of competitors to develop new non-wood alternatives that are more competitive with Trex products.

### **We have significant capital invested in property, plant and equipment that may become obsolete or impaired and result in a charge to our earnings.**

At December 31, 2010, we had \$126.9 million of net property, plant and equipment. The improvement we seek to make to our manufacturing processes sometimes involves the implementation of new technology and replacement of equipment at our manufacturing facilities, which may result in charges to our earnings if the existing equipment is not fully depreciated. In September 2007, we suspended operations at our Olive Branch facility and consolidated all of our manufacturing operations into our Winchester and Fernley sites. In September 2009, we recorded a pre-tax impairment charge of \$23.3 million related to the long-lived assets held at the facility. Of our net property, plant and equipment at December 31, 2010, approximately \$10.9 million is located at our Olive Branch, Mississippi manufacturing facility. We do not currently anticipate further impairments on the remaining assets. However, changes in the expected cash flows related to the facility could result in additional impairment charges and reduced earnings in future periods.

### **Our level of indebtedness could adversely affect our financial health and ability to compete.**

As of December 31, 2010, we had \$100.4 million of total indebtedness. Our level of indebtedness could have important consequences. For example, it may:

- increase our vulnerability to general adverse economic and industry conditions, including interest rate fluctuations;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit our ability to borrow additional funds to alleviate liquidity constraints, as a result of financial and other restrictive covenants in our indebtedness;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- place us at a competitive disadvantage relative to companies that have less indebtedness; and
- limit our ability to refinance our principal secured indebtedness.

In addition, our senior secured credit facility imposes operating and financial restrictions that may limit our discretion on some business matters, which could make it more difficult for us to expand, finance our operations and engage in other business activities that may be in our interest. These restrictions may limit our ability to:

- incur additional indebtedness and additional liens on our assets;
- engage in mergers or acquisitions or dispose of assets;
- enter into sale-leaseback transactions;
- pay dividends or make other distributions;
- voluntarily prepay other indebtedness;

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- enter into transactions with affiliated persons;
- make investments; and
- change the nature of our business.

We may incur indebtedness in addition to our current indebtedness. Any additional indebtedness we may incur in the future could subject us to similar or even more restrictive conditions.

Our ability to refinance our indebtedness will depend on our ability in the future to generate cash flows from operations and to raise additional funds, including through the offering of equity or debt securities. We may not be able to generate sufficient cash flows from operations or to raise additional funds in amounts necessary for us to repay our indebtedness when such indebtedness becomes due and to meet our other cash needs.

Our ability to make scheduled principal and interest payments on our real estate loans, convertible notes, borrow and repay amounts under our revolving credit facility and continue to comply with our loan covenants will depend primarily on our ability to generate sufficient cash flow from operations. Our failure to comply with our loan covenants might cause our lenders to accelerate our repayment obligations under our credit facility, which may be declared payable immediately based on a default and which could result in a cross-default under our \$97.5 million principal amount of outstanding convertible notes. Our ability to borrow under our revolving credit facility is tied to a borrowing base that consists of specified receivables and inventory. To remain in compliance with our credit facility, and real estate loans, we must maintain specified financial ratios based on our levels of debt, capital, net worth, fixed charges, and earnings (excluding extraordinary gains and extraordinary non-cash losses) before interest, taxes, depreciation and amortization, all of which are subject to the risks of our business.

### **Item 2. Properties**

We lease our corporate headquarters in Winchester, Virginia, which consists of 32,517 square feet of office space, under a lease that expires in March 2020. In anticipation of relocating our corporate headquarters to Dulles, Virginia, we entered into a lease agreement in 2005, which expires in 2019. The Dulles lease agreement provides for our initial occupancy of 55,047 square feet of office space, which will increase during the lease term to 64,656 square feet in mid-2012. We reconsidered our decision to relocate our corporate headquarters in 2005 and decided not to move. We have executed subleases for the entire space we currently lease. The terms of the existing subleases extend through years 2012 to 2015. For a description of our financial reporting in connection with the Dulles lease agreement, see Note 15 to our consolidated financial statements appearing elsewhere in this report.

We own approximately 74 contiguous acres of land in Winchester, Virginia and the buildings on this land. The site includes our original manufacturing facility, which contains approximately 115,000 square feet of space, our research and development technical facility, which contains approximately 30,000 square feet of space, a mixed-use building, which contains approximately 173,000 square feet of space, and an additional manufacturing facility, which contains approximately 150,000 square feet of space. We own the land and the manufacturing facility on the Fernley, Nevada site, which contains approximately 250,000 square feet of manufacturing space. Our Fernley site is located on approximately 37 acres, which includes outside open storage. We own approximately 102 acres of land in Olive Branch, Mississippi and the buildings on this land. The site contains four buildings with approximately 200,000 square feet for manufacturing and raw material handling operations. In September 2007, we suspended operations at our Olive Branch facility and consolidated all of our manufacturing operations into our Winchester and Fernley sites.

We lease a total of approximately 1.0 million square feet of storage warehouse space under leases with expiration dates ranging from 2011 to 2015. For information about these leases, see Note 12 to our consolidated financial statements appearing elsewhere in this report.



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The equipment and machinery we use in our operations consist principally of plastic and wood conveying and processing equipment. We own all of our manufacturing equipment. We lease most of our forklift equipment at our facilities under operating leases.

We regularly evaluate our various facilities and equipment and make capital investments where necessary. In 2010, we spent a total of \$10.0 million on capital expenditures, primarily to make process and productivity improvements. We estimate that our capital expenditures in 2011 will be in approximately \$15 million. We expect to use these expenditures principally to make process and productivity improvements and upgrade systems.

### **Item 3. Legal Proceedings**

On January 19, 2009, a purported class action case was commenced against the Company in the Superior Court of California, Santa Cruz County, by the lead law firm of Loeff, Cabraser, Heimann & Bernstein, LLP and certain other law firms (the "Loeff Cabraser Group") on behalf of Eric Ross and Bradley S. Hureth and similarly situated plaintiffs. These plaintiffs generally allege certain defects in the Company's products, and that the Company has failed to provide adequate remedies for defective products. On February 13, 2009, the Company removed this case to the United States District Court, Northern District of California. On January 21, 2009, a purported class action case was commenced against the Company in the United States District Court, Western District of Washington by the law firm of Hagens Berman Sobol Shapiro LLP (the "Hagens Berman Firm") on behalf of Mark Okano and similarly situated plaintiffs, generally alleging certain product defects in the Company's products, and that the Company has failed to provide adequate remedies for defective products. This case was transferred by the Washington Court to the California Court as a related case to the Loeff Cabraser Group's case.

On July 30, 2009, the U.S. District Court for the Northern District of California preliminarily approved a settlement of the claims of the lawsuit commenced by the Loeff Cabraser Group involving surface flaking of the Company's product, and on March 15, 2010, it granted final approval of the settlement. On April 14, 2010, the Hagens Berman Firm filed a notice to appeal the District Court's ruling to the United States Court of Appeals for the Ninth Circuit. On July 9, 2010, the Hagens Berman Firm dismissed their appeal, effectively making the settlement final.

On March 25, 2010, the Loeff Cabraser Group amended its complaint to add claims relating to alleged defects in the Company's products and alleged misrepresentations relating to mold growth. The Hagens Berman firm has alleged similar claims in its original complaint. In its Final Order approving the surface flaking settlement, the District Court consolidated the two pending actions relating to the mold claims, and appointed the Hagens Berman Firm as lead counsel in this case. The Company believes that these claims are without merit, and will vigorously defend this lawsuit.

On December 15, 2010, a purported class action case was commenced against the Company in the United States District Court, Western District of Kentucky, by the lead law firm of Cohen & Malad, LLP on behalf of Richard Levin and similarly situated plaintiffs. These plaintiffs generally allege certain defects in the Company's products and alleged misrepresentations relating to mold growth. The Company believes that these claims are without merit, and will vigorously defend this lawsuit.

The Company has other lawsuits, as well as other claims, pending against it which are ordinary routine litigation and claims incidental to the business. Management has evaluated the merits of these other lawsuits and claims, and believes that their ultimate resolution will not have a material effect on the Company's consolidated financial condition, results of operations, liquidity or competitive position.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market for Common Stock**

Our common stock has been listed on the New York Stock Exchange, or NYSE since April 8, 1999. Between April 8, 1999 and November 22, 2009, it was listed under the symbol "TWP". Effective November 23, 2009, the symbol changed to "TRES". The table below shows the reported high and low sale prices of our common stock for each quarter during 2009 and 2010 as reported by the New York Stock Exchange:

<u>2010</u>	<u>High</u>	<u>Low</u>
First Quarter	\$22.00	\$15.39
Second Quarter	26.51	18.94
Third Quarter	23.01	18.42
Fourth Quarter	24.67	16.38
<u>2009</u>	<u>High</u>	<u>Low</u>
First Quarter	\$19.50	\$ 5.11
Second Quarter	14.85	7.24
Third Quarter	21.22	11.51
Fourth Quarter	20.98	15.46

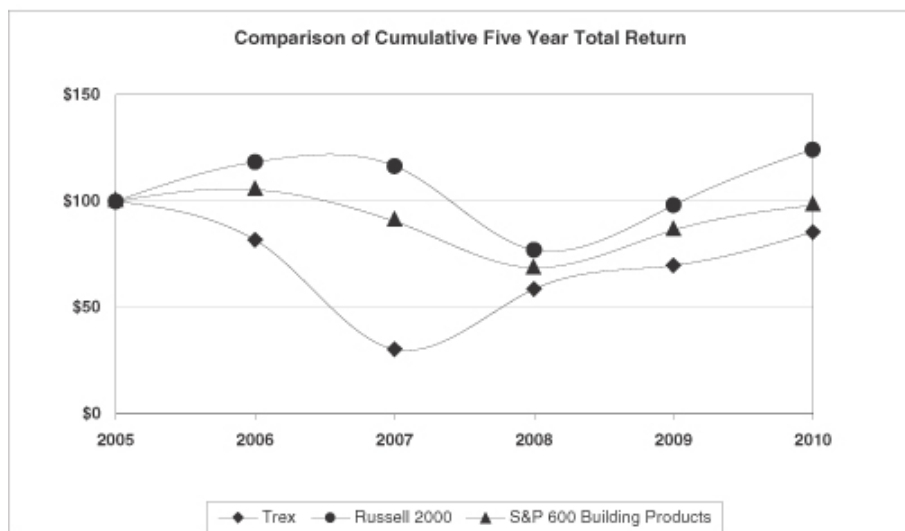
**Dividend Policy**

We have never paid cash dividends on our common stock. We intend to retain future earnings, if any, to finance the development and expansion of our business and, therefore, do not anticipate paying any cash dividends on the common stock in the foreseeable future. Under the terms of our credit agreement there are restrictions on our ability to pay dividends.

**Stockholder Return Performance Graph**

The following graph and table show the cumulative total stockholder return on Trex Company’s common stock for the last five fiscal years compared to the Russell 2000 Index and the Standard and Poor’s 600 Building Products Index. The graph assumes \$100 was invested on December 31, 2005 in (1) Trex Company common stock, (2) the Russell 2000 Index and (3) the S&P 600 Building Products Index, and assumes reinvestment of dividends and market capitalization weighting as of December 31, 2006, 2007, 2008, 2009 and 2010.

**Comparison of Cumulative Total Return  
Among Trex Company, Inc., Russell 2000 Index, and S&P 600 Building Products Index**



	December 31, 2005	December 31, 2006	December 31, 2007	December 31, 2008	December 31, 2009	December 31, 2010
Trex Company	\$ 100.00	\$ 81.60	\$ 30.34	\$ 58.68	\$ 69.88	\$ 85.42
Russell 2000	\$ 100.00	\$ 118.37	\$ 116.51	\$ 77.14	\$ 98.10	\$ 124.44
S&P 600 BPI	\$ 100.00	\$ 105.41	\$ 90.48	\$ 68.79	\$ 86.30	\$ 98.02

**Other Stockholder Matters**

As of March 4, 2011, there were approximately 237 holders of record of our common stock.

In 2010, we submitted to the NYSE in a timely manner the annual certification that our Chief Executive Officer was not aware of any violation by us of the NYSE corporate governance listing standards.

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**Item 6. Selected Financial Data**

The following table presents selected financial data as of December 31, 2006, 2007, 2008, 2009 and 2010 and for each of the years in the five-year period ended December 31, 2010.

The selected financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes thereto appearing elsewhere in this report.

	Year Ended December 31,				
	2006	2007 (2) As Adjusted (1)	2008 As Adjusted (1)	2009 (3) As Adjusted (1)	2010 (4)
(In thousands, except share and per share data)					
<b>Statement of Operations Data:</b>					
Net sales	\$ 336,956	\$ 328,952	\$ 329,194	\$ 272,286	\$ 317,690
Cost of sales	257,671	302,311	242,349	191,759	244,875
Gross profit	79,285	26,641	86,845	80,527	72,815
Selling, general and administrative expenses	73,223	119,439	66,958	65,257	67,764
Impairment of long-lived assets	—	—	—	23,251	—
Income (loss) from operations	6,062	(92,798)	19,887	(7,981)	5,051
Interest expense, net	3,011	11,503	15,282	14,699	15,288
Income (loss) before income taxes	3,051	(104,301)	4,605	(22,680)	(10,237)
Provision (benefit) for income taxes	708	(26,105)	(750)	(5,811)	(171)
Net income (loss)	<u>\$ 2,343</u>	<u>\$ (78,196)</u>	<u>\$ 5,355</u>	<u>\$ (16,869)</u>	<u>\$ (10,066)</u>
Basic earnings (loss) per share	<u>\$ 0.16</u>	<u>\$ (5.25)</u>	<u>\$ 0.36</u>	<u>\$ (1.12)</u>	<u>\$ (0.66)</u>
Basic weighted average shares outstanding	<u>14,829,832</u>	<u>14,884,174</u>	<u>14,956,927</u>	<u>15,061,603</u>	<u>15,187,028</u>
Diluted earnings (loss) per share	<u>\$ 0.16</u>	<u>\$ (5.25)</u>	<u>\$ 0.35</u>	<u>\$ (1.12)</u>	<u>\$ (0.66)</u>
Diluted weighted average shares outstanding	<u>14,892,966</u>	<u>14,884,174</u>	<u>15,113,083</u>	<u>15,061,603</u>	<u>15,187,028</u>
<b>Cash Flow Data:</b>					
Cash provided by (used in) operating activities	\$ (4,038)	\$ (1,163)	\$ 33,042	\$ 35,063	\$ 18,994
Cash used in investing activities	(27,743)	(24,035)	(8,594)	(6,638)	(9,773)
Cash provided by (used in) financing activities	31,058	24,592	(1,325)	(32,100)	(1,465)
<b>Other Data (unaudited):</b>					
EBITDA (5)	\$ 26,324	\$ (70,307)	\$ 44,763	\$ 38,172	\$ 24,666
<b>Balance Sheet Data:</b>					
Cash and cash equivalents and restricted cash	\$ 672	\$ 66	\$ 23,189	\$ 19,514	\$ 27,270
Working capital	29,559	37,923	54,086	49,214	66,057
Total assets	352,317	310,067	296,085	244,543	247,815
Total debt (including derivatives)	104,637	98,002	103,563	77,571	85,095
Total stockholder’s equity	<u>\$ 169,415</u>	<u>\$ 115,603</u>	<u>\$ 122,868</u>	<u>\$ 110,198</u>	<u>\$ 102,922</u>

(1) See Note 2 to the Company’s consolidated financial statements appearing elsewhere in this report.

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- (2) Year ended December 31, 2007 was materially affected by pre-tax increases to the warranty reserve of \$46.7 million and tax valuation allowance of \$19.4 million as disclosed in the Company's previous filings.
- (3) Year ended December 31, 2009 was materially affected by pre-tax impairment of long-lived assets at idle Olive Branch facility of \$23.3 million.
- (4) Year ended December 31, 2010 was materially affected by a pre-tax increase of \$15.0 million to the warranty reserve.
- (5) EBITDA represents net income before interest, income taxes, depreciation and amortization. EBITDA is not a measurement of financial performance under accounting principles generally accepted in the United States, or GAAP. The Company has included data with respect to EBITDA because management evaluates and projects the performance of the Company's business using several measures, including EBITDA. Management considers EBITDA to be an important supplemental indicator of the Company's operating performance, particularly as compared to the operating performance of the Company's competitors, because this measure eliminates many differences among companies in capitalization and tax structures, capital investment cycles and ages of related assets, as well as some recurring non-cash and non-operating charges to net income or loss. For these reasons, management believes that EBITDA provides important supplemental information to investors regarding the operating performance of the Company and facilitates comparisons by investors between the operating performance of the Company and the operating performance of its competitors. Management believes that consideration of EBITDA should be supplemental, because EBITDA has limitations as an analytical financial measure. These limitations include the following:
- EBITDA does not reflect the Company's cash expenditures, or future requirements for capital expenditures, or contractual commitments;
  - EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on the Company's indebtedness;
  - although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements;
  - EBITDA does not reflect the effect of earnings or charges resulting from matters the Company considers not to be indicative of its ongoing operations; and
  - not all of the companies in the Company's industry may calculate EBITDA in the same manner in which the Company calculates EBITDA, which limits its usefulness as a comparative measure.

The Company compensates for these limitations by relying primarily on its GAAP results to evaluate its operating performance and by considering independently the economic effects of the foregoing items that are not reflected in EBITDA. As a result of these limitations, EBITDA should not be considered as an alternative to net income (loss), as calculated in accordance with GAAP, as a measure of operating performance, nor should it be considered as an alternative to cash flows as a measure of liquidity. The following table sets forth, for the years indicated, a reconciliation of EBITDA to net income (loss):

	Year Ended December 31,				2010
	2006	2007 As Adjusted (1)	2008 As Adjusted (1) (In thousands)	2009 As Adjusted (1)	
Net income (loss)	\$ 2,343	\$ (78,196)	\$ 5,355	\$ (16,869)	\$ (10,066)
Plus interest expense, net	3,011	11,503	15,282	14,699	15,288
Plus income tax provision (benefit)	708	(26,105)	(750)	(5,811)	(171)
Plus depreciation and amortization	20,262	22,491	24,876	22,902	19,615
Plus impairment of long-lived assets	—	—	—	23,251	—
EBITDA	<u>\$26,324</u>	<u>\$ (70,307)</u>	<u>\$ 44,763</u>	<u>\$ 38,172</u>	<u>\$ 24,666</u>

- (1) See Note 2 to the Company's consolidated financial statements appearing elsewhere in this report.

**Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

*This management’s discussion and analysis contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements regarding our expected financial position and operating results, our business strategy, our financing plans, forecasted demographic and economic trends relating to our industry and similar matters are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as “may,” “will,” “anticipate,” “estimate,” “expect,” “intend” or similar expressions. We cannot promise you that our expectations in such forward-looking statements will turn out to be correct. Our actual results could be materially different from our expectations because of various factors, including the factors discussed under “Item 1A. Risk Factors.” These statements are also subject to risks and uncertainties that could cause the Company’s actual operating results to differ materially. Such risks and uncertainties include the extent of market acceptance of the Company’s products; the sensitivity of the Company’s business to general economic conditions; the Company’s ability to obtain raw materials at acceptable prices; the Company’s ability to maintain product quality and product performance at an acceptable cost; the level of expenses associated with product replacement and consumer relations expenses related to product quality; and the highly competitive markets in which the Company operates.*

**Explanatory Note**

Effective December 31, 2010, the Company elected to change its method of valuing inventory from the LIFO Specific Goods method using the average purchase price method to determine current cost (“LIFO Specific Goods”) to the LIFO Link Chain method using the most recent acquisition price method to determine current cost (“LIFO Link Chain”). The new method has been applied retrospectively to January 1, 2007 and the financial information set forth in the Management’s Discussion and Analysis of Financial Condition and Results of Operations have been adjusted to give effect to the new method.

**Overview**

*General.* Trex Company, Inc., (the “Company”), is the largest U.S. manufacturer of wood-alternative decking and railing products, which are marketed under the brand name Trex®. We offer a comprehensive set of aesthetically durable, low maintenance product offerings in the decking, railing, fencing and trim categories. We believe that the range and variety of our product offerings allow consumers to design much of their outdoor living space using Trex brand products.

We have seven decking products: Trex Transcend®, Trex Accents®, Trex Accents Fire Defense®, Trex Brasilia®, Trex Contours®, Trex Escapes®, Trex Origins®; two railing products: Trex Designer Series Railing® and Trex Transcend Railing; two fencing products, Trex Seclusions® and Trex Surroundings®; and a cellular PVC outdoor trim product, TrexTrim™. In addition, we offer Trex Hideaway®, which is a hidden fastening system for specially grooved boards.

*Highlights related to the fourth quarter and full year 2010 include:*

- In the fourth quarter of 2010, net sales increased 47% over the fourth quarter of 2009; in 2010, net sales increased 16.6% from the prior year driven by strong demand for our Trex Transcend collection.
- During the year, we began international direct to retail sales, entered into licensing partnerships for Trex RainEscape®, Trex Outdoor Furniture™ and Trex CustomCurve™, and continued new product introductions, including new Transcend styles inspired by tropical hardwoods and an energy-efficient LED outdoor lighting collection.
- During 2010, we continued our aggressive branding campaign with a focus on supporting our Transcend product launch and extending our reach in the marketplace.
- We generated positive operating cash flow, despite reduced earnings. At the end of 2010 our cash balance was \$27 million and we had no outstanding balance on our revolving lines of credit.

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- During 2010, we recorded a \$15 million increase to the warranty reserve to support future warranty claim obligations related to product produced at our Fernley, Nevada facility prior to mid-2006.
- During the fourth quarter of 2010, we met our productivity and cost targets for Transcend as we steadily improved margins.

*Net Sales.* Net sales consist of sales and freight, net of returns and discounts. The level of net sales is principally affected by sales volume and the prices paid for Trex products. Our branding and product differentiation strategy enables us to command premium prices over wood products.

*Sales Incentives / Early Buy Program:* As part of our normal business practice and consistent with industry practices, we have historically provided our distributors and dealers incentives to build inventory levels before the start of the prime deck-building season to ensure adequate availability of product to meet anticipated seasonal consumer demand and to enable production planning. These incentives, which together we reference as our “early buy program,” include prompt payment discounts or favorable payment terms. In addition, from time to time we may offer price discounts or volume rebates on specified products and other incentives based on increases in distributor purchases as part of specific promotional programs.

We launched our early buy program for the 2011 decking season in December 2010. The timing and terms of the 2011 program are generally consistent with the timing and terms of the 2010 program launched in December 2009. To qualify for early buy program incentives, customers must commit to the terms of the program which specify eligible products and quantities, order deadlines and available terms, discounts and rebates. There are no product return rights granted to our distributors except those granted pursuant to the warranty provisions of our agreements with distributors. We generally do not extend the payment terms beyond those offered in the program. In addition, our products are not susceptible to rapid changes in technology that may cause them to become obsolete. The early buy program can have a significant impact on our sales, receivables and inventory levels. We have provided further discussion of our receivables and inventory in the liquidity and capital resources section.

*Gross Profit.* Gross profit represents the difference between net sales and cost of sales. Cost of sales consists of raw materials costs, direct labor costs, manufacturing costs and freight. Raw materials costs generally include the costs to purchase and transport waste wood fiber, reclaimed polyethylene, or “PE material,” and pigmentation for coloring Trex products. Direct labor costs include wages and benefits of personnel engaged in the manufacturing process. Manufacturing costs consist of costs of depreciation, utilities, maintenance supplies and repairs, indirect labor, including wages and benefits, and warehouse and equipment rental activities.

*Selling, General and Administrative Expenses.* The largest components of selling, general and administrative expenses are branding and other sales and marketing costs, which we use to build brand awareness of Trex in the decking, railing, fencing and trim markets. Sales and marketing costs consist primarily of salaries, commissions and benefits paid to sales and marketing personnel, consumer relations, advertising expenses and other promotional costs. General and administrative expenses include salaries and benefits of personnel engaged in research and development, procurement, accounting and other business functions, office occupancy costs attributable to these functions, and professional fees. As a percentage of net sales, selling, general and administrative expenses have varied from quarter to quarter due, in part, to the seasonality of our business.

### **Critical Accounting Policies and Estimates**

Our significant accounting policies are described in Note 3 to our consolidated financial statements appearing elsewhere in this report. Critical accounting policies include the areas where we have made what we consider to be particularly difficult, subjective or complex judgments in making estimates, and where these estimates can significantly affect our financial results under different assumptions and conditions. We prepare our financial statements in conformity with accounting principles generally accepted in the United States. As a result, we are required to make estimates, judgments and assumptions that we believe are reasonable based upon

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the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the periods presented. Actual results could be different from these estimates.

*Inventories.* We account for inventories at the lower of cost (last-in, first-out, or “LIFO”) or market value. We believe that our current inventory of finished goods will be saleable in the ordinary course of business and, accordingly, have not established significant reserves for estimated slow moving products or obsolescence. At December 31, 2010, the excess of the replacement cost of inventory over the LIFO value of inventory was approximately \$28.6 million. We cannot estimate at this time the effect of future reductions, if any, in inventory levels on future operating results.

*Product Warranty.* We warrant that our products will be free from material defects in workmanship and material and will not check, split, splinter, rot or suffer structural damage from termites or fungal decay. With respect to our new Transcend product, we further warrant that the product will not fade in color more than a certain amount and will be resistant to permanent staining from food substances or mold (provided the stain is cleaned within seven days of appearance). Each of these warranties generally extends for a period of 25 years for residential use and 10 years for commercial use. If there is a breach of such warranties, we have an obligation either to replace the defective product or refund the purchase price. We establish warranty reserves to provide for estimated future expenses as a result of product defects that result in claims. Reserve estimates are based on management’s judgment, considering such factors as cost per claim, historical experience, anticipated rates of claims, and other available information. We review and adjust these estimates, if necessary, on a quarterly basis based on the differences between actual experience and historical estimates.

We continue to receive and settle claims related to material produced at our Nevada facility through mid-2006 that exhibits surface flaking. During 2010, the number of warranty claims received related to surface flaking exceeded our expectations. We believe that the increased number of claims received over what the Company expected is primarily the result of our involvement in, and related public announcements about, a recently settled class action suit related to surface flaking. The settlement of the suit also introduced a new category of claims to provide for partial labor payments for claims that were previously settled with material only. In addition, the increased claims activity resulting from the lawsuit, which included many invalid claims, distorted previously emerging trends and complicated analysis of the claims data. As a result of these developments, we recorded increases to the warranty reserve of \$15.0 million during the twelve months ended December 31, 2010. We anticipate that the effects of the lawsuit will diminish and the number of claims will substantially decrease. If the level of claims does not diminish consistent with our expectations, it could result in additional increases to the warranty reserve and reduced earnings in future periods. We estimate that a 10% change in the expected number of remaining claims or the expected cost to settle claims may result in approximately a \$1.4 million change in the warranty reserve. For additional information about product warranties, see Notes 3 and 15 to the consolidated financial statements appearing elsewhere in this report.

*Contract Termination Costs.* In anticipation of relocating our corporate headquarters, we entered into a lease agreement in 2005. We reconsidered and decided not to move our headquarters. The lease, which began on January 1, 2006 and extends through June 30, 2019, currently obligates us to lease 55,047 square feet and increases to 64,656 square feet in 2012. We have executed subleases for the entire 55,047 square feet we currently lease. The terms of the existing subleases extend through years 2012 to 2015. We estimate that the present value of the estimated future sublease rental receipts, net of transaction costs, will be less than our remaining minimum lease payment obligations under our lease for the office space. Accordingly, we account for the expected shortfall as contract termination costs and have recorded a liability in accordance with FASB ASC Topic 420, “*Exit or Disposal Cost Obligations.*”

To estimate future sublease receipts for the periods beyond the term of the existing subleases and for the additional space we are obligated to lease, we have assumed that the existing subleases will be renewed or new subleases will be executed at rates consistent with rental rates in the current subleases. However, management



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cannot be certain that the timing of future subleases or the rental rates contained in future subleases will not differ from current estimates. Factors such as the delivery of a significant amount of new office space or poor economic conditions could have a negative effect on vacancy rates and rental rates in the area. The inability to sublet the office space in the future or unfavorable changes to key management assumptions used in the estimate of the future sublease receipts may result in material charges to selling, general and administrative expenses in future periods.

*Revenue Recognition.* We recognize revenue when title is transferred to customers, which is generally upon shipment of the product to the customer. We do not grant contractual product return rights to customers other than pursuant to our product warranty. We do not expect future product returns to be material and, consequently, do not maintain an allowance for product returns.

We record all shipping and handling fees in sales and record all of the related costs in cost of sales. We offer several sales incentive programs to dealers and distributors, including rebates, pricing discounts, favorable payment terms and cooperative advertising, many of which result in cash consideration made to dealers and distributors. We account for consideration made pursuant to these programs in accordance with accounting guidance that governs consideration given by a vendor to a customer. With the exception of cooperative advertising, we classify sales incentives as a reduction in revenue in "Net sales." Sales incentives are recorded in the period in which they are earned by customers. Our cooperative advertising program meets the requirements for exclusion from net sales and the costs are recorded as expenses in "Selling, general and administrative expenses" in the accompanying consolidated statements of operations. Cooperative advertising costs are accrued as incurred.

*Valuation of Deferred Tax Assets.* We account for income taxes and the related accounts in accordance with FASB ASC Topic 740, "Income Taxes". Deferred tax liabilities and assets are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted rates expected to be in effect during the year in which the differences reverse. We periodically assess the likelihood that we will be able to recover our deferred tax assets and reflect any changes in estimates in the valuation allowance. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. At December 31, 2010, we had a valuation allowance of \$21.1 million primarily attributable to the uncertainty related to the realizability of our excess deferred tax assets. We considered all available evidence, both positive and negative, in determining the need for a valuation allowance. Based upon this analysis, including a consideration of our cumulative loss history in the three-year period ended December 31, 2010, we determined that it is not more likely than not that our excess deferred tax assets will be realized.

*Stock-Based Compensation.* Under the provisions of FASB ASC Topic 718, "Stock Compensation," we calculate the grant date fair value of share-based awards using the Black-Scholes valuation model for grants subsequent to the adoption of ASC 718. Determining the fair value of share-based awards is judgmental in nature and involves the use of significant estimates and assumptions, including the term of the share-based awards, risk-free interest rates over the vesting period, expected dividend rates, the price volatility of our shares and forfeiture rates of the awards. Prior to adopting ASC 718, we recognized forfeitures only as they occurred. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain. Actual future results may differ from those estimates.

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### Results of Operations

The following table shows, for the last three years, selected statement of operations data as a percentage of net sales:

	Year Ended December 31,		
	2008 As Adjusted (1)	2009 As Adjusted (1)	2010
Net sales	100.0%	100.0%	100.0%
Cost of sales	73.6	70.4	77.1
Gross profit	26.4	29.6	22.9
Selling, general and administrative expenses	20.3	24.0	21.3
Impairment of long-lived assets	—	8.5	—
Income (loss) from operations	6.0	(2.9)	1.6
Interest expense, net	4.6	5.4	4.8
Income (loss) before taxes and extraordinary item	1.4	(8.3)	(3.2)
Provision (benefit) for income taxes	(0.2)	(2.1)	—
Net income (loss)	1.6%	(6.2%)	(3.2%)

(1) See Note 2 to the company's consolidated financial statements appearing elsewhere in this report.

#### 2010 Compared to 2009

**Net Sales.** Net sales in 2010 increased 16.6% to \$317.7 million from \$272.3 million in 2009. The increase in net sales was primarily the result of an 11% increase in sales volume and a 6% increase in average price per unit in 2010 compared to 2009. The increase in sales volume primarily reflected a strong demand for the Company's products, particularly its new Transcend decking and railing product offerings, which the Company launched in early 2010 and supported with a robust marketing campaign. The sales volumes in late 2010 were favorably influenced by customers purchasing ahead of the announced 2011 Transcend price increase; however, the Company cannot quantify the effects of this factor. The increase in average price per unit in 2010 resulted primarily from a shift in sales mix toward higher priced products, specifically the Company's new Transcend products. The increase in railing sales reflects a concerted effort by the Company to improve its railing offerings and capture more of the railing market.

**Gross Profit.** Gross profit decreased 9.6% to \$72.8 million in 2010 from \$80.5 million in 2009. Gross profit as a percentage of net sales decreased to 22.9% in 2010 from 29.6% in 2009. Gross profit in 2010 was adversely affected by \$18.9 million of charges including a \$15.0 million increase to the warranty reserve and \$3.9 million for minimum purchase penalties the Company expects to incur under supply contracts. Excluding the aforementioned charges, gross profit in 2010 was \$91.7 million, an \$11.2 million increase compared to 2009 and gross margin was 28.9%. The Company recognized a combined 480 basis points of margin improvement from the following three categories in 2010: increased capacity utilization, which contributed 270 basis points of margin improvement; sales of PE materials, which resulted in 105 basis points of margin improvement as the global plastics market stabilized; and improved manufacturing efficiencies. This combined 480 basis point margin improvement was fully offset by the start-up costs associated with our 2010 introduction of Transcend, which resulted in 550 basis points of margin deterioration.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses increased 3.8% to \$67.8 million in 2010 from \$65.3 million in 2009. The increase in selling, general and administrative expenses in 2010 was primarily related to higher branding expenses and the write-off of the investment in Denplax, partially offset by a decrease in research and development expenses and lower costs related to the idled Olive Branch facility. Branding expenses increased \$4.3 million in 2010. The increased branding costs in 2010 were

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principally driven by costs incurred to support the release of Trex Transcend, a new product line released during the year. During the year, the company took a \$2.4 million charge against its investment in and note receivable from Denplax, a foreign owned subsidiary. Research and development expenses decreased \$1.4 million in 2010 due to higher 2009 costs related to developing Trex Transcend. Expenses related to the idle Olive Branch facility decreased \$3.6 million in 2010 primarily due to reduced depreciation expense related to long-lived assets that were impaired during 2009. As a percentage of net sales, total selling, general and administrative expenses decreased to 21.3% in 2010 from 24% in 2009.

*Impairment of long-lived assets.* During 2009, based on changes in economic conditions, expected demand, available capacity and manufacturing efficiencies at its other facilities, the Company determined that certain assets groups were not recoverable and reduced the carrying value of those groups to their estimated fair value by recording a \$23.3 million impairment related to the long-lived assets held at the idle Olive Branch, Mississippi manufacturing facility. At December 31, 2010, \$10.9 million of the Company's net property, plant and equipment is located at the idle Olive Branch facility. Management does not currently anticipate further impairments on the remaining assets. However, changes in the expected cash flows related to the facility could result in additional impairment charges and reduced earnings in future periods.

*Interest Expense.* Net interest expense increased 4.0% to \$15.3 million in 2010 compared to \$14.7 million in 2009. The increase in 2010 was due to a \$1.3 million increase in the amortization of the debt discount related to the Company's convertible bonds offset, in part, by a decrease in interest expense as a result of lower average debt levels in 2010 compared to 2009.

*Provision for Income Taxes.* We recorded a benefit for income taxes of \$0.2 million in 2010 compared to a benefit for income taxes of \$5.8 million in 2009. The related effective tax rates were 1.7% in 2010 and 25.6% in 2009. The higher benefit and related effective tax rate for 2009 resulted, primarily, from the net effects of a refund claim related to newly enacted legislation providing for a special 5-year net operating loss carryback election.

### **2009 Compared to 2008**

*Net Sales.* Net sales in 2009 decreased 17.3% to \$272.3 million from \$329.2 million in 2008. The decrease in net sales was primarily attributable to a 28% decrease in sales volume, which was partially offset by a 13% increase in the average price per product unit sold. The decrease in sales volume was principally related to lower consumer demand attributable to poor macroeconomic conditions, which includes suppressed repair and remodeling expenditures and lower housing starts, as compared to 2008. The increase in average price per product unit resulted from a price increase, effective January 2009, of approximately 8% and increased sales of higher unit priced products.

*Gross Profit.* Gross profit decreased 7.3% to \$80.5 million in 2009 from \$86.8 million in 2008. The decrease was primarily attributable to reduced sales volume. Gross profit as a percentage of net sales, gross margin, increased to 29.6% in 2009 from 26.4% in 2008. Sales related items including the effect of the 2009 price increase and sales mix of higher revenue per product unit resulted in an increase in gross margin in 2009 of approximately 7% from 2008. Gross margin was positively affected by an increase in production rates and yields and cost reductions due to our continued focus on process and productivity improvements, which contributed to a 4% increase in gross margin. The positive effect of the foregoing factors on gross margin in 2009 was partially offset by the negative impact on gross margin of 7% from operating at reduced levels of capacity utilization and 1% related to sales of excess poly at reduced prices. The excess poly sales were principally driven by operating at reduced levels of capacity utilization. The reduced sales price of poly was primarily driven by weak global demand early in the year.

*Selling, General and Administrative Expenses.* Selling, general and administrative expenses decreased 2.5% to \$65.3 million in 2009 from \$67.0 million in 2008. The reduction in selling, general and administrative expenses in 2009 was primarily related to lower personnel, branding and legal expenses partially offset by an

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increase in research and development expenses. Personnel-related expenses declined \$1.0 million in 2009. The reduced personnel-related expenses in 2009 were principally driven by reduced incentive compensation. Branding expenses decreased \$1.6 million in 2009. Legal expense decreased \$0.8 million in 2009 primarily as a result of the costs incurred in 2008 related to a patent infringement legal proceeding. Research and development expenses increased \$2.0 million in 2009 to support the development and launch of Trex Transcend. As a percentage of net sales, total selling, general and administrative expenses increased to 24.0% in 2009 from 20.3% in 2008.

*Impairment of long-lived assets.* During 2009, based on changes in economic conditions, expected demand, available capacity and manufacturing efficiencies at its other facilities, the Company determined that certain assets groups were not recoverable and reduced the carrying value of those groups to their estimated fair value by recording a \$23.3 million impairment related to the long-lived assets held at the idle Olive Branch, Mississippi manufacturing facility.

*Interest Expense.* Net interest expense decreased 3.8% to \$14.7 million in 2009 from \$15.3 million in 2008. Compared to 2008, interest expense in 2009 was lower by \$1.1 million as a result of a favorable year-over-year variance related to interest accrued on uncertain tax positions and by approximately \$1.1 million primarily due to reduced average debt levels. These favorable variances were partially offset by a \$1.1 million increase in the non-cash amortization of the debt discount related to our convertible debt and \$0.6 million of charges resulting from the change in our capital structure in 2009, which included the replacement of the revolving credit facility.

*Provision for Income Taxes.* We recorded a benefit for income taxes of \$5.8 million in 2009 compared to a benefit for income taxes of \$0.8 million in 2008. The related effective tax rates were 25.6% in 2009 and -16.3% in 2008. The higher benefit and related effective tax rate for 2009 resulted, primarily, from the net effects of a refund claim related to newly enacted legislation providing for a special 5-year net operating loss (NOL) carryback election.

### **Liquidity and Capital Resources**

We finance operations and growth primarily with cash flow from operations, borrowings under the credit facility and other loans, operating leases and normal trade credit terms from operating activities.

*Sources and Uses of Cash.* Net cash provided by operating activities totaled \$19.0 million in 2010 compared to net cash provided by operating activities of \$35.1 million in 2009. The \$16.1 million year-over-year reduction in cash provided by operating activities was primarily driven by unfavorable changes in cash flows related to inventories and accounts receivable, partially offset by a \$7.6 million income tax refund collected in 2010. During 2009, we successfully reduced inventories \$24.3 million from previous levels as part of a focused strategy to improve cash flow, while inventories were reduced by \$1 million in 2010.

Accounts receivable balances increased to \$53.3 million at December 31, 2010 compared to \$31.4 million at December 31, 2009 due to increased sales in the late 2010, driven by a strong demand for our Transcend products and customers purchasing ahead of the announced 2011 Transcend price increase. We launched our pre-decking season early buy incentive program in December 2010. The program offers customers a choice of discounts or favorable payment terms and was consistent with the incentives contained in the program launched in December 2009. Substantially all of the accounts receivable balances at December 31, 2010 were subject to the terms of our early buy program. In the aggregate, customers chose indicated a preference to take discounts rather than favorable payment terms for the December 2010 early buy purchases which resulted in collection of approximately three-fourths of the December 31, 2010 accounts receivable balances in January of 2011. We expect to collect all remaining outstanding accounts receivable balances, net of existing allowances, by April 2011.

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Net cash used in investing activities totaled \$9.8 million in 2010 compared to cash used in investing activities of \$6.6 million in 2009. Capital expenditures in 2010 consisted primarily of manufacturing equipment for process and productivity improvements, including retrofitting lines to produce new products. In 2009, net cash used in investing activities totaled \$6.6 million compared to \$8.6 million in 2008.

Net cash used in financing activities was \$1.5 million in 2010 compared to cash used in financing activities of \$32.1 million in 2009. In 2009, we reduced net debt by \$31.1 million, including the redemption of \$25.0 million of Mississippi Business Finance Corporation Bonds and certain real estate notes, and had no borrowings under the revolving credit facility. In 2010, we reduced net debt by \$0.5 million and repaid borrowings under the revolving credit facility. Net cash used in financing activities was \$32.1 million in 2009, compared to net cash used in financing activities of \$1.3 million in 2008.

*Inventory in Distribution Channels.* We sell our products through a two-tier distribution system. We have approximately 20 distributors (with an aggregate of approximately 100 distribution sites) and two mass merchandisers to which we sell our products. These distributors in turn sell our products to approximately 3,000 dealers in the aggregate who in turn sell the products to the end users. Consistent with industry practices, to ensure adequate availability of product to meet anticipated seasonal consumer demand and to enable production planning, we have historically provided our distributors and dealers incentives to build inventory levels before the start of the prime deck-building season. These incentives include prompt payment discounts or favorable payment terms. In addition, from time to time, we may offer price discounts on specified products and other incentives based on increases in distributor purchases as part of specific promotional programs. There are no product return rights granted to our distributors except those granted pursuant to the warranty provisions of our agreements with distributors. While we do not typically receive any information regarding inventory in the distribution channel from any dealers, we occasionally receive limited information from some but not all of our distributors regarding the inventory in the distribution channel. Because only a few distributors provide us with any information regarding their inventory, we cannot definitively determine the level of inventory in the distribution channel at any time. Our sales in the fourth quarter of 2010 were significantly higher than our sales in the fourth quarter of 2009 as customers purchased product ahead of the 2011 price increase. The increase in sales could have the effect of increasing the inventory volume in the distribution channel at December 31, 2010 as compared to December 31, 2009. Changes in inventory levels in the distribution channel without a corresponding change in end-user demand could have an adverse effect on future sales.

We seek to maintain favorable relationships with our distributors. However, it is possible that, on occasion, we may need to replace a distributor. Historically, we have had little difficulty replacing a distributor and have experienced little or no disruption to operations or liquidity. We believe that in the event we needed to replace a distributor, it would not have an adverse effect on our profitability or liquidity.

*Product Warranty.* The Company continues to settle claims for material previously produced at the Nevada facility that exhibits surface defects. During 2010, the Company paid approximately \$12 million to settle claims and class action legal fees and expenses against the warranty reserve which has had a material adverse effect on cash flow from operations. Management anticipates that the number of claims will substantially decrease. If the level of claims does not diminish consistent with the Company's expectations, it could result in additional increases to the warranty reserve and continued material adverse effects on future cash flows.

*Indebtedness.* At December 31, 2010, our total indebtedness, including the fair value of the interest rate swap and excluding the unamortized debt discount, was \$100.4 million and the annualized overall weighted average interest rate of such indebtedness, including the effect of the interest rate swap, was approximately 6.07%.

*Compliance with Debt Covenants.* Our ability to make scheduled principal and interest payments on the real estate loan, convertible notes, borrow and repay amounts under the revolving credit facility, and continue to comply with loan covenants will depend primarily on our ability to generate substantial cash flow from

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operations. To remain in compliance with financial covenants in the credit facility, we must maintain specified financial ratios based on levels of debt, capital, net worth, fixed charges, and earnings (excluding extraordinary gains and extraordinary non-cash losses) before interest, taxes, depreciation and amortization, all of which are subject to the risks of the business, some of which are discussed in this report under "Risk Factors."

We were in compliance with all covenants contained in our loan agreements at December 31, 2010. Failure to comply with our loan covenants, which contain cross-default provisions, could be considered a default of our repayment obligations under our credit facility. Among other remedies, a default in our repayment obligations could accelerate payment of the outstanding balance on our credit facility and could result in a cross-default under our \$97.5 million principal amount of outstanding convertible notes. The types of events which might trigger a cross-default include without limitation:

- (a) a failure to make any payment in respect of debt, other than the Company's promissory notes, of more than \$250,000 after expiration of any applicable cure or grace period;
- (b) an event or condition which (i) results in the acceleration of the maturity of a debt outstanding of more than \$250,000 (ii) results in the mandatory prepayment or purchase of such debt prior to the scheduled maturity, or (iii) enables the holders of such debt or commitment to provide such debt to accelerate the maturity, terminate any such commitment or require the mandatory prepayment or purchase prior to the scheduled maturity;
- (c) a material default or event of default that occurs and is continuing under any material contract or any failure to perform any material obligation under any material contract which remains uncured beyond any applicable cure or grace period;
- (d) the occurrence of any default or event of default occurring under any indenture or senior subordinated notes; and
- (e) a default under any other lien or encumbrance placed on the property, or any interest therein (legal or equitable), or any part thereof, either inferior or superior in right to the lien of a deed of trust beyond any applicable grace period.

Effective November 4, 2009, financial covenants related to the Credit Agreement with BB&T Capital Markets, as lead arranger, Branch Banking and Trust Company, as administrative agent and letter of credit issuer, and TD Bank, N.A. are as follows:

- (a) **Minimum Consolidated Tangible Net Worth.** Trex will maintain Consolidated Tangible Net Worth (as defined in the credit agreement) of not less than the sum of (i) \$87,000,000, plus (ii) 50% of Consolidated Net Income (as defined in the credit agreement) after December 31, 2008 (taken as one accounting period), but excluding from such calculation of Consolidated Net Income any quarter in which Consolidated Net Income is negative, measured as of the end of each fiscal quarter commencing with the fiscal quarter ending September 30, 2009.
- (b) **Fixed Charge Coverage Ratio.** Trex will not permit the Fixed Charge Coverage Ratio (as defined in the credit agreement) to be less than 1.1 to 1.0, measured as of the end of each fiscal quarter, commencing with the fiscal quarter ending September 30, 2009, for the four-quarter period then ended; provided, however, that if Excess Availability (as defined in the credit agreement) exceeds \$35,000,000, measurement of the Fixed Charge Coverage Ratio shall be made as of the end of each fiscal year.
- (c) **Consolidated Debt to Consolidated EBITDA Ratio.** Trex will not permit the Consolidated Debt to Consolidated EBITDA Ratio (as defined in the credit agreement) to exceed: (i) 6.0 to 1.0 as of December 31, 2009 and December 31, 2010, (ii) 5.5 to 1.0 as of December 31, 2011, and (iii) 4.5 to 1.0 as of December 31, 2012, and as of the end of each fiscal year thereafter.

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*Contractual Obligations.* The following tables show, as of December 31, 2010, our contractual obligations and commercial commitments, which consist primarily of long-term debt, interest payments on long-term debt, purchase commitments and operating leases (in thousands):

### Contractual Obligations Payments Due by Period

	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>	<u>After 5 years</u>
Long-term debt (1)	\$100,353	\$ 741	\$ 98,980	\$ 632	\$ —
Interest payments on long-term debt (2)	11,813	5,900	5,913	—	—
Purchase commitments (3)	25,693	24,193	1,500	—	—
Product warranties (4)	14,472	7,003	7,469	—	—
Operating leases	40,773	7,545	12,211	10,140	10,877
Total contractual cash obligations	<u>\$193,104</u>	<u>\$45,382</u>	<u>\$126,073</u>	<u>\$10,772</u>	<u>\$10,877</u>

- (1) Long-term debt includes the debt related derivative.
- (2) A portion of the interest expense disclosed is subject to variable interest rates. The amounts disclosed above assume that variable interest rates are equal to rates at December 31, 2010.
- (3) Purchase commitments represent supply contracts with third-party manufacturers and raw material vendors.
- (4) Product warranties represent estimated amounts accrued for surface flaking claims related to material produced at the Nevada manufacturing facility prior to mid-2006. The timing of actual payments is dependent upon the timing of claims submitted by customers, which is beyond the control of the Company.

We use interest rate swaps to manage exposure to fluctuations in the interest rates on variable-rate debt. At December 31, 2010, the fair value of the debt-related derivative was \$0.3 million and was classified as a long-term liability.

We do not have off-balance sheet financing arrangements other than operating leases.

*Capital and Other Cash Requirements.* We made capital expenditures of \$7.8 million in 2008, \$6.9 million in 2009 and \$10.0 million in 2010, primarily to make process and productivity improvements. We currently estimate that capital expenditures in 2011 will be approximately \$15 million. Capital expenditures in 2011 are expected to be used primarily to make process and productivity improvements and upgrade systems.

We believe that cash on hand, cash flow from operations and borrowings expected to be available under the existing revolving credit facility will provide sufficient funds to enable us to fund planned capital expenditures, make scheduled principal and interest payments, fund the warranty reserve, meet other cash requirements and maintain compliance with terms of our debt agreements for at least the next 12 months. We currently expect to fund future capital expenditures from operations and borrowings under the revolving credit facility. The actual amount and timing of future capital requirements may differ materially from our estimate depending on the demand for Trex and new market developments and opportunities. Our ability to meet our cash needs during the next 12 months and thereafter could be adversely affected by various circumstances, including increases in raw materials and product replacement costs, quality control problems, higher than expected product warranty claims, service disruptions and lower than expected collections of accounts receivable. In addition, any failure to negotiate amendments to our existing debt agreements to resolve any future noncompliance with financial covenants could adversely affect our liquidity by reducing access to revolving credit borrowings needed primarily to fund seasonal borrowing needs. We may determine that it is necessary or desirable to obtain financing through bank borrowings or the issuance of debt or equity securities to address such contingencies or changes to our business plan. Debt financing would increase our level of indebtedness, while equity financing would dilute the ownership of our stockholders. There can be no assurance as to whether, or as to the terms on which, we would be able to obtain such financing, which would be restricted by covenants contained in our existing debt agreements.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

We have exposure to changing interest rates. At December 31, 2010, we had outstanding debt of \$100.0 million, \$97.5 million of which is fixed-rate debt. The remaining \$2.5 million was effectively converted to a fixed rate through the use of a fixed-for-floating interest rate swap. We also have an \$85 million revolving line of credit under which borrowings are subject to variable interest rates. At December 31, 2010, we had no borrowings on the line of credit.

Changes in interest rates affect the fair value of our fixed-rate debt. The fair value of our long-term fixed-rate debt at December 31, 2010, consisting of convertible notes, was approximately \$118.8 million. This fair value was based on an analysis of actual market transactions. Prices for transactions vary with market conditions and can be affected by trade size and other factors. Thus, this fair value may not be indicative of the value at which the debt may ultimately settle. Based on balances outstanding at December 31, 2010, a 1% change in interest rates would change the fair value of our long-term fixed-rate debt by approximately \$1.3 million.

The foregoing sensitivity analysis provides only a limited view as of a specific date regarding the sensitivity of some of our financial instruments to market risk. The actual impact of changes in market interest rates on the financial instruments may differ significantly from the impact shown in this sensitivity analysis.

**Item 8. Financial Statements and Supplementary Data**

The financial statements listed in Item 15 and appearing on pages F-2 through F-32 are incorporated by reference in this Item 8 and are filed as part of this report.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer, who is our principal executive officer, and our Chief Financial Officer, who is our principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of December 31, 2010. Based upon this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2010.





**Report of Independent Registered Public Accounting Firm  
On Internal Control Over Financial Reporting**

**The Board of Directors and Shareholders of Trex Company, Inc.**

We have audited Trex Company, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Trex Company, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Trex Company, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Trex Company, Inc., as of December 31, 2010 and 2009, and the related consolidated statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010, and our report dated March 9, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Richmond, Virginia  
March 9, 2011

**Item 9B. Other Information**

On March 7, 2011, the Company and Ronald W. Kaplan executed an Amendment and Restatement of Mr. Kaplan's Employment Agreement dated as of January 1, 2008. The Amended and Restated Employment Agreement amended the original Employment Agreement in the following respects:

- extends Mr. Kaplan's employment term from December 31, 2012 until August 16, 2015 and provides for successive one year renewal terms thereafter unless either party provides 90 days prior written notice of termination;
- provides that if Company elects not to renew the Employment Agreement for a one-year renewal term upon expiration of the initial term on August 16, 2015, the Company shall pay Mr. Kaplan 1.5 times his base salary plus target bonus;
- provides that upon termination of the Agreement for any reason on or after August 16, 2015, except by the Company for cause, all unvested restricted stock grants, stock appreciation rights, options, or any other form of equity grant accelerate, and each stock appreciation right and option would be exercisable for a period ending on the earlier of five years after the date of termination of employment or the expiration of the original term of the grant;
- provides that if Mr. Kaplan is terminated by the Company without cause or by Mr. Kaplan for good reason, all unvested restricted stock grants, stock appreciation rights, options, or any other form of equity grant accelerate, and each stock appreciation right and option would be exercisable for a period ending on the earlier of five years after the date of termination of employment or the expiration of the original term of the grant.

Except as noted above, Mr. Kaplan's Employment Agreement remained unchanged. The Amended and Restated Employment Agreement is attached to this Annual Report on Form 10-K as Exhibit 10.15 and is incorporated by reference herein.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

See “Executive Officers and Directors” in Part I, Item 1 of this report for the information about our executive officers, which is incorporated by response in this Item 10. Other information responsive to this Item 10 is incorporated herein by reference to our definitive proxy statement for our 2011 annual meeting of stockholders, which we will file with the SEC on or before 120 days after our 2010 fiscal year-end.

We have adopted a code of conduct and ethics, which is applicable to all of our directors, officers and employees, including our Chief Executive Officer and Chief Financial Officer. The code is available on our corporate web site and in print to any stockholder who requests a copy. We also make available on our web site, at [www.trex.com](http://www.trex.com), and in print to any stockholder who requests them, copies of our corporate governance principles and the charters of each standing committee of our board of directors. Requests for copies of these documents should be directed to Corporate Secretary, Trex Company, Inc., 160 Exeter Drive, Winchester, Virginia 22603-8605. To the extent required by SEC rules, we intend to disclose any amendments to our code of conduct and ethics, and any waiver of a provision of the code with respect to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our web site referred to above within four business days following any such amendment or waiver, or within any other period that may be required under SEC rules from time to time.

**Item 11. Executive Compensation**

Information responsive to this Item 11 is incorporated herein by reference to our definitive proxy statement for our 2011 annual meeting of stockholders, which we will file with the SEC on or before 120 days after our 2010 fiscal year-end.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information responsive to this Item 12 is incorporated herein by reference to our definitive proxy statement for our 2011 annual meeting of stockholders, which we will file with the SEC on or before 120 days after our 2010 fiscal year-end.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information responsive to this Item 13 is incorporated herein by reference to our definitive proxy statement for our 2011 annual meeting of stockholders, which we will file with the SEC on or before 120 days after our 2010 fiscal year-end.

**Item 14. Principal Accounting Fees and Services**

Information responsive to this Item 14 is incorporated herein by reference to our definitive proxy statement for our 2011 annual meeting of stockholders, which we will file with the SEC on or before 120 days after our 2010 fiscal year-end.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a)(1) The following consolidated financial statements of the Company appear on pages F-2 through F-32 of this report and are incorporated by reference in Part II, Item 8:

<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-2
Consolidated Financial Statements	
<a href="#">Consolidated Balance Sheets as of December 31, 2009 and 2010</a>	F-3
<a href="#">Consolidated Statements of Operations for the three years ended December 31, 2010</a>	F-4
<a href="#">Consolidated Statements of Stockholders' Equity and Comprehensive Income for the three years ended December 31, 2010</a>	F-5
<a href="#">Consolidated Statements of Cash Flows for the three years ended December 31, 2010</a>	F-6
<a href="#">Notes to Consolidated Financial Statements</a>	F-7
<a href="#">Schedule II—Valuation and Qualifying Accounts and Reserves</a>	F-33

(a)(2) Schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions, or are inapplicable or not material and therefore have been omitted.

(a)(3) The following exhibits are either filed with this Form 10-K or are incorporated herein by reference. The Company's Securities Exchange Act file number is 001-14649.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Restated Certificate of Incorporation of Trex Company, Inc. (the "Company"). Filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (No. 333-63287) and incorporated herein by reference.
3.2	Amended and Restated By-Laws of the Company. Filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed May 7, 2008 and incorporated herein by reference.
4.1	Specimen certificate representing the Company's common stock. Filed as Exhibit 4.1 to the Company's Registration Statement on Form S-1 (No. 333-63287) and incorporated herein by reference.
4.2	Indenture, dated as of June 18, 2007, between Trex Company, Inc. and The Bank of New York, as trustee. Filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 19, 2007 and incorporated herein by reference.
4.3	Supplemental Indenture, dated as of June 18, 2007, between Trex Company, Inc. and The Bank of New York, as trustee, including the form of 6.00% Convertible Senior Subordinated Note due 2012. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on June 19, 2007 and incorporated herein by reference.
4.4	Credit Agreement dated as of November 4, 2009 between the Company and Branch Banking and Trust Company as Administrative Agent and Letter of Credit Issuer, BB&T Capital Markets as Lead Arranger and the Lenders listed on the signature pages thereof. Filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.5	Amended and Restated Security Agreement between the Company and Branch Banking and Trust Company as Collateral Agent for the Lenders, dated as of November 4, 2009. Filed as Exhibit 4.7 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.6	Amended and Restated Credit Line Deed of Trust, dated November 4, 2009, by and among the Company, as grantor, BB&T-VA Collateral Service Corporation, as trustee, and Branch Banking and Trust Company, as Collateral Agent for the Lenders, as Beneficiary relating to real property partially located in the County of Frederick, Virginia and partially located in the City of Winchester, Virginia. Filed as Exhibit 4.8 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.7	Deed of Trust, dated November 4, 2009, by and among the Company, as grantor, Eric L. Sappenfield, as trustee, and Branch Banking and Trust Company, as Collateral Agent for the Lenders, as Beneficiary relating to real property located in the County of De Soto, Mississippi. Filed as Exhibit 4.9 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.8	Revolver Note dated November 4, 2009 payable by the Company to Branch Banking and Trust Company in the amount of the lesser of \$38,823,529.41 or the outstanding revolver advances made by Branch Banking and Trust Company. Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.9	Revolver Note dated November 4, 2009 payable by the Company Inc. to TD Bank, N.A. in the amount of the lesser of \$21,176,470.59 or the outstanding revolver advances made by TD Bank, N.A. Filed as Exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.10	Reducing Revolver Note dated November 4, 2009 payable by the Company Inc. to Branch Banking and Trust Company in the amount of the lesser of \$16,176,470.59 or the outstanding reducing revolver advances made by Branch Banking and Trust Company. Filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.11	Reducing Revolver Note dated November 4, 2009 payable by the Company Inc. to TD Bank, N.A. in the amount of the lesser of \$8,823,529.41 or the outstanding reducing revolver advances made by TD Bank, N.A. Filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.12	Swing Advance Note dated November 4, 2009 payable by the Company Inc. to Branch Banking and Trust Company in the amount of the lesser of \$5,000,000 or the outstanding swing advances made by Branch Banking and Trust Company. Filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
10.1	Description of Management Compensatory Plans and Arrangements. Filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. Filed herewith.
10.2	Trex Company, Inc. 2005 Stock Incentive Plan. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 7, 2008 and incorporated herein by reference.
10.3	Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors. Filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and incorporated herein by reference.
10.4	Form of Trex Company, Inc. 2005 Stock Incentive Plan Non-Incentive Stock Option Agreement. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.5	Form of Trex Company, Inc. 2005 Stock Incentive Plan Stock Appreciation Rights Agreement. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.
10.6	Form of Trex Company, Inc. 2005 Stock Incentive Plan Performance Award Agreement. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.
10.7	Form of Trex Company, Inc. 2005 Stock Incentive Plan Restricted Stock Agreement, as amended. Filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and incorporated herein by reference.
10.8	Form of Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors Non-Incentive Stock Option Agreement for Directors. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.9	Form of Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors Stock Appreciation Rights Agreement. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.10	Form of Change in Control Severance Agreement for Officers of Trex Company, Inc. other than the Chief Executive Officer. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 and incorporated herein by reference.
10.11	Amended and Restated Stock Appreciation Rights Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.
10.12	Amended and Restated Stock Appreciation Rights Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.
10.13	Amended and Restated Restricted Stock Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.
10.14	Employment Agreement, dated as of January 1, 2008, between Trex Company, Inc. and Ronald W. Kaplan. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 2, 2008 and incorporated herein by reference.
10.15	Amended and Restated Employment Agreement, dated as of March 7, 2011, between Trex Company, Inc. and Ronald W. Kaplan. Filed herewith.
10.16	Change in Control Severance Agreement, dated as of January 1, 2008, between Trex Company, Inc. and Ronald W. Kaplan. Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 2, 2008 and incorporated herein by reference.
10.17	Form of Indemnity Agreement for Directors. Filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.18	Form of Indemnity Agreement for Officers. Filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.19	Form of Indemnity Agreement for Director/Officers. Filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.20	Form of Distributor Agreement of TREX Company, Inc. Filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and incorporated herein by reference.
10.21	Form of Distributor Agreement of TREX Company, Inc. Filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.22	Form of Trex Company, Inc. Fencing Agreement for Installers/Retailers. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.23	Deed of Lease, dated June 15, 2000, between TREX Company, LLC and Space, LLC. Filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and incorporated herein by reference.
10.24	Amendment, dated February 22, 2010, of Deed of Lease dated as of June 15, 2000, between Trex Company, Inc, as successor by merger to Trex Company, LLC, and TC.V.LLC, as successor to Space, LLC. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010 and incorporated herein by reference.
10.25	Deed of Lease, dated as of July 27, 2005, between the Company and 1 Dulles Town Center, L.L.C. Filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference.*
18	Preferability Letter of Ernst & Young LLP, Independent Registered Public Accounting Firm. Filed herewith.
21	Subsidiaries of the Company. Filed herewith.
23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. Filed herewith.
31.1	Certification of Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Filed herewith.
31.2	Certification of Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Filed herewith.
32	Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350. Filed herewith.

\* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.



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**TREX COMPANY, INC.**  
**Index to Consolidated Financial Statements**

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The following Consolidated Financial Statement Schedule of the Registrant is filed as part of this Report as required to be included in Item 15(a)(2):

	<u>Page</u>
<a href="#">Schedule II—Valuation and Qualifying Accounts and Reserves</a>	F-33

**Report of Independent Registered Public Accounting Firm**

**The Board of Directors and Stockholders of Trex Company, Inc.**

We have audited the accompanying consolidated balance sheets of Trex Company, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income and cash flows for each of the three years in the period ended December 31, 2010. Our audits also included the financial statement schedule listed in Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Trex Company, Inc. at December 31, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company elected to change its method of accounting for inventory from the last in, first out (LIFO) specific goods method determining current cost based on an average cost method to a LIFO link chain method determining current cost based on the most recent acquisition method effective December 31, 2010

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Trex Company Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 9, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Richmond, Virginia  
March 9, 2011

**TREX COMPANY, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<u>December 31,</u>	
	2009	2010
	As Adjusted	(See Note 2)
	(In thousands)	
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 19,514	\$ 27,270
Accounts receivable (net of allowance for doubtful accounts of \$1.5 million and \$0.3 million at December 31, 2009 and 2010, respectively)	31,429	53,332
Inventories	30,104	29,021
Prepaid expenses and other assets	2,368	1,539
Income taxes receivable	7,775	70
Deferred income taxes	3,465	1,004
Total current assets	<u>94,655</u>	<u>112,236</u>
Property, plant and equipment, net	137,027	126,857
Goodwill	6,837	6,837
Other assets	6,024	1,885
Total Assets	<u>\$ 244,543</u>	<u>\$ 247,815</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 16,514	\$ 15,107
Accrued expenses	19,126	23,479
Accrued warranty	9,256	7,003
Current portion of long-term debt	545	590
Total current liabilities	<u>45,441</u>	<u>46,179</u>
Deferred income taxes	5,875	3,614
Accrued taxes	3,735	3,126
Non-current accrued warranty	2,268	7,469
Debt-related derivative	392	312
Long-term debt	76,634	84,193
Total Liabilities	<u>134,345</u>	<u>144,893</u>
Commitments and contingencies		
Stockholders' Equity:		
Preferred stock, \$0.01 par value, 3,000,000 shares authorized; none issued and outstanding	—	—
Common stock, \$0.01 par value, 40,000,000 shares authorized; 15,397,093 and 15,458,002 shares issued and outstanding at December 31, 2009 and 2010, respectively	154	155
Additional paid-in capital	96,197	98,905
Accumulated other comprehensive loss	(265)	(184)
Retained earnings	14,112	4,046
Total Stockholders' Equity	<u>110,198</u>	<u>102,922</u>
Total Liabilities and Stockholders' Equity	<u>\$ 244,543</u>	<u>\$ 247,815</u>

See accompanying notes to financial statements.

**TREX COMPANY, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31,		
	2008 As Adjusted (See Note 2)	2009 As Adjusted (See Note 2)	2010
	(In thousands, except share and per share data)		
Net sales	\$ 329,194	\$ 272,286	\$ 317,690
Cost of sales	242,349	191,759	244,875
Gross profit	86,845	80,527	72,815
Selling, general, and administrative expenses	66,958	65,257	67,764
Impairment of long-lived assets	—	23,251	—
Income (loss) from operations	19,887	(7,981)	5,051
Interest expense, net	15,282	14,699	15,288
Income (loss) before provision for income taxes	4,605	(22,680)	(10,237)
Benefit for income taxes	(750)	(5,811)	(171)
Net income (loss)	\$ 5,355	\$ (16,869)	\$ (10,066)
Basic earnings (loss) per common share	\$ 0.36	\$ (1.12)	\$ (0.66)
Basic weighted average common shares outstanding	14,956,927	15,061,603	15,187,028
Diluted earnings (loss) per common share	\$ 0.35	\$ (1.12)	\$ (0.66)
Diluted weighted average common shares outstanding	15,113,083	15,061,603	15,187,028

See accompanying notes to financial statements.

**TREX COMPANY, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS'**  
**EQUITY AND COMPREHENSIVE INCOME**

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total
	Shares	Amount				
Balance, December 31, 2007 as adjusted (See Note 2)	15,083,520	\$ 151	\$ 90,383	\$ (557)	\$ 25,626	\$ 115,603
Comprehensive income:						
Net income	—	—	—	—	5,355	5,355
Net unrealized losses on derivatives, net of tax	—	—	—	(718)	—	(718)
Net derivative losses reclassified to earnings, net of tax	—	—	—	183	—	183
Total comprehensive income	—	—	—	—	—	4,820
Employee stock purchase and option plans	27,298	—	229	—	—	229
Repurchases of common stock	(9,816)	2	(77)	—	—	(75)
Stock-based compensation	219,610	—	2,290	—	—	2,290
Balance, December 31, 2008 as adjusted (See Note 2)	15,320,612	153	92,825	(1,092)	30,981	122,867
Comprehensive loss:						
Net loss	—	—	—	—	(16,869)	(16,869)
Net unrealized losses on interest rate swaps, net of tax	—	—	—	(55)	—	(55)
Net derivative losses reclassified to earnings, net of tax	—	—	—	882	—	882
Total comprehensive loss	—	—	—	—	—	(16,042)
Employee stock purchase and option plans	42,352	1	416	—	—	417
Repurchases of common stock	(38,938)	—	(572)	—	—	(572)
Stock-based compensation	73,067	—	3,528	—	—	3,528
Balance, December 31, 2009 as adjusted (See Note 2)	15,397,093	154	96,197	(265)	14,112	110,198
Comprehensive loss:						
Net loss	—	—	—	—	(10,066)	(10,066)
Net unrealized losses on interest rate swaps, net of tax	—	—	—	(110)	—	(110)
Net derivative losses reclassified to earnings, net of tax	—	—	—	191	—	191
Total comprehensive loss	—	—	—	—	—	(9,985)
Employee stock purchase and option plans	27,140	1	169	—	—	170
Repurchases of common stock	(54,922)	—	(1,089)	—	—	(1,089)
Stock-based compensation	88,691	—	3,628	—	—	3,628
Balance, December 31, 2010	<u>15,458,002</u>	<u>\$ 155</u>	<u>\$ 98,905</u>	<u>\$ (184)</u>	<u>\$ 4,046</u>	<u>\$ 102,922</u>

See accompanying notes to financial statements.

**TREX COMPANY, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2008 As Adjusted (See Note 2)	2009 As Adjusted (See Note 2) (in thousands)	2010
<b>Operating Activities</b>			
Net income (loss)	\$ 5,355	\$ (16,869)	\$ (10,066)
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	25,876	24,485	20,788
Debt discount amortization	5,730	6,833	8,149
Impairment of long-lived assets	—	23,251	—
Deferred income taxes	(155)	997	200
Derivatives	667	(827)	—
Stock-based compensation	2,290	3,528	3,628
Equity method losses	40	252	1,224
Loss on disposal of property, plant and equipment	500	29	436
Changes in operating assets and liabilities:			
Accounts receivable	(6,967)	(17,413)	(21,914)
Inventories	25,351	24,332	1,083
Prepaid expenses and other assets	(2,665)	2,950	2,474
Accounts payable	(4,349)	1,087	(1,407)
Accrued expenses and other liabilities	(18,453)	(12,367)	6,604
Income taxes receivable (payable)	(178)	(5,205)	7,796
Net cash provided by operating activities	<u>33,042</u>	<u>35,063</u>	<u>18,994</u>
<b>Investing Activities</b>			
Expenditures for property, plant and equipment	(7,814)	(6,919)	(9,966)
Proceeds from sales of property, plant and equipment	45	45	85
Notes receivable, net	(825)	236	108
Net cash used in investing activities	<u>(8,594)</u>	<u>(6,638)</u>	<u>(9,773)</u>
<b>Financing Activities</b>			
Financing costs	(286)	(798)	—
Principal payments under mortgages and notes	(1,194)	(31,147)	(545)
Borrowings under line of credit	44,178	—	44,000
Principal payments under line of credit	(44,178)	—	(44,000)
Repurchases of common stock	(74)	(572)	(1,089)
Proceeds from employee stock purchase and option plans	229	417	169
Net cash used in financing activities	<u>(1,325)</u>	<u>(32,100)</u>	<u>(1,465)</u>
Net increase (decrease) in cash and cash equivalents	23,123	(3,675)	7,756
Cash and cash equivalents at beginning of year	66	23,189	19,514
Cash and cash equivalents at end of year	<u>\$ 23,189</u>	<u>\$ 19,514</u>	<u>\$ 27,270</u>
Supplemental disclosures of cash flow information:			
Cash paid for interest, net of capitalized interest	\$ 7,820	\$ 7,002	\$ 6,526
Cash paid (received) for income taxes, net	\$ 93	\$ (2,301)	\$ (7,553)

See accompanying notes to financial statements.

**TREX COMPANY, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. BUSINESS AND ORGANIZATION**

Trex Company, Inc. (together with its subsidiaries, the “Company”), a Delaware corporation, was incorporated on September 4, 1998. The Company manufactures and distributes wood/plastic composite products primarily for residential and commercial decking and railing applications. The majority of our products are manufactured in a proprietary process that combines waste wood fibers and reclaimed polyethylene (“PE material”). The Company operates in one business segment.

**2. CHANGE IN METHOD OF ACCOUNTING FOR INVENTORY VALUATION**

Effective December 31, 2010, the Company elected to change its method of valuing inventory from the LIFO Specific Goods method using the average purchase price method to determine current cost (“LIFO Specific Goods”) to the LIFO Link Chain method using the most recent acquisition price method to determine current cost (“LIFO Link Chain”). The Company believes that the LIFO Link Chain method of inventory valuation is preferable as the LIFO Link Chain costing method provides a better matching of current costs with current revenues and is more practicable as it improves the efficiency of our reporting process. The Company determined that it is impracticable to determine the cumulative effect of applying this change retrospectively because complete records of inventory purchases are no longer available for all prior periods. Sufficient information exists to apply LIFO Link Chain beginning January 1, 2007. As such, the new method has been applied retrospectively to January 1, 2007 and comparative financial statements of prior years have been adjusted to give effect to the new method. The following financial statement captions for fiscal years 2008 and 2009 were affected by the change in accounting principle.

**CONSOLIDATED BALANCE SHEET**

**December 31, 2009**  
(In thousands)

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
<b>ASSETS</b>			
Current assets:			
Inventories	\$ 45,485	\$ (15,381)	\$ 30,104
Deferred income taxes	—	3,465	3,465
Total current assets	106,571	(11,916)	94,655
Total assets	256,459	(11,916)	244,543
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities:			
Deferred income taxes	485	(485)	—
Total current liabilities	45,926	(485)	45,441
Deferred income taxes	1,925	3,950	5,875
Total liabilities	130,880	3,465	134,345
Stockholders' equity:			
Retained earnings	29,493	(15,381)	14,112
Total stockholders' equity	125,579	(15,381)	110,198
Total liabilities and stockholders' equity	\$ 256,459	\$ (11,916)	\$ 244,543

The income tax effects of the change in accounting principle presented above include the impact of the change in the allocation of the Company's valuation allowance between current and long-term deferred tax balances.

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****For the year ended December 31, 2008****(In thousands, except per share data)**

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
Cost of sales	\$ 240,170	\$ 2,179	\$ 242,349
Gross profit	89,024	(2,179)	86,845
Income (loss) from operations	22,066	(2,179)	19,887
Income (loss) before income taxes	6,784	(2,179)	4,605
Net income (loss)	7,534	(2,179)	5,355
Basic earnings (loss) per common share	0.50	(0.14)	0.36
Diluted earnings (loss) per common share	\$ 0.50	\$ (0.14)	\$ 0.35

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****For the year ended December 31, 2009****(In thousands, except per share data)**

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
Cost of sales	\$ 191,339	\$ 420	\$ 191,759
Gross profit	80,947	(420)	80,527
Income (loss) from operations	(7,561)	(420)	(7,981)
Income (loss) before income taxes	(22,260)	(420)	(22,680)
Net income (loss)	(16,449)	(420)	(16,869)
Basic earnings (loss) per common share	(1.09)	(0.03)	(1.12)
Diluted earnings (loss) per common share	\$ (1.09)	\$ (0.03)	\$ (1.12)

**CONSOLIDATED STATEMENT OF CASH FLOWS****For the year ended December 31, 2008****(In thousands)**

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
Operating Activities			
Net income (loss)	\$ 7,534	\$ (2,179)	\$ 5,355
Inventories	\$ 23,172	\$ 2,179	\$ 25,351

**CONSOLIDATED STATEMENT OF CASH FLOWS****For the year ended December 31, 2009****(In thousands)**

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
Operating Activities			
Net income (loss)	\$ (16,449)	\$ (420)	\$ (16,869)
Inventories	\$ 23,912	\$ 420	\$ 24,332



**CONSOLIDATED COMPREHENSIVE INCOME (LOSS)****(In thousands)**

	<u>As Previously Reported</u>	<u>Effect of Change in Accounting Principle</u>	<u>As Adjusted</u>
Year ended December 31, 2008	\$ 6,999	\$ (2,179)	\$ 4,820
Year ended December 31, 2009	\$ (15,622)	\$ (420)	\$ (16,042)

See Note 16 for the impact of the change in accounting principle on the quarterly financial information for the years ended December 31, 2009 and 2010.

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Basis of Accounting**

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and include the accounts of the Company and its wholly-owned subsidiaries, Winchester Capital, Inc., and Trex Wood-Polymer Espana, S.L. ("TWPE"). Intercompany accounts and transactions have been eliminated in consolidation.

TWPE was formed to hold the Company's 35% equity interest in Denplax, S.A. ("Denplax"), a joint venture with a Spanish Company responsible for public environmental programs in southern Spain and with an Italian equipment manufacturer. The joint venture was formed to recycle polyethylene at a facility in El Ejido, Spain. The Company's investment in Denplax is accounted for using the equity method. During 2010, the Company determined that its investment in Denplax and a related note receivable were no longer recoverable and recorded a \$2.4 million charge to earnings to fully reserve the equity investment and note.

**Use of Estimates**

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

**Cash and Cash Equivalents**

Cash equivalents consist of highly liquid investments purchased with original maturities of three months or less.

**Concentrations and Credit Risk**

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, trade accounts receivable and interest rate swap contracts. The Company from time to time may have bank deposits in excess of insurance limits of the Federal Deposit Insurance Corporation. As of December 31, 2010, substantially all deposits are maintained in one financial institution. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk related to its cash and cash equivalents.

The Company routinely assesses the financial strength of its customers and believes that its trade receivables credit risk exposure is limited. Trade receivables are carried at the original invoice amount less an estimate made for payment discounts and doubtful accounts. A valuation allowance is provided for known and anticipated credit losses and disputed amounts, as determined by management in the course of regularly evaluating individual customer receivables. This evaluation takes into consideration a customer's financial condition and credit history, as well as current economic conditions.

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The Company recorded a decrease to the allowance for doubtful accounts of approximately \$1.1 million in the year ended December 31, 2010 primarily due to the write-off of a previously reserved customer account. In the years ended December 31, 2008, 2009 and 2010, sales to certain customers accounted for 10% or more of the Company's total gross sales. For the year ended December 31, 2008, the Company's two largest customers represented 26%, and 11%, respectively, of the Company's gross sales. For the year ended December 31, 2009, the Company's two largest customers represented 28% and 11%, respectively, of the Company's gross sales. For the year ended December 31, 2010, one customer of the Company represented 29% of the Company's gross sales. As of December 31, 2010, two customers represented 40% and 10%, respectively, of the Company's accounts receivable balance.

Approximately 23%, 30% and 41% of the Company's raw materials purchases for the years ended December 31, 2008, 2009 and 2010, respectively, were purchased from its four largest suppliers.

The Company is also exposed to credit loss in the event of nonperformance by the counter-party to its interest rate swap agreement, but the Company does not anticipate nonperformance by the counter-party. The amount of such exposure is limited to the unrealized gains, if any, under such agreements. At December 31, 2010, the Company had no unrealized gains on its interest rate swap.

### **Inventories**

Inventories are stated at the lower of cost (last-in, first-out, or "LIFO" method) or market value. The Company periodically reviews its inventory for slow moving or obsolete items and writes down the related products to estimated realizable value. The Company has not established significant reserves for estimated slow moving products or obsolescence. At December 31, 2010, the excess of the replacement cost of inventory over the LIFO value of inventory was approximately \$28.6 million. Due to the nature of the LIFO valuation methodology, liquidations of inventories will result in a portion of the Company's cost of sales being based on historical rather than current year costs. We cannot estimate at this time the effect of future reductions, if any, in inventory levels on future operating results.

The majority of the Company's products are made in a proprietary process that combines waste wood fibers and reclaimed polyethylene. The Company grinds up scrap materials generated from its manufacturing process and inventories deemed no longer salable and reintroduces the "reclaimed" material into the manufacturing process as a substitute for raw materials. The reclaimed material is valued at the costs of the raw material components of the material.

### **Property, Plant and Equipment**

Property, plant and equipment are stated at historical cost. The costs of additions and improvements are capitalized, while maintenance and repairs are expensed as incurred. Depreciation is provided using the straight-line method over the following estimated useful lives:

Buildings	40 years
Machinery and equipment	5-11 years
Furniture and equipment	10 years
Forklifts and tractors	5 years
Computer equipment and software	3-5 years

Leasehold improvements are amortized over the shorter of the lease term or the estimated useful life of the asset.

### **Long-Lived Assets**

The Company reviews its long-lived assets, including property, plant and equipment, whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. To

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determine the recoverability of its long-lived assets, the Company evaluates the probability that future estimated undiscounted net cash flows will be less than the carrying amount of the long-lived assets. If the estimated cash flows are less than the carrying amount of the long-lived assets, the assets are written down to their fair value. The Company's estimates of anticipated cash flows and the remaining estimated useful lives of long-lived assets could be reduced in the future. As a result, the carrying amount of long-lived assets could be reduced in the future.

In September 2009, the Company recorded a pre-tax impairment charge of \$23.3 million related to the long-lived assets held at the Company's Olive Branch facility to reduce the carrying value of those groups to their estimated fair value. The fair value measurement used to determine the impairment was based on prices for similar assets and considered the condition of the related fixed assets. Of the Company's net property, plant and equipment at December 31, 2010, approximately \$10.9 million is located at the Olive Branch, Mississippi manufacturing facility. Management does not currently anticipate further impairments on the remaining assets. However, changes in the expected cash flows related to the facility in the future may result in additional impairment charges and reduced earnings.

### **Contract Termination Costs**

In anticipation of relocating the Company's corporate headquarters, the Company entered into a lease agreement in 2005. The Company reconsidered and decided not to move its headquarters. The lease, which began on January 1, 2006 and extends through June 30, 2019, currently obligates the Company to lease 55,047 square feet and increases to 64,656 square feet in 2012. The Company has executed subleases for the entire 55,047 square feet it currently leases. The terms of the existing subleases extend through years 2012 to 2015. The Company estimates that the present value of the estimated future sublease rental receipts, net of transaction costs, will be less than the Company's remaining minimum lease payment obligations under its lease for the office space. Accordingly, the Company accounts for the expected shortfall as contract termination costs and has recorded a liability in accordance with FASB ASC Topic 420, "*Exit or Disposal Cost Obligations*."

To estimate future sublease receipts for the periods beyond the term of the existing subleases and for the additional space the Company is obligated to lease, the Company has assumed that the existing subleases will be renewed or new subleases will be executed at rates consistent with rental rates in the current subleases. However, management cannot be certain that the timing of future subleases or the rental rates contained in future subleases will not differ from current estimates. Factors such as the delivery of a significant amount of new office space or poor economic conditions could have a negative effect on vacancy rates and rental rates in the area. The inability to sublet the office space in the future or unfavorable changes to key management assumptions used in the estimate of the future sublease receipts may result in material charges to selling, general and administrative expenses in future periods.

### **Goodwill**

Goodwill represents the excess of cost over net assets acquired resulting from the Company's purchase of the Mobil Composite Products Division in 1996. Each year, in accordance with the prevailing accounting rules, the Company conducts an impairment test. For the years ended December 31, 2008, 2009 and 2010, the Company completed its annual impairment test of goodwill and noted no impairment. The Company performs the annual impairment testing of its goodwill as of October 31 of each year.

### **Product Warranty**

The Company warrants that its products will be free from material defects in workmanship and material and will not check, split, splinter, rot or suffer structural damage from termites or fungal decay. With respect to the Company's new Transcend product, the Company further warrants that the product will not fade in color more than a certain amount and will be resistant to permanent staining from food substances or mold (provided the stain is cleaned within seven days of appearance). Each of these warranties generally extends for a period of 25

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years for residential use and 10 years for commercial use. If there is a breach of such warranties, the Company has an obligation either to replace the defective product or refund the purchase price. The Company establishes warranty reserves to provide for estimated future expenses as a result of product defects that result in claims. Reserve estimates are based on management's judgment, considering such factors as cost per claim, historical experience, anticipated rates of claims, and other available information. Management reviews and adjusts these estimates, if necessary, on a quarterly basis based on the differences between actual experience and historical estimates.

The Company continues to receive and settle claims related to material produced at its Nevada facility through mid-2006 that exhibits surface flaking. During 2010, the number of warranty claims received related to surface flaking exceeded the Company's expectations. Management believes that the increased number of claims received over what the Company expected is primarily the result of the Company's involvement in, and related public announcements about, a recently settled class action suit related to surface flaking. The settlement of the suit also introduced a new category of claims to provide for partial labor payments for claims that were previously settled with material only. In addition, the increased claims activity resulting from the lawsuit, which included many invalid claims, distorted previously emerging trends and complicated analysis of the claims data. As a result of these developments, the Company recorded increases to the warranty reserve of \$15.0 million during the twelve months ended December 31, 2010. Management anticipates that the effects of the lawsuit will diminish and the number of claims will substantially decrease. If the level of claims does not diminish consistent with the Company's expectations, it could result in additional increases to the warranty reserve and reduced earnings in future periods. The Company estimates that a 10% change in the expected number of remaining claims or the expected cost to settle claims may result in approximately a \$1.4 million change in the warranty reserve. For additional information about product warranties, see Notes 3 and 15 to the consolidated financial statements appearing elsewhere in this report.

### **Revenue Recognition**

The Company recognizes revenue when title is transferred to customers, which is generally upon shipment of the product to the customer. The Company does not grant contractual product return rights to customers other than pursuant to its product warranty. The Company does not expect future product returns to be material and, consequently, does not maintain an allowance for product returns.

The Company records all shipping and handling fees in sales and records all of the related costs in cost of sales. The Company offers several sales incentive programs to dealers and distributors, including rebates, pricing discounts, favorable payment terms and cooperative advertising, many of which result in cash consideration made to dealers and distributors. The Company accounts for consideration made pursuant to these programs in accordance with accounting guidance that governs consideration given by a vendor to a customer. With the exception of cooperative advertising, the Company classifies sales incentives as a reduction in revenue in "Net sales." Sales incentives are recorded in the period in which they are earned by customers. The Company's cooperative advertising program meets the requirements for exclusion from net sales and the costs are recorded as expenses in "Selling, general and administrative expenses" in the accompanying consolidated statements of operations. Cooperative advertising costs are accrued as incurred.

### **Stock-Based Compensation**

The Company recognizes share-based compensation at the grant date of the award based on the fair value, and is recognized on a straight line basis as expense in the accompanying consolidated statements of operations over the vesting periods of the award, net of an estimated forfeiture rate.

### **Income Taxes**

The Company accounts for income taxes and the related accounts in accordance with FASB ASC Topic 740, "Income Taxes". Deferred tax liabilities and assets are determined based on the difference between the

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financial statement and tax basis of assets and liabilities using enacted rates expected to be in effect during the year in which the differences reverse. Management periodically assesses the likelihood that the Company will be able to recover its deferred tax assets and reflects any changes in estimates in the valuation allowance. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. At December 31, 2010, the Company had a valuation allowance of \$21.1 million primarily attributable to the uncertainty related to the realizability of its excess deferred tax assets. The Company considered all available evidence, both positive and negative, in determining the need for a valuation allowance. Based upon this analysis, including a consideration of the Company's cumulative loss history in the three-year period ended December 31, 2010, management determined that it is not more likely than not that its excess deferred tax assets will be realized.

### **Research and Development Costs**

Research and development costs are expensed as incurred. For the years ended December 31, 2008, 2009 and 2010, research and development costs were \$3.5 million, \$5.3 million and \$1.9 million, respectively, and have been included in "Selling, general and administrative expenses" in the accompanying consolidated statements of operations.

### **Advertising Costs**

The Company expenses its branding and advertising communication costs as incurred. Significant production costs are deferred and recognized as expense in the period that the related advertisement is first used. At December 31, 2009 and December 31, 2010, \$0.6 million and \$0.4 million, respectively, were included in prepaid expenses for production costs.

For the years ended December 31, 2008, 2009 and 2010, branding expenses, including advertising expenses as described above, were \$16.9 million, \$16.2 million and \$20.6 million, respectively.

### **Fair Value of Financial Instruments**

The Company considers the recorded value of its financial assets and liabilities, consisting primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities, real estate loans, and promissory note to approximate the fair value of the respective assets and liabilities at December 31, 2009 and 2010. At December 31, 2010, the fair value of the Company's \$97.5 million 6.00% Convertible Senior Subordinated Notes due July 1, 2012 was estimated at \$118.8 million based on quoted market prices.

### **Derivative Instruments**

The Company uses interest rate swaps to manage its exposure to fluctuations in the interest rates on its variable-rate debt. The Company accounts for interest rate swaps as derivative instruments in accordance with FASB ASC Topic 815, "*Derivative and Hedging*" (formerly SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, as amended). ASC 815 requires derivative instruments to be measured at fair value in the consolidated balance sheets. Changes in the fair value of the derivative instruments not designated as cash flow hedges or the ineffective portion of derivative instruments designated as cash flow hedges are recorded as a gain or loss in income in the current period. Changes in the fair value of a derivative instrument that qualifies and has been designated as a cash flow hedge of a forecasted transaction are initially recorded, net of tax, in "Accumulated other comprehensive loss" in the accompanying consolidated balance sheets and are subsequently reclassified to "Interest expense, net" when the forecasted transaction occurs. If a forecasted transaction is no longer probable, the deferred gain or loss in "Accumulated other comprehensive loss" in the accompanying consolidated balance sheets is immediately reclassified to income. Gains or losses related to any ineffective portion of cash flow hedges are recognized in income immediately.

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### Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and net unrealized gains and losses on interest rate swap contracts. For the years ended December 31, 2008, 2009 and 2010, comprehensive income (loss) was \$4.8 million, (\$16.0) million and (\$10.0) million, respectively.

### Investment in Denplax

The Company owns 35% of a joint venture, Denplax, with a Spanish environmental company and an Italian equipment manufacturer to operate a plant in Spain designed to recycle waste polyethylene. Denplax qualifies as a variable interest entity per relevant accounting guidance. Denplax was financed with initial equity contributions from the Company and the other partners and debt financing. The Company is not contingently liable for any of Denplax's obligations. The Company does not control Denplax and records its proportional 35% share of Denplax's operating results using the equity method. During 2010, the Company determined that its investment in Denplax and a related note receivable were no longer recoverable and recorded a \$2.4 million charge to earnings to fully reserve the equity investment and the note.

### New Accounting Standards

In January 2010, the FASB issued Accounting Standard Update No. 2010-06, "Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements" ("ASU No. 2010-06"). This update requires additional disclosures about (1) the different classes of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in Level 3 fair value measurements, and (4) the transfers between Levels 1, 2, and 3. ASU No. 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009. The Company adopted ASU 2010-06 effective January 1, 2010. The adoption had no impact on the Company's results of operations or financial position.

## 4. INVENTORIES

Inventories (at LIFO value) consist of the following as of December 31 (in thousands):

	2009 As Adjusted (See Note 2)	2010
Finished goods	\$ 32,361	\$ 29,983
Raw materials	26,453	27,589
Total FIFO inventories	58,814	57,572
Reserve to adjust inventories to LIFO value	(28,710)	(28,551)
Total LIFO inventories	<u>\$ 30,104</u>	<u>\$ 29,021</u>

Inventory is stated at the lower of LIFO cost or net realizable value. The Company periodically reviews its inventory for slow moving or obsolete items and writes down the related products to estimated net realizable value.

During the years ended December 31, 2008 and 2009, due to the liquidation of inventories, a portion of the Company's cost of sales is based on prior year costs rather than current year costs. As a result, the Company recognized an expense of \$2.5 million in 2008 and a benefit of \$3.4 million in 2009. The effect of the liquidation of inventories in 2010 on the Company's cost of sales was immaterial.

During 2010, the Company elected to change its method of valuing inventory. See Note 2 for additional information regarding the change in LIFO method.

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### 5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following as of December 31 (in thousands):

	<u>2009</u>	<u>2010</u>
Building and improvements	\$ 56,524	\$ 56,889
Machinery and equipment	227,116	216,481
Furniture and fixtures	2,480	2,457
Forklifts and tractors	4,398	4,497
Computer equipment	11,525	6,646
Construction in process	2,908	6,137
Land	8,858	8,858
	<u>313,809</u>	<u>301,965</u>
Accumulated depreciation	<u>(176,782)</u>	<u>(175,108)</u>
Total property, plant and equipment, net	<u>\$ 137,027</u>	<u>\$ 126,857</u>

The Company had construction in process as of December 31, 2010 of approximately \$6.1 million. The Company expects that the construction in process will be completed and put into service in the year ending December 31, 2011.

Depreciation expense for the years ended December 31, 2008, 2009 and 2010 totaled \$24.9 million, \$22.9 million and \$19.6 million, respectively.

In September 2009, the Company recorded a pre-tax impairment charge of \$23.3 million related to the long-lived assets held at the Company's Olive Branch facility to reduce the carrying value of those groups to their estimated fair value. The fair value measurement used to determine the impairment was based on prices for similar assets and considered the condition of the related fixed assets and is a Level III fair value measurement. Of the Company's net property, plant and equipment at December 31, 2010, approximately \$10.9 million is located at the Olive Branch, Mississippi manufacturing facility. Management does not currently anticipate further impairments on the remaining assets. However, changes in the expected cash flows related to the facility in the future may result in additional impairment charges and reduced earnings.

### 6. ACCRUED EXPENSES

Accrued expenses consist of the following (in thousands):

	<u>2009</u>	<u>2010</u>
Accrued compensation and benefits	\$ 5,917	\$ 6,687
Accrued interest	3,850	3,526
Accrued rent obligations	2,351	1,938
Accrued sales and marketing costs	2,536	2,584
Accrued taxes and penalties	278	200
Other	4,194	8,544
Total accrued expenses	<u>\$19,126</u>	<u>\$23,479</u>

### 7. DEBT

*Indebtedness.* At December 31, 2010, the Company's indebtedness, including the fair value of its interest rate swaps, totaled \$100.4 million and the annualized overall weighted average interest rate of such indebtedness, including the effect of the Company's interest rate swap, was approximately 6.07%.

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*Convertible Notes Offering.* On June 18, 2007, the Company issued \$85.0 million principal amount of its 6.00% Convertible Senior Subordinated Notes due July 1, 2012 (the “Notes”) through an underwritten public offering. The Company used a portion of net proceeds of \$82.1 million from the sale of the Notes to repay in full \$24.0 million principal amount of its 8.32% senior secured notes due July 19, 2009 and \$45.7 million principal amount of borrowings outstanding under its revolving credit facility. The Company paid a prepayment penalty of \$0.6 million in connection with the retirement of the senior secured notes. On July 12, 2007, the underwriters of the Notes offering exercised their over-allotment option to purchase an additional \$12.5 million principal amount of Notes. The Company received net proceeds of \$12.1 million from the sale of the additional Notes, which it issued on July 17, 2007.

Holder may convert the Notes into the Company’s common stock at their option before the close of business on any business day prior to April 1, 2012 only under the following circumstances:

- during any fiscal quarter of the Company commencing after September 30, 2007, if the last reported sale price of the Company’s common stock for at least 20 trading days during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day;
- during the five business-day period after any ten consecutive trading-day period in which the trading price per Note for each day of that measurement period is less than 98% of the product of the last reported sale price of the common stock and the applicable Note conversion rate on each such day; or
- upon the occurrence of specified corporate events.

On and after April 1, 2012, until the close of business on the third business day immediately preceding the maturity date, holders may convert their Notes at any time, regardless of the foregoing circumstances.

Upon conversion of any Notes, the Company will pay cash up to the principal amount of the Notes converted and deliver shares of its common stock to the extent the daily conversion value exceeds the proportionate principal amount of such Notes based on a 40 trading-day observation period. The conversion rate will be 45.9116 shares of common stock per \$1,000 principal amount of Notes, which is equivalent to a conversion price of approximately \$21.78 per share of common stock. The conversion rate will be subject to adjustment in some events. In addition, following specified corporate transactions that occur before the maturity date, the conversion rate will be increased for a holder who elects to convert the holder’s Notes in connection with such a corporate transaction in certain circumstances. Shares issued as a result of the conversion of any Notes would have a dilutive effect on earnings per share.

The Company may not redeem the Notes. If the Company undergoes a fundamental change, as defined in the Notes, holders may require the Company to purchase the Notes in whole or in part for cash at a price equal to 100% of the principal amount of the Notes to be purchased, plus any accrued and unpaid interest.

The Notes are the Company’s direct, senior subordinated, unsecured obligations and rank equally in right of payment with all of the Company’s existing and future senior subordinated indebtedness, senior in right of payment to all of the Company’s existing and future subordinated indebtedness and junior in right of payment to all of the Company’s existing and future senior indebtedness.

The Company accounts for its convertible notes per ASC 470, which requires the proceeds from the issuance of convertible debt instruments that may be settled in cash upon conversion, be allocated between a liability and an equity component, with the resulting debt discount amortized, as non-cash interest expense, over the period the convertible debt is expected to be outstanding. The amortization of the discount recorded on the Company’s \$97.5 million of outstanding convertible notes resulted in a \$5.7 million, \$6.8 million and an \$8.1 million increase to interest expense for the years ended December 31, 2008, 2009 and 2010, respectively.



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The following table provides additional information regarding the Company's convertible debt instruments that are subject to ASC 470 (in thousands, except conversion price):

	December 31, 2008	December 31, 2009	December 31, 2010
Principal amount of the liability component	\$ 97,500	\$ 97,500	\$ 97,500
Unamortized discount of liability component	(30,240)	(23,407)	(15,258)
Net carrying amount of liability component	67,260	74,093	82,242
Carrying amount of the equity component	23,860	23,860	23,860
Remaining amortization period of discount	42 months	30 months	18 months
Conversion price	\$ 21.78	\$ 21.78	\$ 21.78
Effective interest rate on liability component	18.41%	18.41%	18.41%
Interest expense at coupon rate (6.0%)	\$ 5,850	\$ 5,850	\$ 5,850
Non-cash interest in accordance with ASC 470	\$ 5,730	\$ 6,833	\$ 8,149

*Revolving Credit Facility.* In November 2009, the Company entered into a credit agreement providing an \$85 million revolving line of credit. The company has the option to borrow at Base Rate Advances or Euro-Dollar Advances. Base Rate Advances under the Revolver Loans accrue interest at the Base Rate plus the Applicable Margin of 0.25% to 1.00% and Euro-Dollar Advances for the Revolver Loans accrue interest at the Adjusted London InterBank Offered Rate ("LIBOR") plus the Applicable Margin of 2.75% to 3.50% annually. The credit facility matures on December 31, 2011, but may be extended to December 31, 2012 if certain terms and conditions are met.

The \$85 million credit facility consists of a \$60 million revolver loan and a \$25 million reducing revolver loan. The reducing revolver loan is subject to a \$1.7 million annual step down. Amounts drawn under the revolver loan are subject to a borrowing base consisting of accounts receivable, finished goods inventories and certain raw material inventories. At December 31, 2010, the borrowing base under the two revolver loans totaled approximately \$79 million.

*Compliance with Debt Covenants.* Effective November 4, 2009, financial covenants related to the Credit Agreement with BB&T Capital Markets, as lead arranger, Branch Banking and Trust Company, as administrative agent and letter of credit issuer, and TD Bank, N.A. are as follows:

- Minimum Consolidated Tangible Net Worth. Trex will maintain Consolidated Tangible Net Worth (as defined in the credit agreement) of not less than the sum of (i) \$87,000,000, plus (ii) 50% of Consolidated Net Income (as defined in the credit agreement) after December 31, 2008 (taken as one accounting period), but excluding from such calculation of Consolidated Net Income any quarter in which Consolidated Net Income is negative, measured as of the end of each fiscal quarter commencing with the fiscal quarter ending September 30, 2009.
- Fixed Charge Coverage Ratio. Trex will not permit the Fixed Charge Coverage Ratio (as defined in the credit agreement) to be less than 1.1 to 1.0, measured as of the end of each fiscal quarter, commencing with the fiscal quarter ending September 30, 2009, for the four-quarter period then ended; provided, however, that if Excess Availability (as defined in the credit agreement) exceeds \$35,000,000, measurement of the Fixed Charge Coverage Ratio shall be made as of the end of each fiscal year.
- Consolidated Debt to Consolidated EBITDA Ratio. Trex will not permit the Consolidated Debt to Consolidated EBITDA Ratio (as defined in the credit agreement) to exceed: (i) 6.0 to 1.0 as of December 31, 2009 and December 31, 2010, (ii) 5.5 to 1.0 as of December 31, 2011, and (iii) 4.5 to 1.0 as of December 31, 2012, and as of the end of each fiscal year thereafter.

The Company was in compliance with all covenants contained in its loan agreements at December 31, 2010.

*Long-Term Debt.* The Company's Notes have been reduced by debt discounts of \$23.4 million and \$15.3 million as of December 31, 2009 and 2010, respectively, in accordance with the terms of FASB ASC Topic 470.

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Long-term debt consists of the following as of December 31 (in thousands):

	<u>2009</u>	<u>2010</u>
Real estate loans	\$ 3,086	\$ 2,541
Convertible notes	97,500	97,500
<b>Total long-term debt</b>	<b>100,586</b>	<b>100,041</b>
Less unamortized debt discount	(23,407)	(15,258)
	77,179	84,783
Less current portion	(545)	(590)
<b>Long-term debt, excluding current portion</b>	<b>\$ 76,634</b>	<b>\$ 84,193</b>

Future debt maturities are as follows (in thousands):

<u>Years ending December 31,</u>	
2011	\$ 590
2012	98,138
2013	693
2014	620
Thereafter	—
<b>Total long-term debt</b>	<b>\$ 100,041</b>

During the years ended December 31, 2008 and 2009, the Company capitalized approximately \$0.2 million and \$5 thousand of interest, respectively. The Company capitalized no interest in the year ended December 31, 2010.

### **Interest Rate Swaps**

The Company uses interest rate swaps to manage its exposure to fluctuations in the interest rates on its variable-rate debt. The Company had outstanding debt of \$100.0 million at December 31, 2010, \$97.5 million of which is fixed-rate debt. The remaining \$2.5 million of the Company's total debt outstanding at December 31, 2010 is variable-rate debt.

At December 31, 2009 and 2010 the fair value of the Company's interest rate swaps was \$0.4 million and \$0.3 million, respectively and was classified as "Debt-related derivative" in the accompanying consolidated balance sheets. The interest rate swap was designated as a cash flow hedge of a forecasted transaction and the changes in fair value of this instrument are recorded, net of tax, in "Accumulated other comprehensive loss" in the accompanying consolidated balance sheets. At December 31, 2010, \$0.2 million of unrealized losses, net of tax, were recorded in "Accumulated other comprehensive loss" in the accompanying consolidated balance sheets. The Company expects approximately \$0.2 million to be reclassified into "Interest expense, net" over the next twelve months.

### **8. FAIR VALUE MEASUREMENT**

The Company adopted certain provisions of FASB ASC Topic 820 on January 1, 2008, which defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. The Company's adoption was limited to financial assets and liabilities, which primarily relate to derivative contracts.

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ASC 820 requires the categorization of financial assets and liabilities based upon the level of judgments associated with the inputs used to measure their fair value. Hierarchical levels, defined by ASC 820 and directly related to the amount of subjectivity associated with the inputs used to determine the fair value of financial assets and liabilities, are as follows:

- Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liability through correlation with market data at the measurement date and for the duration of the instrument’s anticipated life
- Level 3—Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The determination of the fair value level within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the assets or liabilities.

The following table presents the financial assets and liabilities we measure at fair value on a recurring basis, based on the fair value hierarchy as of December 31, 2010 (in thousands):

	<b>Total Fair Value Measurement December 31, 2010</b>	<b>Quoted Prices in Active Markets for Identical Asset (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
Debt-related derivative liability	<u>\$ 312</u>	<u>\$ —</u>	<u>\$ 312</u>	<u>\$ —</u>

The Company uses interest-rate swap contracts to manage its exposure to fluctuations in the interest rates under its variable-rate debt.

## 9. FINANCIAL INSTRUMENTS

The Company considers the recorded value of its financial assets and liabilities, consisting primarily of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other current liabilities, real estate loans, and promissory note to approximate the fair value of the respective assets and liabilities at December 31, 2009 and December 31, 2010. At December 31, 2010, the fair value of the Company’s 6.00% Convertible Senior Subordinated Notes due 2012 was estimated at \$118.8 million based on quoted market prices.

The Company uses interest rate swaps to manage its exposure to fluctuations in the interest rates on its variable-rate debt. At December 31, 2010, the Company had one fixed-for-floating interest rate swap that matures on October 1, 2014 that effectively converts the Company’s variable-rate real estate note to fixed-rate obligation. At December 31, 2010 the fair value of the Company’s interest rate swap was \$0.3 million and was classified as a long-term liability in the accompanying condensed consolidated balance sheets. The interest rate swap instrument qualifies for, and was designated as, cash flow hedge of a forecasted transaction and the change in fair value of this instrument was recorded, net of tax, in “Accumulated other comprehensive loss” in the accompanying consolidated balance sheets. At December 31, 2010, \$0.2 million of unrealized losses, net of tax, were recorded in “Accumulated other comprehensive loss” in the accompanying consolidated balance sheets. The Company expects approximately \$0.2 million to be reclassified into “Interest expense, net” over the next twelve months.

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The following table illustrates the changes in “Accumulated other comprehensive loss” related to the cash flow hedges during the twelve months ended December 31, 2010 (in thousands):

	Fair Value of Cash Flow Hedges	Tax Effect	Fair Value of Cash Flow Hedges, Net of Tax
Balance, December 31, 2009	\$ 392	\$ (127)	\$ 265
Gain (loss) reclassified to “Interest expense, net”	(191)	—	(191)
Unrealized (gains) losses during period	111	(1)	110
Balance, December 31, 2010	<u>\$ 312</u>	<u>\$ (128)</u>	<u>\$ 184</u>

## 10. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share data):

	Year Ended December 31,		
	2008 As Adjusted (See Note 2)	2009 As Adjusted (See Note 2)	2010
<b>Numerator:</b>			
Net income (loss)	<u>\$ 5,355</u>	<u>\$ (16,869)</u>	<u>\$ (10,066)</u>
<b>Denominator:</b>			
Basic weighted average shares outstanding	14,956,927	15,061,603	15,187,028
<b>Effect of dilutive securities:</b>			
Stock options	38,623	—	—
Restricted stock	117,533	—	—
Diluted weighted average shares outstanding	<u>15,113,083</u>	<u>15,061,603</u>	<u>15,187,028</u>
Basic earnings (loss) per share	<u>\$ 0.36</u>	<u>\$ (1.12)</u>	<u>\$ (0.66)</u>
Diluted earnings (loss) per share	<u>\$ 0.35</u>	<u>\$ (1.12)</u>	<u>\$ (0.66)</u>

Upon evaluation of its convertible notes, the Company determined there was no dilutive effect of as of December 31, 2009 and 2010, respectively. In the years ended December 31, 2009 and December 31, 2010, the dilutive effect of stock options, stock appreciation rights and restricted stock is not recognized due to the net operating loss for these periods. In the year ended December 31, 2008, the Company excluded approximately 58,000 restricted shares because of their anti-dilutive effect.

## 11. STOCK-BASED COMPENSATION

Effective January 1, 2006, the Company adopted the fair value recognition provisions of FASB ASC Topic 718 *Share-Based Payment*, (ASC Topic 718). Under that transition method, compensation cost includes (a) compensation cost for all share-based payments granted prior to, but not yet vested as of, January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of ASC 718; and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of ASC 718.

The Company has one stock-based compensation plan, the 2005 Stock Incentive Plan (the “2005 Plan”), which was amended by its shareholders on May 7, 2008. The 2005 Plan is administered by the Compensation Committee of the Company’s Board of Directors. Stock-based compensation is granted to officers, directors and certain key employees in accordance with the provisions of the 2005 Plan. The 2005 Plan provides for grants of stock options, stock appreciation rights (“SARs”), restricted stock and performance share awards. The total

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aggregate number of shares of the Company's common stock that may be issued under the 2005 Plan is 3,150,000 shares. For the years ended December 31, 2008, 2009 and 2010, stock compensation expense related to awards under the 2005 Plan was \$2.3 million, \$3.5 million and \$3.6 million, respectively. This expense was included in "Selling, general and administrative expenses" in the accompanying consolidated statements of operations.

### *Stock Options and Stock Appreciation Rights*

The 2005 Plan authorizes the grant of stock options and SARs. Stock options are granted with an exercise price and SARs are granted with a grant price equal to the closing market price of the Company's common stock on the date of grant. These awards have ten-year contractual terms and vest based on the terms of the individual awards. The options and SARs are generally forfeitable upon termination of a holder's service as an employee or director, unless the individual's service is terminated due to retirement, death or permanent disability. The Company recognizes compensation cost on a straight-line basis over the vesting period for the award. Prior to 2006, the Company granted stock options and all stock options outstanding at December 31, 2010 are fully vested. In 2006, the Company began the use of SARs instead of stock options.

As of December 31, 2010, there was \$1.4 million of unrecognized compensation cost related to SARs expected to be recognized over a weighted-average period of approximately 1.7 years. The fair value of each stock option award and SAR is estimated on the date of grant using a Black-Scholes option-pricing model. For SARs issued in the years ended December 31, 2008, 2009 and 2010, respectively, the assumptions shown in the following table were used:

	Year Ended December 31,		
	2008	2009	2010
Dividend yield	0%	0%	0%
Average risk-free interest rate	2.9%	1.6%	2.6%
Expected term (years)	5	5	5
Volatility	45.0%	57.9%	66.3%

*Expected Volatility.* Volatility is a measure of the amount by which a financial variable such as a share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period. The Company has used the historical volatility over the average expected term of the options granted as the expected volatility.

*Risk-Free Interest Rate.* This is the U.S. Treasury rate having a term that most closely resembles the expected term of the option.

*Expected Term.* The expected term is the period of time that the SARs granted is expected to remain unexercised. SARs granted during the year ended December 31, 2010 had a maximum term of ten years. The Company used historical exercise behavior with further consideration given to the class of employees to whom the equity awards were granted to estimate the expected term of the SAR.

The forfeiture rate is the estimated percentage of equity awards granted that are expected to be forfeited or canceled before becoming fully vested. The Company estimates forfeitures based on historical experience with further consideration given to the class of employees to whom the equity awards were granted.

The weighted-average grant date fair value of SARs granted during the year ended December 31, 2010 was \$17.94.

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Stock option activity under the 2005 Plan and a predecessor stock incentive plan is as follows:

	<u>Options</u>	<u>Weighted-Average Exercise Price Per Share</u>	<u>Weighted-Average Remaining Contractual Life</u>	<u>Aggregate Intrinsic Value as of December 31, 2010</u>
Outstanding at December 31, 2007	525,452	\$ 35.10		
Granted	—	\$ —		
Exercised	—	\$ —		
Canceled	<u>(257,013)</u>	\$ 37.27		
Outstanding at December 31, 2008	268,439	\$ 33.03		
Granted	—	\$ —		
Exercised	—	\$ —		
Canceled	<u>(18,924)</u>	\$ 30.19		
Outstanding at December 31, 2009	249,515	\$ 33.22		
Granted	—	\$ —		
Exercised	<u>(1,483)</u>	\$ 23.34		
Canceled	<u>(25,586)</u>	\$ 34.41		
Outstanding at December 31, 2010	222,446	\$ 33.20	2.5	\$ 211,620
Vested at December 31, 2010	222,446	\$ 33.20	2.5	\$ 211,620
Exercisable at December 31, 2010	222,446	\$ 33.20	2.5	\$ 211,620

At December 31, 2010, the price range of options outstanding was as follows:

	<u>Options Outstanding</u>	<u>Weighted-Average Exercise Price</u>	<u>Weighted-Average Remaining Contractual Life (Years)</u>	<u>Options Exercisable</u>	<u>Weighted-Average Exercise Price</u>
\$ 0.00 – 19.99	15,582	\$ 18.92	1.0	15,582	\$ 18.92
20.00 – 29.99	84,459	\$ 24.01	1.6	84,459	\$ 24.01
30.00 – 39.99	64,197	\$ 37.05	2.7	64,197	\$ 37.05
40.00 and over	58,208	\$ 46.09	4.1	58,208	\$ 46.09
Total	<u>222,446</u>	<u>\$ 33.20</u>	2.5	<u>222,446</u>	<u>\$ 33.20</u>

SAR activity under the 2005 Plan is as follows:

	<u>SARs</u>	<u>Weighted-Average Grant Price Per Share</u>
Outstanding at December 31, 2007	472,526	\$ 24.26
Granted	732,648	\$ 9.01
Canceled	<u>(254,038)</u>	\$ 22.23
Vested at December 31, 2008	848,014	\$ 12.31
Exercisable at December 31, 2008	219,387	\$ 19.90
Outstanding at December 31, 2008	951,136	\$ 13.07
Granted	251,695	\$ 13.52
Exercised	<u>(22,334)</u>	\$ 16.63
Canceled	<u>(47,145)</u>	\$ 12.88
Vested at December 31, 2009	817,782	\$ 13.69
Exercisable at December 31, 2009	542,283	\$ 15.58
Outstanding at December 31, 2009	1,133,352	\$ 13.25
Granted	136,666	\$ 17.94
Exercised	<u>(12,359)</u>	\$ 23.27
Canceled	<u>(11,164)</u>	\$ 24.02
Outstanding at December 31, 2010	1,246,495	\$ 13.70
Vested at December 31, 2010	834,175	\$ 14.21
Exercisable at December 31, 2010	799,482	\$ 14.41

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### *Performance Share Awards*

In the years ended December 31, 2005 and December 31, 2006, the Company granted performance share awards (“PSAs”) to certain of the Company’s officers and other employees under the 2005 Plan. The PSAs consist of a right to receive shares of the Company’s common stock if the Company met specified performance criteria over a three-year performance period. In the years ended December 31, 2007 and 2008, 106,641 and 37,806 performance share awards were outstanding at \$29.56 and \$24.79 per share, respectively. As a result of Company performance, all PSAs were cancelled in 2009 and no compensation expense was recognized related to PSAs during the years ended December 31, 2008, 2009, and 2010.

### *Restricted Stock*

The fair value of the restricted stock is determined based on the closing price of the Company’s shares on the grant date. Shares of restricted stock vest based on the terms of the awards. Unvested restricted stock is generally forfeitable upon termination of a holder’s service as an employee, unless the individual’s service is terminated due to retirement, death or permanent disability. In the years ended December 31, 2008, 2009 and 2010, 325,202, 106,874 and 91,845 restricted shares were granted at \$8.59, \$13.44 and \$17.41 per share, respectively. The total fair value of restricted shares vested for the years ended December 31, 2008, 2009 and 2010 was \$0.4 million, \$1.8 million, and \$2.7 million, respectively. In the years ended December 31, 2008, 2009 and 2010, \$1.2 million, \$1.6 million and \$1.7 million of compensation expense, respectively, was recognized related to restricted stock awards. At December 31, 2010, there was \$1.8 million of total compensation expense related to unvested restricted stock remaining to be recognized over a weighted-average period of approximately 1.7 years. Compensation expense related to restricted stock is included in “Selling, general and administrative expenses” in the accompanying consolidated statements of operations.

Restricted stock activity under the 2005 Plan is as follows:

	<u>Restricted Stock</u>	<u>Weighted- Average Grant Price Per Share</u>
Nonvested at December 31, 2007	177,137	\$ 24.03
Granted	325,202	\$ 8.59
Vested	(50,439)	\$ 7.59
Forfeited	<u>(105,592)</u>	\$ 16.87
Nonvested at December 31, 2008	346,308	\$ 11.69
Granted	106,874	\$ 13.44
Vested	(126,781)	\$ 14.50
Forfeited	<u>(34,621)</u>	\$ 12.21
Nonvested at December 31, 2009	291,780	\$ 11.79
Granted	91,845	\$ 17.41
Vested	(136,849)	\$ 19.72
Forfeited	<u>(2,340)</u>	\$ 16.21
Nonvested at December 31, 2010	<u>244,436</u>	\$ 13.65

### *Employee Stock Purchase Plan*

The Company has an employee stock purchase plan (“ESPP”) that permits eligible employees to purchase shares of common stock of the Company at a purchase price which is the lesser of 85% of the market price on the first day of the calendar quarter or 85% of the market price on the last day of the calendar quarter. Eligible employees may elect to participate in the plan by authorizing payroll deductions from 1% to 15% of gross compensation for each payroll period. On the last day of each quarter, each participant’s contribution account is used to purchase the maximum number of whole shares of common stock determined by dividing the contribution account’s balance by the purchase price. The aggregate number of shares of common stock that may

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be purchased under the plan is 300,000. Through December 31, 2010, employees had purchased approximately 173,000 shares under the plan. In the years ended December 31, 2008, 2009 and 2010, compensation expense of \$67.9 thousand, \$117.9 thousand and \$52.1 thousand, respectively, was recognized related to the discount on ESPP purchases. Compensation expense related to ESPP purchases is included in "Selling, general and administrative expenses" in the accompanying consolidated statements of operations.

### 12. LEASES

The Company leases office space (also see Note 14), storage warehouses and certain office and plant equipment under various operating leases. Minimum annual payments under these non-cancelable leases as of December 31, 2010 were as follows (in thousands):

<u>Year Ending December 31,</u>	
2011	\$ 7,545
2012	6,982
2013	5,229
2014	5,229
2015	4,911
Thereafter	10,877
Total minimum lease payments	<u>\$40,773</u>

For the years ended December 31, 2008, 2009 and 2010, the Company recognized rental expenses of approximately \$10.1 million, \$8.4 million and \$8.4 million, respectively.

### 13. EMPLOYEE BENEFIT PLANS

Through December 31, 2010, the Company had a 401(k) Profit Sharing Plan for the benefit of all employees who meet certain eligibility requirements. The plan covered substantially all of the Company's full-time employees. The plan documents provide for the Company to matching contributions equal to 100% of an employee's contribution to the plan up to 6% of base salary. The Company's contributions to the plan totaled \$1.3 million, \$1.2 million and \$1.5 million for the years ended December 31, 2008, 2009 and 2010.

### 14. INCOME TAXES

Income tax provision (benefit) for the years ended December 31, 2008, 2009 and 2010 consists of the following (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2008</u>	<u>2009</u>	<u>2010</u>
Current income tax provision (benefit):			
Federal	\$(238)	\$(5,172)	\$ (16)
State	(357)	(1,636)	(355)
	<u>(595)</u>	<u>(6,808)</u>	<u>(371)</u>
Deferred income tax provision (benefit):			
Federal	(131)	913	136
State	(24)	84	64
	<u>(155)</u>	<u>997</u>	<u>200</u>
Total income tax provision (benefit)	<u>\$(750)</u>	<u>\$(5,811)</u>	<u>\$(171)</u>



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The income tax provision (benefit) differs from the amount of income tax determined by applying the U.S. federal statutory rate to income before taxes as a result of the following (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2008</u>	<u>2009</u>	<u>2010</u>
	<u>As Adjusted</u>	<u>As Adjusted</u>	
	<u>(See Note 2)</u>	<u>(See Note 2)</u>	
U.S. federal statutory taxes	\$ 1,566	\$ (7,725)	\$(3,502)
State and local taxes, net of U.S. federal benefit	1,335	(928)	(1,971)
Permanent items	89	(30)	(1)
Federal credits	(402)	(61)	(66)
Other	(106)	(1,255)	(503)
Increase (decrease) in valuation allowance	(3,232)	4,188	5,872
<b>Total income tax provision (benefit)</b>	<b>\$ (750)</b>	<b>\$ (5,811)</b>	<b>\$ (171)</b>

Deferred tax assets and liabilities as of December 31, 2009 and 2010 consist of the following (in thousands):

	<u>As of December 31,</u>	
	<u>2009</u>	<u>2010</u>
	<u>As Adjusted</u>	
	<u>(See Note 2)</u>	
<b>Deferred tax assets:</b>		
Net operating losses	\$ 20,146	\$ 20,457
Warranty reserve	4,418	5,642
Stock-based compensation	2,635	3,116
Accruals not currently deductible and other	5,535	5,932
Inventories	3,627	4,458
State tax credit carryforwards	3,424	3,850
Gross deferred tax assets, before valuation allowance	39,785	43,455
Valuation allowance	(15,218)	(21,090)
Gross deferred tax assets, after valuation allowance	24,567	22,365
<b>Deferred tax liabilities:</b>		
Debt discount	(8,974)	(5,949)
Depreciation and other	(18,003)	(19,026)
Gross deferred tax liabilities	(26,977)	(24,974)
<b>Net deferred tax asset (liability)</b>	<b>\$ (2,410)</b>	<b>\$ (2,610)</b>

The valuation allowance as of December 31, 2010 of \$21.1 million is primarily attributable to the uncertainty related to the realizability of the Company's excess deferred tax assets. The increase in the valuation allowance during 2010 resulted from an increase in the Company's excess deferred tax assets. The excess deferred tax assets increased due to the fact that deductions included in the Company's financial statements exceeded allowable current tax deductions. The Company has considered all available evidence, both positive and negative, in determining the need for a valuation allowance. Based upon this analysis, including a consideration of the Company's cumulative loss history in the three-year period ended December 31, 2010, management determined that it is not more likely than not that its excess deferred tax assets will be realized. The Company's future realization of its excess deferred tax assets ultimately depends on the existence of sufficient taxable income in the carry-forward periods under the tax laws. The Company will analyze its position in subsequent reporting periods, considering all available positive and negative evidence, in determining the expected realization of its excess deferred tax assets.

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The Company has federal net operating losses of \$50.2 million at December 31, 2010 which expire starting 2027.

The Company adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (codified in FASB ASC 740, Income Taxes) on January 1, 2007. As a result of the adoption, the Company recorded a charge of \$2.7 million to the January 1, 2007 “Retained earnings” balance in the accompanying consolidated balance sheets. The Company had \$3.1 million, \$3.8 million and \$3.1 million of unrecognized tax benefits as of December 31, 2008, 2009 and 2010, respectively. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Year Ended December 31,		
	2008	2009	2010
Unrecognized tax benefits balance at January 1	\$3,620	\$ 3,070	\$3,752
Gross increases related to prior year tax positions	—	2,528	—
Gross decreases related to prior year tax positions	—	(167)	—
Gross increases related to current year tax positions	34	—	—
Settlements	(63)	(1,368)	(609)
Lapse of statute of limitations	(521)	(311)	(17)
Unrecognized tax benefits balance at December 31	<u>\$3,070</u>	<u>\$ 3,752</u>	<u>\$3,126</u>

The total liabilities associated with unrecognized tax benefits that, if recognized, would affect the effective tax rates were \$1.0 million and \$0.4 million at December 31, 2009 and December 31, 2010, respectively.

The Company recognizes interest and penalties related to tax matters as a component of “Selling, general and administrative expenses” in the accompanying consolidated statements of operations. As of December 31, 2009 and December 31, 2010, the Company had accrued interest related to uncertain tax positions of \$0.9 million and \$0.6 million, respectively, and accrued penalties related to uncertain tax positions of \$0.2 million and \$0.1 million, respectively, in the accompanying consolidated balance sheets.

The Company operates in multiple tax jurisdictions and, in the normal course of business, its tax returns are subject to examination by various taxing authorities. Such examinations may result in future assessments by these taxing authorities and the Company has accrued a liability when it believes that it is not more likely than not that it will realize the benefits of tax positions that it has taken or for the amount of any tax benefit that exceeds the cumulative probability threshold in accordance with ASC 740. The Company believes that adequate provisions have been made for all tax returns subject to examination. As of December 31, 2010, tax years 2003 through 2010 remain subject to examination by federal and certain state tax jurisdictions. The Internal Revenue Service is currently examining our federal income tax returns for the tax years 2003 through 2008.

The Company has taken tax positions in certain taxing jurisdictions for which it is reasonably possible that the total amounts of unrecognized tax benefits may decrease within the year ending December 31, 2011. The possible decrease could result from the closing of the statutes for federal and state tax purposes in some taxing jurisdictions and would be approximately \$0.5 million.

## 15. COMMITMENTS AND CONTINGENCIES

### Legal Matters

On January 19, 2009, a purported class action case was commenced against the Company in the Superior Court of California, Santa Cruz County, by the lead law firm of Lief, Cabraser, Heimann & Bernstein, LLP and certain other law firms (the “Lief Cabraser Group”) on behalf of Eric Ross and Bradley S. Hureth and similarly situated plaintiffs. These plaintiffs generally allege certain defects in the Company’s products, and that the Company has failed to provide adequate remedies for defective products. On February 13, 2009, the Company removed this case to the United States District Court, Northern District of California. On January 21, 2009, a

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purported class action case was commenced against the Company in the United States District Court, Western District of Washington by the law firm of Hagens Berman Sobol Shapiro LLP (the “Hagens Berman Firm”) on behalf of Mark Okano and similarly situated plaintiffs, generally alleging certain product defects in the Company’s products, and that the Company has failed to provide adequate remedies for defective products. This case was transferred by the Washington Court to the California Court as a related case to the Loeff Cabraser Group’s case.

On July 30, 2009, the U.S. District Court for the Northern District of California preliminarily approved a settlement of the claims of the lawsuit commenced by the Loeff Cabraser Group involving surface flaking of the Company’s product, and on March 15, 2010, it granted final approval of the settlement. On April 14, 2010, the Hagens Berman Firm filed a notice to appeal the District Court’s ruling to the United States Court of Appeals for the Ninth Circuit. On July 9, 2010, the Hagens Berman Firm dismissed their appeal, effectively making the settlement final.

On March 25, 2010, the Loeff Cabraser Group amended its complaint to add claims relating to alleged defects in the Company’s products and alleged misrepresentations relating to mold growth. The Hagens Berman firm has alleged similar claims in its original complaint. In its Final Order approving the surface flaking settlement, the District Court consolidated the two pending actions relating to the mold claims, and appointed the Hagens Berman Firm as lead counsel in this case. The Company believes that these claims are without merit, and will vigorously defend this lawsuit.

On December 15, 2010, a purported class action case was commenced against the Company in the United States District Court, Western District of Kentucky, by the lead law firm of Cohen & Malad, LLP on behalf of Richard Levin and similarly situated plaintiffs. These plaintiffs generally allege certain defects in the Company’s products and alleged misrepresentations relating to mold growth. The Company believes that these claims are without merit, and will vigorously defend this lawsuit.

The Company has other lawsuits, as well as other claims, pending against it. Management believes that the ultimate resolution of these other lawsuits and claims will not have a material effect on the Company’s consolidated financial condition, results of operations, liquidity or competitive position.

### **Purchase Commitments**

The Company fulfills requirements for raw materials under both purchase orders and supply contracts. In the year ended December 31, 2010, the Company purchased substantially all of its waste wood fiber requirements under purchase orders, which do not involve long-term supply commitments. Substantially all of the Company’s PE material purchases are under short-term supply contracts that average approximately two years, for which pricing is negotiated as needed. The PE material supply contracts have not had a material adverse effect on the Company’s business.

The waste wood and PE material supply contracts generally provide that the Company is obligated to purchase all of the waste wood or PE material a supplier provides, if the waste wood or PE material meets certain specifications. The amount of waste wood and PE material the Company is required to purchase under these contracts varies with the production of its suppliers and, accordingly, is not fixed or determinable. As of December 31, 2010, the Company had waste wood and PE material supply contracts of \$12.8 million for the year ended December 31, 2011.

The Company outsources the production of certain products to third-party manufacturers under supply contracts that commit the Company to purchase minimum levels for each year extending through 2011. The Company has purchase commitments under the third-party manufacturing contracts of \$11.4 million for the year ended December 31, 2011. The Company is subject to monetary penalties if it fails to purchase the minimum volume as specified in the contracts. During 2010, the Company recorded a \$3.9 million charge to cost of sales for minimum purchase penalties.

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### **Contract Termination Costs**

In anticipation of relocating the Company's corporate headquarters, the Company entered into a lease agreement in 2005. The Company reconsidered and decided not to move its headquarters. The lease, which began on January 1, 2006 and extends through June 30, 2019, currently obligates the Company to lease 55,047 square feet and increases to 64,656 square feet in 2012. The Company has executed subleases for the entire 55,047 square feet it currently leases. The terms of the existing subleases extend through years 2012 to 2015. The Company estimates that the present value of the estimated future sublease rental receipts, net of transaction costs, will be less than the Company's remaining minimum lease payment obligations under its lease for the office space. Accordingly, the Company accounts for the expected shortfall as contract termination costs and has recorded a liability in accordance with FASB ASC 420, "Exit or Disposal Cost Obligations." During 2010, the Company entered into an agreement to terminate a portion of the lease. The termination agreement resulted in a \$0.2 million increase to the Company's liability.

To estimate future sublease receipts for the periods beyond the term of the existing subleases and for the additional space the Company is obligated to lease, the Company has assumed that the existing subleases will be renewed or new subleases will be executed at rates consistent with rental rates in the current subleases. However, management cannot be certain that the timing of future subleases or the rental rates contained in future subleases will not differ from current estimates. Factors such as the delivery of a significant amount of new office space or poor economic conditions could have a negative effect on vacancy rates and rental rates in the area. The inability to sublet the office space in the future or unfavorable changes to key management assumptions used in the estimate of the future sublease receipts may result in material charges to selling, general and administrative expenses in future periods.

As of December 31, 2010, the minimum payments remaining under the Company's lease over the years ending December 31, 2011, 2012, 2013, 2014 and 2015 are \$1.6 million, \$1.9 million, \$2.0 million, \$2.0 million and \$2.0 million, respectively, and \$7.4 million thereafter. The minimum receipts remaining under the Company's existing subleases over the years ending December 31, 2011, 2012, 2013, and 2014 are \$1.6 million, \$1.6 million, \$1.3 million, and \$1.0 million, respectively, and \$0.0 million thereafter.

The following table provides information about the Company's liability under the lease (in thousands):

	<u>2009</u>	<u>2010</u>
Balance as of January 1,	\$524	\$ 485
Less: cash payments	(79)	(186)
Accretion of discount	40	43
Add: charge for minimum lease payments in excess of estimated sublease receipts, net	—	225
Balance as of December 31,	<u>\$485</u>	<u>\$ 567</u>

### **Product Warranty**

The Company warrants that its products will be free from material defects in workmanship and material and will not check, split, splinter, rot or suffer structural damage from termites or fungal decay. With respect to the Company's new Transcend product, the Company further warrants that the product will not fade in color more than a certain amount and will be resistant to permanent staining from food substances or mold (provided the stain is cleaned within seven days of appearance). Each of these warranties generally extends for a period of 25 years for residential use and 10 years for commercial use. If there is a breach of such warranties, the Company has an obligation either to replace the defective product or refund the purchase price. The Company establishes warranty reserves to provide for estimated future expenses as a result of product defects that result in claims. Reserve estimates are based on management's judgment, considering such factors as cost per claim, historical experience, anticipated rates of claims, and other available information. Management reviews and adjusts these estimates, if necessary, on a quarterly basis based on the differences between actual experience and historical estimates.

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The Company continues to receive and settle claims related to material produced at its Nevada facility through mid-2006 that exhibits surface flaking. During 2010, the number of warranty claims received related to surface flaking exceeded the Company's expectations. Management believes that the increased number of claims received over what the Company expected is primarily the result of the Company's involvement in, and related public announcements about, a recently settled class action suit related to surface flaking. The settlement of the suit also introduced a new category of claims to provide for partial labor payments for claims that were previously settled with material only. In addition, the increased claims activity resulting from the lawsuit, which included many invalid claims, distorted previously emerging trends and complicated analysis of the claims data. As a result of these developments, the Company recorded increases to the warranty reserve of \$15.0 million during the twelve months ended December 31, 2010. Management anticipates that the effects of the lawsuit will diminish and the number of claims will substantially decrease. If the level of claims does not diminish consistent with the Company's expectations, it could result in additional increases to the warranty reserve and reduced earnings in future periods. The Company estimates that a 10% change in the expected number of remaining claims or the expected cost to settle claims may result in approximately a \$1.4 million change in the warranty reserve.

The following is a reconciliation of the Company's warranty reserve (in thousands):

	2009	2010
Beginning balance, January 1	\$ 21,856	\$ 11,524
Provision for estimated warranties	250	14,960
Settlements made during the period	(10,582)	(12,012)
Ending balance, December 31	<u>\$ 11,524</u>	<u>\$ 14,472</u>

## 16. INTERIM FINANCIAL DATA (Unaudited)

The interim financial data presented below for 2009 and the first three quarters of 2010 has been adjusted to retrospectively adopt a change in accounting principle related to the Company's method of valuing inventory effective December 31, 2010. This change in accounting principle is discussed more fully in Note 2 to the accompanying consolidated financial statements.

(In thousands, except share and per share data)

	First Quarter			Second Quarter		
	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted
<b>2009</b>						
Net sales	\$ 67,650	—	\$ 67,650	\$ 91,455	—	\$ 91,455
Cost of sales	50,896	(805)	50,091	62,893	(2,511)	60,382
Gross profit	16,754	805	17,559	28,562	2,511	31,073
Selling, general and administrative expenses	16,550	—	16,550	17,423	—	17,423
Impairment of long-lived assets	—	—	—	—	—	—
Income (loss) from operations	204	805	1,009	11,139	2,511	13,650
Interest expense, net	3,440	—	3,440	3,643	—	3,643
Income before income taxes	(3,236)	805	(2,431)	7,496	2,511	10,007
Provision (benefit) for income taxes	(120)	—	(120)	118	—	118
Net income (loss)	<u>\$ (3,116)</u>	<u>\$ 805</u>	<u>\$ (2,311)</u>	<u>\$ 7,378</u>	<u>\$ 2,511</u>	<u>\$ 9,889</u>
Basic earnings per common share	<u>\$ (0.21)</u>	<u>\$ 0.06</u>	<u>\$ (0.15)</u>	<u>\$ 0.49</u>	<u>\$ 0.17</u>	<u>\$ 0.66</u>
Basic weighted average common shares outstanding	<u>15,011,376</u>	<u>—</u>	<u>15,011,376</u>	<u>15,051,200</u>	<u>—</u>	<u>15,051,200</u>
Diluted earnings per common share	<u>\$ (0.21)</u>	<u>\$ 0.06</u>	<u>\$ (0.15)</u>	<u>\$ 0.49</u>	<u>\$ 0.17</u>	<u>\$ 0.65</u>
Diluted weighted average common shares outstanding	<u>15,011,376</u>	<u>—</u>	<u>15,011,376</u>	<u>15,107,510</u>	<u>—</u>	<u>15,107,510</u>

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The Company's net sales, gross profit and income from operations have historically varied from quarter to quarter. Such variations are principally attributable to seasonal trends in the demand for Trex. The Company has historically experienced lower net sales during the fourth quarter because holidays and adverse weather conditions in certain regions reduce the level of home improvement and new construction activity.

(In thousands, except share and per share data)

	Third Quarter (a)			Fourth Quarter (b)		
	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted
<b>2009</b>						
Net sales	\$ 61,949	—	\$ 61,949	\$ 51,232	—	\$ 51,232
Cost of sales	43,467	1,700	45,167	34,082	2,036	36,118
Gross profit	18,482	(1,700)	16,782	17,150	(2,036)	15,114
Selling, general and administrative expenses	13,964	—	13,964	17,321	—	17,321
Impairment of long-lived assets	23,251	—	23,251	—	—	—
Income (loss) from operations	(18,733)	(1,700)	(20,433)	(171)	(2,036)	(2,207)
Interest expense, net	3,930	—	3,930	3,686	—	3,686
Income before income taxes	(22,663)	(1,700)	(24,363)	(3,857)	(2,036)	(5,893)
Provision (benefit) for income taxes	(201)	—	(201)	(5,608)	—	(5,608)
Net income (loss)	\$ (22,462)	\$ (1,700)	\$ (24,162)	\$ 1,751	\$ (2,036)	\$ (285)
Basic earnings per common share	\$ (1.49)	\$ (0.11)	\$ (1.60)	\$ 0.12	\$ (0.14)	\$ (0.02)
Basic weighted average common shares outstanding	15,082,047	—	15,082,047	15,100,585	—	15,100,585
Diluted earnings per common share	\$ (1.49)	\$ (0.11)	\$ (1.60)	\$ 0.11	\$ (0.13)	\$ (0.02)
Diluted weighted average common shares outstanding	15,082,047	—	15,082,047	15,411,072	—	15,100,585

The Company's net sales, gross profit and income from operations have historically varied from quarter to quarter. Such variations are principally attributable to seasonal trends in the demand for Trex. The Company has historically experienced lower net sales during the fourth quarter because holidays and adverse weather conditions in certain regions reduce the level of home improvement and new construction activity.

- (a) Three months ended September 30, 2009 was materially affected by a pre-tax impairment charge of \$23.3 million related to the Olive Branch facility.
- (b) Three months ended December 31, 2009 was materially affected by a benefit resulting from newly enacted legislation providing for a special 5-year net operating loss (NOL) carryback election.

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(In thousands, except share and per share data)

	First Quarter			Second Quarter (a)		
	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted
<b>2010</b>						
Net sales	\$ 66,340	—	\$ 66,340	\$ 115,499	—	\$ 115,499
Cost of sales	50,260	866	51,126	84,775	853	85,628
Gross profit	16,080	(866)	15,214	30,724	(853)	29,871
Selling, general and administrative expenses	17,053	—	17,053	21,228	—	21,228
Impairment of long-lived assets	—	—	—	—	—	—
Income (loss) from operations	(973)	(866)	(1,839)	9,496	(853)	8,643
Interest expense, net	3,803	—	3,803	3,868	—	3,868
Income before income taxes	(4,776)	(866)	(5,642)	5,628	(853)	4,775
Provision (benefit) for income taxes	(134)	—	(134)	—	—	—
Net income (loss)	\$ (4,642)	\$ (866)	\$ (5,508)	\$ 5,628	\$ (853)	\$ 4,775
Basic earnings per common share	\$ (0.31)	\$ (0.05)	\$ (0.36)	\$ 0.37	\$ (0.06)	\$ 0.31
Basic weighted average common shares outstanding	15,142,665	—	15,142,665	15,188,963	—	15,188,963
Diluted earnings per common share	\$ (0.31)	\$ (0.05)	\$ (0.36)	\$ 0.35	\$ (0.05)	\$ 0.30
Diluted weighted average common shares outstanding	15,142,665	—	15,142,665	15,880,484	—	15,880,484

The Company's net sales, gross profit and income from operations have historically varied from quarter to quarter. Such variations are principally attributable to seasonal trends in the demand for Trex. The Company has historically experienced lower net sales during the fourth quarter because holidays and adverse weather conditions in certain regions reduce the level of home improvement and new construction activity.

(a) Three months ended June 30, 2010 was materially affected by a pre-tax increase of \$9.0 million to the warranty reserve.

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(In thousands, except share and per share data)

2010	Third Quarter			Fourth Quarter (a)
	As Previously Reported	Effect of Change in Accounting Principle	As Adjusted	
Net sales	\$ 60,579	—	\$ 60,579	\$ 75,272
Cost of sales	51,305	95	51,400	56,720
Gross profit	9,274	(95)	9,179	18,552
Selling, general and administrative expenses	14,024	—	14,024	15,459
Impairment of long-lived assets	—	—	—	—
Income (loss) from operations	(4,750)	(95)	(4,845)	3,093
Interest expense, net	3,907	—	3,907	3,711
Income before income taxes	(8,657)	(95)	(8,752)	(618)
Provision (benefit) for income taxes	69	—	69	(106)
Net income (loss)	\$ (8,726)	\$ (95)	\$ (8,821)	\$ (512)
Basic earnings per common share	\$ (0.57)	\$ (0.01)	\$ (0.58)	\$ (0.03)
Basic weighted average common shares outstanding	15,206,561	—	15,206,561	15,209,016
Diluted earnings per common share	\$ (0.57)	\$ (0.01)	\$ (0.58)	\$ (0.03)
Diluted weighted average common shares outstanding	15,206,561	—	15,206,561	15,209,016

The Company's net sales, gross profit and income from operations have historically varied from quarter to quarter. Such variations are principally attributable to seasonal trends in the demand for Trex. The Company has historically experienced lower net sales during the fourth quarter because holidays and adverse weather conditions in certain regions reduce the level of home improvement and new construction activity.

(a) Three months ended December 31, 2010 was materially affected by a pre-tax increase of \$5.0 million to the warranty reserve.



**TREX COMPANY, INC.**  
**SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS AND RESERVES**  
**(In Thousands)**

<u>Descriptions</u>	<u>Balance at Beginning of Period</u>	<u>Additions (Reductions) Charged to Cost and Expenses</u>	<u>Other</u>	<u>Deductions</u>	<u>Balance at End of Period</u>
<b>Year ended December 31, 2010:</b>					
Allowance for doubtful accounts (a)	\$ 1,457	\$ (185)	\$ —	\$ (937)	\$ 335
Warranty reserve	\$ 11,524	\$ 14,960	\$ —	\$(12,012)	\$14,472
Income tax valuation allowance	\$ 15,218	\$ 5,872	\$ —	\$ —	\$21,090
<b>Year ended December 31, 2009:</b>					
Allowance for doubtful accounts (a)	\$ 1,489	\$ 732	\$ —	\$ (764)	\$ 1,457
Warranty reserve	\$ 21,856	\$ 250	\$ —	\$(10,582)	\$11,524
Income tax valuation allowance	\$ 11,338	\$ 4,188	\$(308)	\$ —	\$15,218
<b>Year ended December 31, 2008:</b>					
Allowance for doubtful accounts (a)	\$ 3,074	\$ (701)	\$ —	\$ (884)	\$ 1,489
Warranty reserve	\$ 39,985	\$ —	\$ —	\$(18,129)	\$21,856
Income tax valuation allowance	\$ 14,437	\$ —	\$ 133	\$ (3,232)	\$11,338

(a) Reserve related to accounts receivable



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
3.1	Restated Certificate of Incorporation of Trex Company, Inc. (the “Company”). Filed as Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (No. 333-63287) and incorporated herein by reference.
3.2	Amended and Restated By-Laws of the Company. Filed as Exhibit 3.2 to the Company’s Current Report on Form 8-K filed May 7, 2008 and incorporated herein by reference.
4.1	Specimen certificate representing the Company’s common stock. Filed as Exhibit 4.1 to the Company’s Registration Statement on Form S-1 (No. 333-63287) and incorporated herein by reference.
4.2	Indenture, dated as of June 18, 2007, between Trex Company, Inc. and The Bank of New York, as trustee. Filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on June 19, 2007 and incorporated herein by reference.
4.3	Supplemental Indenture, dated as of June 18, 2007, between Trex Company, Inc. and The Bank of New York, as trustee, including the form of 6.00% Convertible Senior Subordinated Note due 2012. Filed as Exhibit 4.2 to the Company’s Current Report on Form 8-K filed on June 19, 2007 and incorporated herein by reference.
4.4	Credit Agreement dated as of November 4, 2009 between the Company and Branch Banking and Trust Company as Administrative Agent and Letter of Credit Issuer, BB&T Capital Markets as Lead Arranger and the Lenders listed on the signature pages thereof. Filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.5	Amended and Restated Security Agreement between the Company and Branch Banking and Trust Company as Collateral Agent for the Lenders, dated as of November 4, 2009. Filed as Exhibit 4.7 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.6	Amended and Restated Credit Line Deed of Trust, dated November 4, 2009, by and among the Company, as grantor, BB&T-VA Collateral Service Corporation, as trustee, and Branch Banking and Trust Company, as Collateral Agent for the Lenders, as Beneficiary relating to real property partially located in the County of Frederick, Virginia and partially located in the City of Winchester, Virginia. Filed as Exhibit 4.8 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.7	Deed of Trust, dated November 4, 2009, by and among the Company, as grantor, Eric L. Sappenfield, as trustee, and Branch Banking and Trust Company, as Collateral Agent for the Lenders, as Beneficiary relating to real property located in the County of De Soto, Mississippi. Filed as Exhibit 4.9 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.8	Revolver Note dated November 4, 2009 payable by the Company to Branch Banking and Trust Company in the amount of the lesser of \$38,823,529.41 or the outstanding revolver advances made by Branch Banking and Trust Company. Filed as Exhibit 4.2 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.9	Revolver Note dated November 4, 2009 payable by the Company Inc. to TD Bank, N.A. in the amount of the lesser of \$21,176,470.59 or the outstanding revolver advances made by TD Bank, N.A. Filed as Exhibit 4.3 to the Company’s Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.10	Reducing Revolver Note dated November 4, 2009 payable by the Company Inc. to Branch Banking and Trust Company in the amount of the lesser of \$16,176,470.59 or the outstanding reducing revolver advances made by Branch Banking and Trust Company. Filed as Exhibit 4.4 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.11	Reducing Revolver Note dated November 4, 2009 payable by the Company Inc. to TD Bank, N.A. in the amount of the lesser of \$8,823,529.41 or the outstanding reducing revolver advances made by TD Bank, N.A. Filed as Exhibit 4.5 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
4.12	Swing Advance Note dated November 4, 2009 payable by the Company Inc. to Branch Banking and Trust Company in the amount of the lesser of \$5,000,000 or the outstanding swing advances made by Branch Banking and Trust Company. Filed as Exhibit 4.6 to the Company's Current Report on Form 8-K filed on November 6, 2009 and incorporated herein by reference.
10.1	Description of Management Compensatory Plans and Arrangements. Filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010. Filed herewith.
10.2	Trex Company, Inc. 2005 Stock Incentive Plan. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 7, 2008 and incorporated herein by reference.
10.3	Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors. Filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and incorporated herein by reference.
10.4	Form of Trex Company, Inc. 2005 Stock Incentive Plan Non-Incentive Stock Option Agreement. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.
10.5	Form of Trex Company, Inc. 2005 Stock Incentive Plan Stock Appreciation Rights Agreement. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.
10.6	Form of Trex Company, Inc. 2005 Stock Incentive Plan Performance Award Agreement. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2005 and incorporated herein by reference.
10.7	Form of Trex Company, Inc. 2005 Stock Incentive Plan Restricted Stock Agreement, as amended. Filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 and incorporated herein by reference.
10.8	Form of Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors Non-Incentive Stock Option Agreement for Directors. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.9	Form of Trex Company, Inc. Amended and Restated 1999 Incentive Plan for Outside Directors Stock Appreciation Rights Agreement. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.10	Form of Change in Control Severance Agreement for Officers of Trex Company, Inc. other than the Chief Executive Officer. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 and incorporated herein by reference.
10.11	Amended and Restated Stock Appreciation Rights Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.12	Amended and Restated Stock Appreciation Rights Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.
10.13	Amended and Restated Restricted Stock Agreement, between Trex Company, Inc. and Anthony J. Cavanna dated August 14, 2007. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and incorporated herein by reference.
10.14	Employment Agreement, dated as of January 1, 2008, between Trex Company, Inc. and Ronald W. Kaplan. Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 2, 2008 and incorporated herein by reference.
10.15	Amended and Restated Employment Agreement, dated as of March 7, 2011, between Trex Company, Inc. and Ronald W. Kaplan. Filed herewith.
10.16	Change in Control Severance Agreement, dated as of January 1, 2008, between Trex Company, Inc. and Ronald W. Kaplan. Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 2, 2008 and incorporated herein by reference.
10.17	Form of Indemnity Agreement for Directors. Filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.18	Form of Indemnity Agreement for Officers. Filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.19	Form of Indemnity Agreement for Director/Officers. Filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.20	Form of Distributor Agreement of TREX Company, Inc. Filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and incorporated herein by reference.
10.21	Form of Distributor Agreement of TREX Company, Inc. Filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and incorporated herein by reference.
10.22	Form of Trex Company, Inc. Fencing Agreement for Installers/Retailers. Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006 and incorporated herein by reference.
10.23	Deed of Lease, dated June 15, 2000, between TREX Company, LLC and Space, LLC. Filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and incorporated herein by reference.
10.24	Amendment, dated February 22, 2010, of Deed of Lease dated as of June 15, 2000, between Trex Company, Inc. as successor by merger to Trex Company, LLC, and TC.V.LLC, as successor to Space, LLC. Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010 and incorporated herein by reference.
10.25	Deed of Lease, dated as of July 27, 2005, between the Company and 1 Dulles Town Center, L.L.C. Filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference.*
18	Preferability Letter of Ernst & Young LLP, Independent Registered Public Accounting Firm. Filed herewith.
21	Subsidiaries of the Company. Filed herewith.

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<u>Exhibit Number</u>	<u>Exhibit Description</u>
23	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. Filed herewith.
31.1	Certification of Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Filed herewith.
31.2	Certification of Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. Filed herewith.
32	Certifications pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350. Filed herewith.

\* Portions of this exhibit have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment.

**Trex Company, Inc.****Description of Management Compensatory Plans and Arrangements****Components of Executive Compensation**

In accordance with the rules of the New York Stock Exchange, all components of compensation for the chief executive officer and other executive officers of Trex Company (the "Company") are determined by the compensation committee of the board of directors, all of whom meet the independence requirements prescribed by such rules.

The Company's executive compensation program includes a base salary, annual cash bonuses and long-term incentive compensation in the form of stock appreciation right awards and restricted shares issued under the Trex Company, Inc. 2005 Stock Incentive Plan (the "Stock Incentive Plan").

*Base Salary.* Base salaries are the only non-variable element of the Company's total compensation. They reflect each executive officer's responsibilities, the impact of each executive officer's position, and the contributions each executive officer delivers to the Company. Salaries are determined by competitive levels in the market for executives with comparable responsibilities and job scope based on the Company's peer group and the results of executive compensation surveys, as well as the Company's internal equity considerations. Each year, at its December meeting, the compensation committee reviews and establishes the base salaries of the Company's executive officers for the next calendar year. Salary increases, if any, are based on individual performance, market conditions and Company performance. To gauge market conditions, the compensation committee evaluates the peer group and market data compiled by its consultant. Base salaries are set upon review of the peer group and market data provided to the compensation committee upon consideration of the executive officer's experience, tenure, performance and potential.

*Annual Cash Bonuses.* The Company pays annual cash bonuses to its Chief Executive Officer, other executive officers, and other key employees generally based upon the achievement of the Company's planned earnings per share, or "EPS," and cash-flow objectives for the fiscal year, which are approved by the board of directors no later than the first quarter of the year.

For each fiscal year, each participant in the plan is assigned a "target bonus," which is expressed as a percentage of the participant's annual base salary. The cash bonus amount paid to a participant is determined by multiplying their target bonus by a performance percentage, which is calculated based on the extent to which the planned EPS and cash flow objectives are achieved, subject to the discretion of the compensation committee to increase or decrease such amount. Bonus payments are conditional upon the participant's continued employment by the Company through the date of grant, and are pro rated for employees who have served for less than a full year.

*Long-Term Incentive Compensation.* The Company maintains a long-term executive incentive compensation plan for the benefit of its Chief Executive Officer, other executive officers, and other key employees. Awards under the plan are made under the Stock Incentive Plan by the compensation committee, and are a mix of 50% stock appreciation rights and 50% time-based restricted shares. The total target long-term incentive award for each participant in the plan is expressed as a percentage of the participant's base salary. The grant of restricted shares is conditional upon the attainment of a certain EPS target.

*Personal Benefits and Perquisites.* The Company maintains a limited number of benefit programs available solely to the Company's executive officers. The personal benefits are considered to constitute a part of the Company's overall program and are presented in this light as part of the total compensation package approved by the compensation committee at the time of an executive officer's hiring or promotion, as part of the compensation committee's review of each executive officer's annual total compensation, and in compensation discussions with executive officers.

**Other Compensatory Plans**

The Company's executive officers also are eligible to participate in the Company's 401(k) plan, which is available to all regular Company employees.

**AMENDMENT AND RESTATEMENT OF EMPLOYMENT AGREEMENT**

This Amendment and Restatement of Employment Agreement is entered into as of March 7, 2011, by and between Ronald W. Kaplan, an individual ("Executive") and Trex Company, Inc., a Delaware corporation (the "Company").

**Recitals**

The Company and Executive executed an Employment Agreement dated as of January 1, 2008 providing for Executive's employment as President and Chief Executive Officer of the Company (the "Employment Agreement"). The parties now desire to amend the Employment Agreement in certain respects, and to incorporate such amendments in this Amended and Restated Employment Agreement (the "Agreement").

**Agreement**

**Now, therefore**, in consideration of the mutual covenants contained herein, the parties hereby agree that the Employment Agreement shall be amended and restated as follows:

1. Employment/Board of Directors. Executive will serve as President and Chief Executive Officer of the Company for the Employment Term specified in Section 2 below. Executive will solely report to the Board of Directors of the Company (the "Board"), and Executive will render such services, consistent with the foregoing role, as the Board may from time to time direct. All employees of the Company shall report either directly or indirectly to Executive. The Company appointed Executive to the Board of Directors for an initial term, and will recommend to the shareholders that Executive be reappointed to the Board whenever his election must be approved by the shareholders.

2. Term. The employment of Executive pursuant to this Agreement (the "Employment Term") shall continue through August 16, 2015, unless extended or the Executive's employment is earlier terminated as provided in this Agreement. The Employment Term shall automatically be extended for additional one-year periods commencing on August 17, 2015 and continuing each year thereafter, unless either Executive or the Company gives the other written notice at least ninety (90) days prior to the then scheduled expiration of the Employment Term, of such party's intention not to extend the Employment Term. Employment Term includes the original term plus all extensions.

3. Salary. As compensation for the services rendered by Executive under this Agreement, the Company shall pay to Executive a base salary equal to \$515,000 per year, payable to Executive in accordance with the Company's payroll practices as in effect from time to time during the Employment Term. The base salary shall be subject to adjustment by the Board or the Compensation Committee of the Board (the "Committee"), in the sole discretion of the Board or such Committee, on an annual basis; provided, however, that Executive's base salary may not be decreased other than any such reduction consistent with a general proportionate reduction of pay across the executive staff as a group, as an economic or strategic measure due to poor financial performance by the Company. Executive's annual base salary, as may be adjusted from time to time as provided above, is referred to herein as "Base Salary".

4. Bonus. The Executive shall be eligible for participation in The Trex Company, Inc. Annual Cash Bonus Plan. As of the date of this Agreement, Executive has a target incentive of 100% of his Base Salary for fiscal year 2011. The actual amount earned will be contingent upon actual Company and individual performance as identified in the plan and may range between 0% of target and the maximum payment allowable under the plan. The annual target bonus shall be established by the Board or the Committee, in the discretion of the Board or Committee, but in no event shall the target bonus be less than 80% of Base Salary, and shall be payable based on achievement of performance objectives as identified in the plan and which are established in consultation with Executive.



5. Stock Incentive Awards. Executive shall be eligible to participate in any stock incentive plan approved by the Board of Directors and the shareholders at a level appropriate to his position as President and Chief Executive Officer. The terms and conditions of any and all such grants will be determined by the applicable Stock Agreement of the Trex Company, Inc. 2005 Stock Incentive Plan (or a successor plan) in effect at the time of such grant. Under the current provisions of the Plan, the President and Chief Executive Officer is eligible for an annual grant of Long-Term Incentives (LTI) which is equal to 200% of Base Salary.

In 2008, upon commencement of his employment, the Company granted to the Executive an initial grant of stock equal to one (1) times the Annual LTI Grant amount (200% of Base Salary at the rate in effect in 2008). This initial grant was as follows:

(a) Stock Appreciation Rights (SARs), equal to 140% of Base Salary (at the rate in effect in 2008) at an exercise price equal to the fair market value of the Common Stock on the date of the grant. The SARs vest equally over a three (3) year period in accordance with the award agreement, and as of the date of this Agreement, Executive is 100% vested in such SARs.

(b) Restricted shares of Common Stock with a par value of \$0.01, the amount of which equals 60% of Base Salary (at the rate in effect in 2008) subject to a three (3) year annual vesting in equal installments in accordance with the award agreement, and as of the date of this Agreement, Executive is 100% vested in such restricted shares.

#### 6. Benefits.

(a) Benefits. Executive will be entitled to receive all benefits provided to senior executives, executives and employees of the Company generally from time to time, including medical, dental, life insurance and long-term disability, in each case so long as and to the extent that the same exist; provided, that in respect to each such plan Executive is otherwise eligible and insurable in accordance with the terms of such plans.

(b) Vacation, Sick Leave, and Holidays. Executive shall be entitled to vacation, which shall be no less than 4 weeks per year, sick leave, and holidays in accordance with the policies of the Company as they exist from time to time.

(c) Automobile Allowance. During the Employment Term, Executive shall be entitled to receive a monthly automobile allowance of \$1,000.00 for any and all expenses related to Executive's automobile (i.e., lease payments, insurance, gas, tolls, parking, etc.). Except for reimbursement of directly related automobile expenses (i.e. parking and tolls) incurred by Executive while fulfilling his duties and responsibilities to the Company, but which are outside of Executive's normal day to day usage of his automobile, Executive will not be entitled to any additional or alternative reimbursement for any other automobile related expenses. The payment of any taxes associated with the automobile allowance shall be the sole responsibility of Executive.

(d) Signing Bonus. Upon commencement of his employment with the Company in 2008, Executive received a signing bonus of \$200,000, minus all deductions required by law.

(e) Reimbursement of Legal Expenses. The Company shall reimburse Executive for reasonable legal expenses associated with the review of this Agreement, the Change in Control Severance Agreement, and any other documents associated with Executive's employment with the Company.

(f) Relocation Expenses. Executive shall be entitled to reimbursement under the Company's relocation policy as in effect from time to time.

(g) Indemnification and Insurance. During the term of this Agreement and at all times thereafter, with respect to Executive's service to the Company, Executive shall be entitled to indemnification pursuant to the terms of the Company's By-Laws and applicable law. During the term of this Agreement, and for a period of six years thereafter, with respect to Executive's service to the Company, Executive shall be entitled to indemnification pursuant to the terms of the Company's Directors and Officers Liability Insurance.

## 7. Effect of Termination

(a) Termination by the Company for Cause or at the Election of Executive Without Good Reason. In the event Executive's employment is terminated for Cause, as defined in Section 10(a), or at the election of Executive for any reason other than Good Reason, as defined in Section 10(b), the Company shall pay to Executive the compensation and benefits otherwise due and payable to him in a lump sum payment in cash, payable within 10 days after termination of employment, equal to the sum of (1) Executive's accrued Base Salary and any accrued vacation pay through the date of termination of employment, and (2) Executive's annual bonus earned for the fiscal year immediately preceding the fiscal year in which the date of termination of employment occurs if such bonus has not been paid as of the date of termination of employment.

(b) Termination for Death or Disability. If Executive's employment is terminated by death or because of Disability, as defined in Section 10(c), the Company shall pay to the estate of Executive or to Executive, as the case may be, a lump sum payment in cash, payable within 10 days after termination of employment, equal to the sum of (1) Executive's accrued Base Salary and any accrued vacation pay through the date of termination of employment, and (2) Executive's annual bonus earned for the fiscal year immediately preceding the fiscal year in which the date of termination of employment occurs if such bonus has not been paid as of the date of termination of employment.

(c) Termination by the Company Without Cause or By Executive for Good Reason. Subject to Section 7(c)(8) below, if Executive's employment is terminated by the Company without Cause, or is terminated by Executive for Good Reason, at any time during the Employment Term (including extensions thereof), except as provided in Section 7(d) and/or except during the Change in Control Protection Period (as defined in Executive's Change In Control Severance Agreement), Executive will be entitled to the following payments and benefits outlined in this Section 7(c):

(1) Payment of Accrued Obligations. The Company shall pay to Executive a lump sum payment in cash, no later than 10 days after the date of termination of employment, equal to the sum of (1) Executive's accrued Base Salary and any accrued vacation pay through the date of termination of employment, and (2) Executive's annual bonus earned for the fiscal year immediately preceding the fiscal year in which the date of termination of employment occurs if such bonus has not been paid as of the date of termination of employment.

(2) Payment of Severance. Subject to Section 7(c)(7) below, the Company shall pay to Executive a lump sum cash payment, no later than 10 days after such termination, equal to two (2) times Executive's Final Pay as defined in Section 10(d). In the event Executive materially breaches any non-compete or confidentiality agreement then in effect with the Company, Executive agrees to return to the Company all amounts received under this Section 7(c)(2).

(3) Acceleration of Equity; Period to Exercise. Subject to Section 7(c)(7) below, Executive shall become fully and immediately vested in all unvested restricted stock grants, stock appreciation rights, options, and/or any other form of equity grant and all applicable restrictions on any shares under any grants shall lapse, and each stock appreciation right and option and any other equity that may be subject to an exercise period shall be exercisable for a period ending on the earlier of five (5) years after the date of termination of employment or the expiration of the term of such equity grant.

(4) Benefit Continuation. Subject to Section 7(c)(7) below, commencing on the date immediately following Executive's date of termination of employment and continuing for 24 months (or such lesser time as required to avoid the imposition of additional taxes under Section 409A of the Internal Revenue Code of 1986, as amended (the "Code")) (the "Welfare Benefit Continuation Period"), the Company shall cover Executive under the same type of Company-sponsored group health plan and dental plan (e.g., individual or family coverage) and group life insurance in which he was covered immediately prior to termination of employment. The Executive shall receive such continued coverage under the same terms and conditions (e.g., any requirement that employees pay all or any portion of the cost of such coverage) that would apply if Executive had continued to be an employee of the Company during the Welfare Benefit Continuation Period.

(5) For each month during the Welfare Benefit Continuation Period in which Executive's continued coverage under an insured plan is not possible, the Company shall, in lieu of providing the coverage described in the preceding paragraph, make a monthly cash payment to Executive equal to the monthly premium the Company would be charged for coverage of a similarly-situated employee. The Company shall not be obligated to "gross up" or otherwise compensate Executive for any taxes due on amounts paid pursuant to the preceding sentence.

(6) Notwithstanding any other provision of this Section 7(c), the Company's obligation to provide continued coverage (or, in lieu thereof, make a cash payment) pursuant to this Section 7(c) shall expire on the date Executive becomes covered under one or more plans sponsored by a new employer (other than a successor to the Company) that, at the sole discretion of the Administrator, as defined in Section 10(e), are determined to provide coverage at least equivalent in the aggregate to the benefits continued under Section 7(c)(4). The coverage period for purposes of the group health continuation requirements of Section 4980B of the Code shall commence at the expiration of the Welfare Benefit Continuation Period.

(7) Release. The Executive shall not be eligible to receive any payments or benefits provided in Section 7(c) (other than payments under Section 7(c)(1)) unless he first executes a written release and agreement substantially in the form attached hereto as Exhibit A and does not revoke such release and agreement within the time permitted therein for such revocation. The release and agreement shall be executed and become irrevocable within sixty (60) days after the Executive's employment termination date.

(8) Restriction on Timing of Distribution. Anything in this Agreement to the contrary notwithstanding, if (1) on Executive's date of termination of employment, any of the Company's stock is publicly traded on an established securities market or otherwise (within the meaning of Section 409A(a)(2)(B)(i) of the Code) and (2) as a result of such termination, Executive would receive any payment that, absent the application of this Section 7(c)(8), would be subject to interest and additional tax imposed pursuant to Section 409A(a) of the Code as a result of the application of Section 409A(a)(1)(B) of the Code, then no such payment shall be payable prior to the date that is the earliest of (x) six months after Executive's date of termination of employment, (y) Executive's death or (z) such other date as will cause such payment not to be subject to such interest and additional tax. For the avoidance of doubt, upon the Executive's involuntary separation from service (as defined in Treas. Regs. §1.409A-1(n)), the preceding sentence shall not prevent payment to the Executive during such six-month period of an aggregate amount not exceeding the lesser of (a) two (2) times the sum of the Executive's annualized compensation based upon the annual rate of pay for his taxable year preceding the taxable year of the separation from service, or (b) two (2) times the maximum amount that may be taken into account under a qualified plan pursuant to Section 401(a)(17) of the Code for the year in which the Executive has a separation from service, as permitted pursuant to Treas. Regs. §1.409A-1(b)(9)(iii).

(d) Termination on August 16, 2015 by Company Upon Expiration Pursuant to Section 2. In the event that the Company provides notice under Section 2 of its intention not to extend the Employment Term for an additional one year period upon its expiration on August 16, 2015, then the Company shall pay to the Executive a lump sum cash payment, no later than 10 days after August 16, 2015, equal to one and one half (1.5) times the sum of (1) Executive's Base Salary in effect at the time employment terminates and (2) Executive's targeted cash bonus for the year in which employment terminates. In the event Executive materially breaches any non-compete or confidentiality agreement then in effect with the Company, Executive agrees to return to the Company all amounts received under this Section 7(d). For purposes of clarification, regardless of his age, if Executive's employment is terminated by the Company without Cause at any time during the Employment Term (including extensions thereof) without adherence to the notice and expiration provisions of Section 2, then the payment and benefit provisions of Section 7(c) shall apply. Additionally, regardless of his age, if Executive terminates his employment for Good Reason at any time during the Employment Term (including extensions thereof), then the payment and benefit provisions of Section 7(c) shall apply.

(e) Accelerated Vesting of Equity Compensation Upon Termination On or After August 16, 2015. If Executive's employment is terminated for any reason on or after August 16, 2015, other than by the Company for Cause (as defined in Section 10(a)), Executive shall become fully and immediately vested in all unvested restricted stock grants, stock appreciation rights, options, and/or any other form of equity grant and all applicable

restrictions on any shares under any grants shall lapse, and each stock appreciation right and option and any other equity grant that is subject to an exercise period shall be exercisable for a period ending on the earlier of five (5) years after the date of termination of employment or the expiration of the term of such equity grant.

(f) Termination During a Change in Control Protection Period. If Executive's employment is terminated during a Change in Control Protection Period (as that term is defined in Executive's Change in Control Severance Agreement), Executive shall be entitled to receive such severance payments and benefits as are set forth in Executive's Change in Control Severance Agreement, and shall not be entitled to any benefits under this Section 7.

8. Duty to Devote Full Time and Avoid Conflict of Interest. Executive agrees that during the Employment Term Executive shall devote his full-time efforts to his duties as an employee of the Company. Executive further agrees that during the Employment Term Executive shall not, directly or indirectly, engage or participate in any activities which are in conflict with the best interests of the Company. Notwithstanding the foregoing, nothing herein shall preclude Executive from: (i) serving, with the prior written consent of the Company, which consent shall not be unreasonably withheld, as a member of the board of directors or advisory boards (or their equivalents in the case of a non-corporate entity) of non-competing businesses and charitable organizations; (ii) engaging in charitable activities and community affairs; and (iii) managing his personal investments and affairs; provided, however, that the activities set out in clauses (i), (ii) and (iii) shall be limited by Executive so as not to materially interfere, individually or in the aggregate, with the performance of his duties and responsibilities hereunder.

9. Compliance with Rules and Regulations. Executive agrees to comply with the Company's rules, regulations and practices as they may from time to time be adopted or modified, so long as they are uniformly applied to all employees.

#### 10. Definitions.

(a) "Cause" means one of the following reasons for which the Executive's employment with the Company is terminated: (1) Executive's willful or grossly negligent misconduct that is materially injurious to the Company; (2) Executive's embezzlement or misappropriation of funds or property of the Company; (3) Executive's conviction of a felony or the entrance of a plea of guilty or nolo contendere to a felony; (4) Executive's conviction of any crime involving fraud, dishonesty, moral turpitude or breach of trust or the entrance of a plea of guilty or nolo contendere to such a crime; or (5) Executive's willful failure or refusal by Executive to devote his full business time (other than on account of disability or approved leave) and attention to the performance of his duties and responsibilities if such breach has not been cured within 15 days after written notice thereof is given to the Executive by the Board.

(b) For the purposes of this Agreement, "Good Reason" shall exist upon: (1) a material and adverse change in Executive's status or position(s) as an officer or management employee of the Company, including, without limitation, any adverse change in his status or position as an employee of the Company as a result of a material diminution in his duties or responsibilities (other than, if applicable, any such change directly attributable to the fact that the Company is no longer publicly owned) or the assignment to him of any duties or responsibilities which are materially inconsistent with such status or position(s) (other than any isolated and inadvertent failure by the Company that is cured promptly upon his giving notice), or any removal of Executive from or any failure to reappoint or reelect him to such position(s) (except in connection with Executive's termination other than for Good Reason); (2) a 10% or greater reduction in Executive's Base Salary and targeted bonus, other than any such reduction proportionately consistent with a general reduction of pay across the executive staff as a group, as an economic or strategic measure due to poor financial performance by the Company; (3) the failure by the Company to continue in effect any employee benefit plan (excluding any equity compensation plan) in which the Executive is participating (or plans providing Executive with similar benefits that are not materially reduced in the aggregate) other than as a result of the normal expiration of any such plan in accordance with its terms; or the taking of any action, or the failure to act, by the Company or any successor which would adversely affect Executive's continued participation in any of such plans on at least as favorable a basis to him or which would materially reduce his benefits under any of such plans; (4) Company's requiring Executive to be based at an

office that is both more than 50 miles from where his office is located and further from his then current residence; or (5) a material breach by the Company of this Agreement; provided, however, that if any of the conditions in this Section 10(b) exists, the Executive must provide notice to the Company no more than ninety (90) calendar days following the initial existence of the condition and his intention to terminate his employment for Good Reason. Upon such notice, the Company shall have a period of thirty (30) calendar days during which it may remedy the condition.

(c) For the purposes of this Agreement, the term "Disability" shall have the meaning given that term under the Trex Company, Inc. disability plan carrier, as in effect at the time a determination of Disability is to be made.

(d) For the purposes of this Agreement, the term "Final Pay" shall be defined as the sum of (1) Executive's Base Salary in effect at the time employment terminates (without taking into consideration a reduction in Base Salary which constitutes "Good Reason" as provided in Section 10(b)(2) above), and (2) the greater of (A) Executive's targeted cash bonus for the year in which employment terminates or (B) the actual cash bonus earned by the Executive for the year immediately prior to the year in which employment terminates.

(e) For the purposes of this Agreement, the term "Administrator" means the Committee or such other person or persons appointed from time to time by the Committee.

11. Notices. For purposes of this Agreement, notices and all other communications provided for in this Agreement shall be in writing and shall be deemed to have been duly given when hand delivered, sent by overnight courier, or mailed by first-class, registered or certified mail, return receipt requested, postage prepaid, or transmitted by telegram, telecopy, or telex, addressed, in the case of the Executive, to the Executive's address as shown on the Company's records and, in the case of the Company, to the Company's principal office, to the attention of the General Counsel, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt.

12. Entire Agreement. This Agreement, together with the Executive's Change In Control Severance Agreement, any stock appreciation rights agreement, restricted stock agreement and/or any other equity agreement issued pursuant to the Trex Company, Inc. 2005 Stock Incentive Plan (or a successor plan), the Director/Officer Indemnification Agreement dated December 2, 2008, and the restrictive covenant agreement dated January 21, 2008, constitute the entire agreement between the parties and supersede all prior agreements and understandings, whether written or oral, relating to the subject matter of this Agreement.

13. Amendment. This Agreement may be amended or modified only by a written instrument executed by both the Company and Executive.

14. Governing Law. This Agreement shall be construed, interpreted and enforced as a sealed instrument under and in accordance with the laws of the Commonwealth of Virginia, without reference to the conflicts of laws provisions thereof. Any action, suit or other legal proceeding which is commenced to resolve any matter arising under or relating to any provision of this Agreement shall be commenced only in a court of the Commonwealth of Virginia (or, if appropriate, a federal court located within Virginia), and the Company and Executive each consents to the jurisdiction of such a court.

15. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of both parties and their respective successors and assigns, including any corporation with which or into which the Company may be merged or which may succeed to its assets or business, provided, however, that the obligations of Executive are personal and shall not be assigned by him. Notwithstanding the foregoing, in the event of Executive's death, any payments that Executive was otherwise entitled to under this Agreement shall be made to his estate.

16. Acknowledgment. The Executive states and represents that he has had an opportunity to fully discuss and review the terms of this Agreement with an attorney. The Executive further states and represents that he has carefully read this Agreement, understands the contents herein, freely and voluntarily assents to all of the terms

and conditions hereof, and signs his name of his own free act. The Company represents that it has obtained all necessary consents and approvals to execute this Agreement.

17. Miscellaneous.

(a) No delay or omission by the Company in exercising any right under this Agreement shall operate as a waiver of that or any other right. A waiver or consent given by the Company on any one occasion shall be effective only in that instance and shall not be construed as a bar or waiver of any right on any other occasion.

(b) The captions of the sections of this Agreement are for convenience of reference only and in no way define, limit or affect the scope or substance of any section of this Agreement.

(c) Any reimbursement provided under this Agreement shall be paid as soon as reasonably practicable following Executive's submission of such reasonable supporting documentation as the Company may request and in no event later than December 31 of the year following the year in which the expenses were incurred. Any reimbursements provided to Executive in a given year shall have no effect on the expenses eligible for reimbursement in any other given year. No right to reimbursement shall be subject to liquidation or exchange for another benefit.

(d) Termination of employment under this Agreement shall mean a separation from service under Section 409A of the Code.

(e) In case any provision of this Agreement shall be invalid, illegal or otherwise unenforceable, the validity, legality and enforceability of the remaining provisions shall in no way be affected or impaired thereby.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year set forth above.

Trex Company, Inc.

/s/ William R. Gupp

Name: William R. Gupp

Title: Chief Administrative Officer, General Counsel &  
Secretary

Executive:

/s/ Ronald W. Kaplan

Name: Ronald W. Kaplan

**Preferability Letter of Ernst & Young LLP, Independent Registered Public Accounting Firm**

March 9, 2011

Board of Directors  
Trex Company, Inc.

Ladies and Gentlemen:

Note 2 of the Notes to the Consolidated Financial Statements of Trex Company, Inc. (the "Company") included in its Form 10-K for the period ended December 31, 2010 describes a change in the method of accounting for inventory costing to a last-in, first-out (LIFO) dollar value link chain method that determines current cost based on the most recent acquisition price from a LIFO specific goods method that determined current cost based on average purchase price. There are no authoritative criteria for determining a 'preferable' LIFO costing method based on the particular circumstances; however, we conclude that such change in the method of accounting is to an acceptable alternative method, based on your business judgment to make this change and for the stated reasons, is preferable in your circumstances.

Very truly yours,

/s/ Ernst & Young LLP

**Subsidiaries of Trex Company, Inc.****Name of the Subsidiary****Jurisdiction of Formation**

Winchester Capital, Inc.

Virginia

Trex Wood Polymer Espana, S.L.

Spain



**Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of Trex Company, Inc.

- Registration Statement (Form S-8, No. 333-76847),
- Registration Statement (Form S-8, No. 333-83998),
- Registration Statement (Form S-8, No. 333-124685),
- Registration Statement (Form S-8, No. 333-150690), and
- Registration Statement (Form S-3, No. 333-161732);

of our reports dated March 9, 2011, with respect to the consolidated financial statements and schedule of Trex Company, Inc., and the effectiveness of internal control over financial reporting of Trex Company, Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2010.

/s/ Ernst & Young LLP

Richmond, Virginia  
March 9, 2011

## CERTIFICATION

I, Ronald W. Kaplan, certify that:

1. I have reviewed this annual report on Form 10-K of Trex Company, 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: March 9, 2011

/s/ RONALD W. KAPLAN

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Ronald W. Kaplan  
Chairman, President and Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, James E. Cline, certify that:

1. I have reviewed this annual report on Form 10-K of Trex Company, 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 function(s)):
  - (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: March 9, 2011

/s/ JAMES E. CLINE

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James E. Cline  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

**Written Statement of Chief Executive Officer and Chief Financial Officer  
Pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)**

The undersigned, the President and Chief Executive Officer and the Chief Financial Officer of Trex Company, Inc. (the "Company"), each hereby certifies that, on the date hereof:

- (a) the Annual Report on Form 10-K of the Company for the Period Ended December 31, 2010 filed on the date hereof with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2011

/s/ RONALD W. KAPLAN

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Ronald W. Kaplan  
Chairman, President and Chief Executive Officer

Date: March 9, 2011

/s/ JAMES E. CLINE

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James E. Cline  
Vice President and Chief Financial Officer