

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended: June 30, 2010

OR

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

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

Commission file number: 1-13429

Simpson Manufacturing Co., Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation  
or organization)

94-3196943

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

5956 W. Las Positas Blvd., Pleasanton, CA 94588

(Address of principal executive offices)

(Registrant's telephone number, including area code): (925) 560-9000

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

Yes  No

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

Yes  No

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

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 number of shares of the registrant's common stock outstanding as of June 30, 2010: 49,426,053

## PART I -- FINANCIAL INFORMATION

## Item 1. Financial Statements.

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Condensed Consolidated Balance Sheets**

*(In thousands, unaudited)*

	June 30,		December 31,
	2010	2009	2009
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	\$ 219,763	\$ 169,132	\$ 250,381
Trade accounts receivable, net	104,284	118,646	77,317
Inventories	150,786	190,153	163,754
Deferred income taxes	19,257	12,153	13,970
Assets held for sale	40,457	7,887	7,887
Other current assets	10,224	10,686	16,766
Total current assets	544,771	508,657	530,075
Property, plant and equipment, net	184,949	193,958	187,814
Goodwill	72,163	79,858	81,626
Intangible assets, net	23,156	33,050	28,852
Equity method investment	473	-	748
Other noncurrent assets	17,005	14,374	14,690
Total assets	\$ 842,517	\$ 829,897	\$ 843,805
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities			
Line of credit	\$ -	\$ 27	\$ -
Trade accounts payable	27,906	22,574	28,462
Accrued liabilities	31,192	33,855	29,209
Liabilities held for sale	2,739	-	-
Income taxes payable	760	1,370	-
Accrued profit sharing trust contributions	3,540	3,718	7,018
Accrued cash profit sharing and commissions	9,264	4,436	2,427
Accrued workers' compensation	4,386	4,279	4,352
Total current liabilities	79,787	70,259	71,468
Long-term liabilities	9,263	9,659	8,553
Total liabilities	89,050	79,918	80,021
Commitments and contingencies (Note 8)			
Stockholders' equity			
Common stock, at par value	494	491	493
Additional paid-in capital	147,745	138,839	146,036
Retained earnings	604,479	598,412	598,493
Accumulated other comprehensive income	749	12,237	18,762
Total stockholders' equity	753,467	749,979	763,784
Total liabilities and stockholders' equity	\$ 842,517	\$ 829,897	\$ 843,805

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

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Operations**  
*(In thousands except per-share amounts, unaudited)*

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2010	2009	2010	2009
Net sales	\$ 165,614	\$ 152,198	\$ 289,434	\$ 261,341
Cost of sales	<u>88,828</u>	<u>92,987</u>	<u>158,620</u>	<u>171,335</u>
Gross profit	<u>76,786</u>	<u>59,211</u>	<u>130,814</u>	<u>90,006</u>
Operating expenses:				
Research and development and other engineering	5,700	4,860	10,441	9,372
Selling	16,610	15,409	31,483	30,103
General and administrative	20,524	19,033	37,456	38,127
Loss on sale of assets	<u>15</u>	<u>180</u>	<u>404</u>	<u>68</u>
	<u>42,849</u>	<u>39,482</u>	<u>79,784</u>	<u>77,670</u>
Income from operations	33,937	19,729	51,030	12,336
Loss in equity method investment, before tax	(131)	(21)	(275)	(214)
Interest income (expense), net	<u>26</u>	<u>(34)</u>	<u>37</u>	<u>69</u>
Income from continuing operations before taxes	33,832	19,674	50,792	12,191
Provision for income taxes from continuing operations	<u>12,773</u>	<u>8,442</u>	<u>19,903</u>	<u>7,500</u>
Income from continuing operations, net of tax	<u>21,059</u>	<u>11,232</u>	<u>30,889</u>	<u>4,691</u>
Discontinued operations:				
Loss from discontinued operations	(21,176)	(824)	(22,223)	(3,770)
Benefit from income taxes from discontinued operations	<u>6,820</u>	<u>275</u>	<u>7,237</u>	<u>1,353</u>
Loss from discontinued operations, net of tax	<u>(14,356)</u>	<u>(549)</u>	<u>(14,986)</u>	<u>(2,417)</u>
Net income	<u>\$ 6,703</u>	<u>\$ 10,683</u>	<u>\$ 15,903</u>	<u>\$ 2,274</u>
Earnings (loss) per common share:				
Basic				
Continuing operations	\$ 0.43	\$ 0.23	\$ 0.63	\$ 0.10
Discontinued operations	(0.29)	(0.01)	(0.30)	(0.05)
Net income	0.14	0.22	0.32	0.05
Diluted				
Continuing operations	\$ 0.42	\$ 0.23	\$ 0.62	\$ 0.10
Discontinued operations	(0.29)	(0.01)	(0.30)	(0.05)
Net income	0.14	0.22	0.32	0.05
Number of shares outstanding				
Basic	49,417	49,016	49,403	49,001
Diluted	49,598	49,114	49,559	49,099
Cash dividends declared per common share	\$ 0.10	\$ 0.10	\$ 0.20	\$ 0.20

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

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Stockholders' Equity**  
for the six months ended June 30, 2009 and 2010 and December 31, 2009  
*(In thousands except per-share amounts, unaudited)*

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Par Value				
Balance, January 1, 2009	48,971	\$ 490	\$ 136,867	\$ 605,950	\$ 5,719	\$ 749,026
Comprehensive income:						
Net income	-	-	-	2,274	-	2,274
Other comprehensive income:						
Translation adjustment, net of tax of (\$38)	-	-	-	-	6,518	6,518
Comprehensive income						8,792
Stock options exercised	69	1	1,125	-	-	1,126
Stock compensation	-	-	791	-	-	791
Tax benefit of options exercised	-	-	(244)	-	-	(244)
Cash dividends declared on common stock, \$0.20 per share	-	-	-	(9,812)	-	(9,812)
Common stock issued at \$27.76 per share for stock bonus	10	-	300	-	-	300
Balance, June 30, 2009	49,050	491	138,839	598,412	12,237	749,979
Comprehensive income:						
Net income	-	-	-	9,943	-	9,943
Other comprehensive income:						
Translation adjustment, net of tax of (\$1)	-	-	-	-	6,525	6,525
Comprehensive income						16,468
Stock options exercised	327	2	6,499	-	-	6,501
Stock compensation	-	-	899	-	-	899
Tax benefit of options exercised	-	-	(201)	-	-	(201)
Cash dividends declared on common stock, \$0.20 per share	-	-	-	(9,862)	-	(9,862)
Balance, December 31, 2009	49,377	493	146,036	598,493	18,762	763,784
Comprehensive income:						
Net income	-	-	-	15,903	-	15,903
Other comprehensive income:						
Translation adjustment, net of tax of \$3	-	-	-	-	(18,013)	(18,013)
Comprehensive income						(2,110)
Stock options exercised	39	1	954	-	-	955
Stock compensation	-	-	561	-	-	561
Tax benefit of options exercised	-	-	(83)	-	-	(83)
Cash dividends declared on common stock, \$0.20 per share	-	-	-	(9,917)	-	(9,917)
Common stock issued at \$26.89 per share for stock bonus	10	-	277	-	-	277
Balance, June 30, 2010	49,426	\$ 494	\$ 147,745	\$ 604,479	\$ 749	\$ 753,467

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

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows**

*(In thousands, unaudited)*

	Six Months Ended June 30,	
	2010	2009
<b>Cash flows from operating activities</b>		
Net income	\$ 15,903	\$ 2,274
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on sale of assets	404	71
Depreciation and amortization	12,501	14,599
Impairment loss on assets held for sale	17,566	-
Deferred income taxes	(5,396)	(448)
Noncash compensation related to stock plans	768	1,043
Loss in equity method investment	275	214
Excess tax benefit of options exercised	(10)	(19)
Provision for (recovery of) doubtful accounts	(189)	1,594
Provision for excess and obsolete inventory	4,932	570
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade accounts receivable	(41,951)	(39,970)
Inventories	(15,703)	64,612
Trade accounts payable	1,854	(818)
Income taxes payable	6,883	3,061
Accrued profit sharing trust contributions	(3,459)	(5,853)
Accrued cash profit sharing and commissions	6,966	2,142
Other current assets	(540)	(4,444)
Accrued liabilities	4,373	(1,789)
Long-term liabilities	190	3,254
Accrued workers' compensation	34	(8)
Other noncurrent assets	158	(1,903)
Net cash provided by operating activities	5,559	38,182
<b>Cash flows from investing activities</b>		
Capital expenditures	(21,628)	(9,509)
Proceeds from sale of capital assets	60	612
Asset acquisitions, net of cash acquired	-	(23,670)
Loans made to related parties	(1,798)	-
Loans repaid by related parties	50	-
Net cash used in investing activities	(23,316)	(32,567)
<b>Cash flows from financing activities</b>		
Line of credit borrowings	-	842
Repayment of line of credit borrowings	-	(842)
Issuance of common stock	955	1,126
Excess tax benefit of options exercised	10	19
Dividends paid	(9,879)	(9,798)
Net cash used in financing activities	(8,914)	(8,653)
Effect of exchange rate changes on cash	(3,947)	1,420
Net decrease in cash and cash equivalents	(30,618)	(1,618)
Cash and cash equivalents at beginning of period	250,381	170,750
Cash and cash equivalents at end of period	\$ 219,763	\$ 169,132
<b>Noncash activity during the period</b>		
Noncash capital expenditures	\$ 226	\$ 194
Dividends declared but not paid	\$ 4,978	\$ 4,915
Issuance of Company's common stock for compensation	\$ 277	\$ 300

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

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Notes to Condensed Consolidated Financial Statements**  
**(Unaudited)**

1. Basis of Presentation

*Principles of Consolidation*

The consolidated financial statements include the accounts of Simpson Manufacturing Co., Inc. and its subsidiaries (the "Company"). Investments in 50% or less owned affiliates are accounted for using either cost or the equity method. All significant intercompany transactions have been eliminated.

*Interim Period Reporting*

The accompanying unaudited interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted. These interim statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (the "2009 Annual Report").

The unaudited quarterly condensed consolidated financial statements have been prepared on the same basis as the audited annual consolidated financial statements and, in the opinion of management, contain all adjustments (consisting of only normal recurring adjustments) necessary to state fairly the financial information set forth therein, in accordance with GAAP. The year-end condensed consolidated balance sheet data were derived from audited financial statements, but do not include all disclosures required by GAAP. The Company's quarterly results fluctuate. As a result, the Company believes the results of operations for the interim periods are not necessarily indicative of the results to be expected for any future period.

*Revenue Recognition*

The Company recognizes revenue when the earnings process is complete, net of applicable provision for discounts, returns and incentives, whether actual or estimated, based on the Company's experience. This generally occurs when products are shipped to the customer in accordance with the sales agreement or purchase order, ownership and risk of loss pass to the customer, collectibility is reasonably assured and pricing is fixed or determinable. The Company's general shipping terms are F.O.B. shipping point, where title is transferred and revenue is recognized when the products are shipped to customers. When the Company sells F.O.B. destination point, title is transferred and the Company recognizes revenue on delivery or customer acceptance, depending on terms of the sales agreement. Service sales, representing after-market repair and maintenance, engineering activities and software license sales and service, though significantly less than 1% of net sales and not material to the consolidated financial statements, are recognized as the services are completed or the software products and services are delivered. If actual costs of sales returns, incentives and discounts were to significantly exceed the recorded estimated allowance, the Company's sales would be adversely affected.

*Reclassifications*

Certain financial statement reclassifications, all related to discontinued operations, have been made to previously reported amounts to conform to the current year's presentation.

*Segment and Discontinued Operations Information*

The Company operates under two reportable segments, the connector products segment and the venting products segment. As set forth in Note 11 "Discontinued Operations," on June 30, 2010, the Company entered into an agreement to sell substantially all of the assets and liabilities of its venting segment and therefore, they are no longer included in continuing operations. Accordingly, the Company has classified the results of the venting products segment, including impairments and losses of goodwill and other assets, as discontinued operations in the

Condensed Consolidated Statements of Operations for all periods presented. The Company's financial position, as of June 30, 2010, reflects the assets and liabilities of the venting products segment to be sold as assets or liabilities held for sale at their estimated net realizable value. Except as otherwise stated, discussion in these notes pertains to the Company's continuing operations. The Company is currently evaluating its organizational structure and the future presentation of segment information.

#### *Net Earnings(Loss) Per Common Share*

Basic earnings (loss) per common share is computed based on the weighted average number of common shares outstanding. Potentially dilutive securities, using the treasury stock method, are included in the diluted per-share calculations for all periods when the effect of their inclusion is dilutive.

The following is a reconciliation of basic earnings per share ("EPS") to diluted EPS:

<i>(in thousands, except) per-share amounts</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Earnings from continuing operations, net of tax	\$ 21,059	\$ 11,232	\$ 30,889	\$ 4,691
Loss from discontinued operations, net of tax	<u>(14,356)</u>	<u>(549)</u>	<u>(14,986)</u>	<u>(2,417)</u>
Net income available to common stockholders	<u>\$ 6,703</u>	<u>\$ 10,683</u>	<u>\$ 15,903</u>	<u>\$ 2,274</u>
Basic weighted average shares outstanding	49,417	49,016	49,403	49,001
Dilutive effect of potential common stock equivalents – stock options	<u>181</u>	<u>98</u>	<u>156</u>	<u>98</u>
Diluted weighted average shares outstanding	<u>49,598</u>	<u>49,114</u>	<u>49,559</u>	<u>49,099</u>
Net earnings (loss) per share – basic:				
Continuing operations	\$ 0.43	\$ 0.23	\$ 0.63	\$ 0.10
Discontinued operations	(0.29)	(0.01)	(0.30)	(0.05)
Net income	0.14	0.22	0.32	0.05
Net earnings (loss) per share – diluted:				
Continuing operations	\$ 0.42	\$ 0.23	\$ 0.62	\$ 0.10
Discontinued operations	(0.29)	(0.01)	(.030)	(0.05)
Net income	0.14	0.22	0.32	0.05
Potentially dilutive securities excluded from earnings per diluted share because their effect is anti-dilutive	646	1,061	856	1,078

Anti-dilutive shares attributable to outstanding stock options were excluded from the calculation of diluted net income per share.

#### *Accounting for Stock-Based Compensation*

The Company maintains two stock option plans under which it may grant incentive stock options and non-qualified stock options, although the Company has granted only non-qualified stock options under these plans. The Simpson Manufacturing Co., Inc. 1994 Stock Option Plan (the "1994 Plan") is principally for the Company's employees, and the Simpson Manufacturing Co., Inc. 1995 Independent Director Stock Option Plan (the "1995 Plan") is for its independent directors. The Company generally grants options under each of the 1994 Plan and the 1995 Plan once each year. The exercise price per share of each option granted in February 2010 and February 2009 under the 1994 Plan equaled the closing market price per share of the Company's common stock as reported by the New York Stock

Exchange on the day preceding the day that the Compensation Committee of the Company's Board of Directors met to approve the grant of the options. The exercise price per share under each option granted under the 1995 Plan is at the fair market value on the date specified in the 1995 Plan. Options vest and expire according to terms established at the grant date. There were no options granted under the 1995 Plan in 2010 or 2009.

Under the 1994 Plan, no more than 16 million shares of the Company's common stock may be sold (including shares already sold) pursuant to all options granted under the 1994 Plan. Under the 1995 Plan, no more than 320 thousand shares of common stock may be sold (including shares already sold) pursuant to all options granted under the 1995 Plan. Shares of common stock issued on exercise of stock options under both of the plans are registered under the Securities Act of 1933. Options granted under the 1994 Plan typically vest evenly over the requisite service period of four years and have a term of seven years. The vesting of options granted under the 1994 Plan will be accelerated if the grantee ceases to be employed by the Company after reaching age 60 or if there is a change in control of the Company. Options granted under the 1995 Plan are fully vested on the date of grant.

The following table represents the Company's stock option activity, including both continuing and discontinued operations, for the three and six months ended June 30, 2010 and 2009:

<i>(in thousands)</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Stock option expense recognized in operating expenses	\$ 218	\$ 397	\$ 585	\$ 845
Tax benefit of stock option expense in provision for income taxes	<u>56</u>	<u>135</u>	<u>173</u>	<u>283</u>
Stock option expense, net of tax	<u>\$ 162</u>	<u>\$ 262</u>	<u>\$ 412</u>	<u>\$ 562</u>
Fair value of shares vested	\$ 179	\$ 398	\$ 561	\$ 791
Proceeds to the Company from the exercise of stock options	\$ 863	\$ 998	\$ 955	\$ 1,126
Tax benefit from exercise of stock options, including shortfall tax benefits	\$ (9)	\$ (59)	\$ (83)	\$ (244)
			<b>At June 30,</b>	
			<b>2010</b>	<b>2009</b>
Stock option cost capitalized in inventory			<u>\$ 44</u>	<u>\$ 47</u>

The amounts included in cost of sales, research and development and other engineering, selling, or general and administrative expense depend on the job functions performed by the employees to whom the stock options were granted. The amounts attributed to discontinued operations were not significant for any of the periods presented.

The assumptions used to calculate the fair value of options granted are evaluated and revised, as necessary, to reflect market conditions and the Company's experience.

#### *Fair Value of Financial Instruments*

As of June 30, 2010, the Company's investments consisted of only United States Treasury securities and money market funds aggregating \$127.2 million, which are maintained in cash equivalents and are carried at cost, approximating fair value, based on Level 1 inputs. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities, as defined in the "Fair Value Measurements and Disclosures" topic of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ ("ASC").

## Income Taxes

In general, the Company is required to use an estimated annual effective tax rate to measure the tax benefit or tax expense recognized in an interim period. The income tax expense for the first and second quarters of both 2010 and 2009, however, has been computed based on those quarters as discrete periods due to the uncertainty regarding the Company's ability to reliably estimate pre-tax income for the remainder of those years, primarily as a result of the continued uncertainty in the construction markets in which the Company operates. The effective tax rate was 37.8% in the second quarter of 2010, which resulted in income tax expense of \$12.8 million. The effective tax rate was 42.9% in the second quarter of 2009, which resulted in income tax expense of \$8.4 million. The effective tax rate was 39.2% in the first half of 2010, which resulted in income tax expense of \$19.9 million. The effective tax rate was 61.5% in the first half of 2009, which resulted in income tax expense of \$7.5 million.

## Recently Issued Accounting Standards

In May 2009, the FASB issued guidance codified in the "Subsequent Events" topic of the FASB ASC, which establishes general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. In February 2010, the FASB amended this guidance to remove the requirement for companies that file or furnish financial statements with the Securities and Exchange Commission to disclose the date through which subsequent events have been evaluated.

### 2. Trade Accounts Receivable, Net

Trade accounts receivable consist of the following:

<i>(in thousands)</i>	<u>At June 30,</u>		<u>At December 31,</u>
	<u>2010</u>	<u>2009</u>	<u>2009</u>
Trade accounts receivable	\$ 107,910	\$ 126,686	\$ 83,892
Allowance for doubtful accounts	(1,506)	(5,469)	(4,667)
Allowance for sales discounts and returns	(2,120)	(2,571)	(1,908)
	<u>\$ 104,284</u>	<u>\$ 118,646</u>	<u>\$ 77,317</u>

### 3. Inventories

Inventories consist of the following:

<i>(in thousands)</i>	<u>At June 30,</u>		<u>At December 31,</u>
	<u>2010</u>	<u>2009</u>	<u>2009</u>
Raw materials	\$ 61,238	\$ 62,041	\$ 61,408
In-process products	18,729	23,670	21,113
Finished products	70,819	104,442	81,233
	<u>\$ 150,786</u>	<u>\$ 190,153</u>	<u>\$ 163,754</u>

4. Property, Plant and Equipment, Net

Property, plant and equipment, net, consist of the following:

<i>(in thousands)</i>	<u>At June 30,</u>		<u>At December 31,</u>
	<u>2010</u>	<u>2009</u>	<u>2009</u>
Land	\$ 23,182	\$ 23,489	\$ 23,729
Buildings and site improvements	139,304	140,431	148,381
Leasehold improvements	3,543	4,395	3,893
Machinery and equipment	<u>182,317</u>	<u>224,752</u>	<u>226,436</u>
	348,346	393,067	402,439
Less accumulated depreciation and amortization	<u>(184,638)</u>	<u>(205,833)</u>	<u>(216,157)</u>
	163,708	187,234	186,282
Capital projects in progress	<u>21,241</u>	<u>6,724</u>	<u>1,532</u>
	<u>\$ 184,949</u>	<u>\$ 193,958</u>	<u>\$ 187,814</u>

The Company's vacant facility in San Leandro, California, remained classified as an asset held for sale as of June 30, 2010, consistent with the classification at December 31, 2009, and is being actively marketed. In March 2010, the Company acquired a facility in San Bernadino, California, for \$19.2 million in cash. The Company plans to consolidate its operations from Brea, California, and its former leased warehouse in Ontario, California, into this facility in early 2011. The Company sold all of the real estate associated with its Brea properties in July 2010 for \$14.7 million in cash and will record a gain on the sale of \$5.2 million.

5. Investments

*Equity Method Investment*

At June 30, 2010, the Company had a 40.6% equity interest in Keymark Enterprises, LLC ("Keymark"), for which the Company accounts using the equity method. Keymark develops software that assists in designing and engineering residential structures. The Company's relationship with Keymark includes the specification of the Company's products in the Keymark software. The Company has no obligation to make any additional capital contributions to Keymark.

6. Goodwill and Intangible Assets, Net

Goodwill was as follows:

<i>(in thousands)</i>	<u>At June 30,</u>		<u>At December 31,</u>
	<u>2010</u>	<u>2009</u>	<u>2009</u>
Connector products	\$ 72,163	\$ 75,423	\$ 77,191
Venting products (discontinued operations)	—	4,435	4,435
Total	<u>\$ 72,163</u>	<u>\$ 79,858</u>	<u>\$ 81,626</u>

Intangible assets, net, were as follows:

<i>(in thousands)</i>	<u>At June 30, 2010</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Carrying Amount</u>
Connector products	<u>\$ 35,420</u>	<u>\$ (12,264)</u>	<u>\$ 23,156</u>

	<b>At June 30, 2009</b>		
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
Connector products	\$ 45,194	\$ (14,595)	\$ 30,599
Venting products (discontinued operations)	3,291	(840)	2,451
Total	<u>\$ 48,485</u>	<u>\$ (15,435)</u>	<u>\$ 33,050</u>

	<b>At December 31, 2009</b>		
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
Connector products	\$ 37,987	\$ (11,182)	\$ 26,805
Venting products (discontinued operations)	3,291	(1,244)	2,047
Total	<u>\$ 41,278</u>	<u>\$ (12,426)</u>	<u>\$ 28,852</u>

The goodwill and intangible assets of the discontinued operations were determined to be fully impaired at June 30, 2010, due to the purchase price of the assets and liabilities to be sold. Intangible assets consist primarily of customer relationships, patents, unpatented technology and non-compete agreements. Amortization expense, for continuing and discontinued operations, for intangible assets during the three months ended June 30, 2010 and 2009, totaled \$1.2 million and \$2.1 million, respectively, and during the six months ended June 30, 2010 and 2009, totaled \$2.5 million and \$3.3 million, respectively.

At June 30, 2010, estimated future amortization of intangible assets was as follows:

*(in thousands)*

Final six months of 2010	\$ 2,003
2011	3,966
2012	3,492
2013	2,925
2014	2,721
2015	2,000
Thereafter	6,049
	<u>\$ 23,156</u>

The changes in the carrying amount of goodwill and intangible assets (including goodwill and intangible assets of the discontinued operations) from December 31, 2009, to June 30, 2010, were as follows:

<i>(in thousands)</i>	<b>Goodwill</b>	<b>Intangible Assets</b>
Balance at December 31, 2009	\$ 81,626	\$ 28,852
Amortization	—	(2,508)
Impairment	(4,435)	(1,643)
Foreign exchange	(5,028)	(1,545)
Balance at June 30, 2010	<u>\$ 72,163</u>	<u>\$ 23,156</u>

## 7. Debt

The Company has revolving lines of credit with different banks in the United States and Europe. The Company's primary credit facility, a revolving line of credit with \$200.0 million in available credit, charges interest at LIBOR plus 0.27% (at June 30, 2010, LIBOR plus 0.27% was 0.62%), expires in October 2012, and has commitment fees payable at the annual rate of 0.08% on the unused portion of the facility. Other revolving credit lines, with combined

available credit of \$4.3 million at June 30, 2010, charge interest ranging from 1.15% to 3.5% and have various maturity dates. The debt outstanding at June 30, 2009, was \$27 thousand. There were no outstanding balances at June 30, 2010, or December 31, 2009.

## 8. Commitments and Contingencies

Note 9 to the consolidated financial statements in the 2009 Annual Report provides information concerning commitments and contingencies. From time to time, the Company is involved in various legal proceedings and other matters arising in the normal course of business. The resolution of claims and litigation is subject to inherent uncertainty and could have a material adverse effect on the Company's financial condition, cash flows and results of operations.

The Company's policy with regard to environmental liabilities is to accrue for future environmental assessments and remediation costs when information becomes available that indicates that it is probable that the Company is liable for any related claims and assessments and the amount of the liability is reasonably estimable. The Company does not believe that these matters will have a material adverse effect on the Company's financial condition, cash flows or results of operations.

Corrosion, hydrogen embrittlement, cracking, material hardness, wood pressure-treating chemicals, misinstallations, misuse, design and assembly flaws, environmental conditions or other factors can contribute to failure of fasteners, connectors, tools and venting products. On occasion, some of the fasteners and connectors that the Company sells have failed, although the Company has not incurred any material liability resulting from those failures. The Company attempts to avoid such failures by establishing and monitoring appropriate product specifications, manufacturing quality control procedures, inspection procedures and information on appropriate installation methods and conditions. The Company subjects its products to extensive testing, with results and conclusions published in Company catalogues and on its websites. Based on test results to date, the Company believes that, generally, if its products are appropriately selected, installed and used in accordance with the Company's guidance, they may be reliably used in appropriate applications.

Four lawsuits (the "Hawaii Cases") have been filed against the Company in the Hawaii First Circuit Court: *Alvarez v. Haseko Homes, Inc. and Simpson Manufacturing, Inc.*, Civil No. 09-1-2697-11 ("Hawaii Case 1"); *Ke Noho Kai Development, LLC v. Simpson Strong-Tie Company, Inc., and Honolulu Wood Treating Co., LTD.*, Hawaii Case No. 09-1-1491-06 SSM ("Hawaii Case 2"); *North American Specialty Ins. Co. v. Simpson Strong-Tie Company, Inc. and K.C. Metal Products, Inc.*, Case No. 09-1-1490-06 VSM ("Hawaii Case 3"); and *Charles et al. v. Haseko Homes, Inc. et al. and Third Party Plaintiffs Haseko Homes, Inc. et al. v Simpson Strong-Tie Company, Inc., et al.*, Civil No. 09-1-1932-08 ("Hawaii Case 4"). Hawaii Case 1 was filed on November 18, 2009. Hawaii Cases 2 and 3 were originally filed on June 30, 2009. Hawaii Case 4 was filed on August 19, 2009. The Hawaii Cases all relate to alleged premature corrosion of the Company's strap tie holdown products installed in buildings in a housing development known as Ocean Pointe in Honolulu, Hawaii, allegedly causing property damage. Hawaii Case 1 is a putative class action brought by the owners of allegedly affected Ocean Pointe houses. Hawaii Case 1 was originally filed as *Kai et al. v. Haseko Homes, Inc., Haseko Construction, Inc. and Simpson Manufacturing, Inc.*, Case No. 09-1-1476, but was voluntarily dismissed and then re-filed with a new representative plaintiff. Hawaii Case 2 is an action by the builders and developers of Ocean Pointe against the Company, claiming that either the Company's strap tie holdowns are defective in design or manufacture or the Company failed to provide adequate warnings regarding the products' susceptibility to corrosion in certain environments. Hawaii Case 3 is a subrogation action brought by the insurance company for the builders and developers against the Company claiming the insurance company expended funds to correct problems allegedly caused by the Company's products. Hawaii Case 4, like Hawaii Case 1, is a putative class action brought by owners of allegedly affected Ocean Pointe homes. In Hawaii Case 4, Haseko Homes, Inc. ("Haseko"), the developer of the Ocean Pointe development, has brought a third party complaint against the Company alleging that any damages for which Haseko may be liable are actually the fault of the Company. None of the Hawaii Cases alleges a specific amount of damages sought, although each of the Hawaii Cases seeks compensatory damages, and Hawaii Case 1 seeks punitive damages. The Company is currently investigating the facts underlying the claims asserted in the Hawaii Cases, including, among other things, the cause of the alleged corrosion; the severity of any problems shown to exist; the buildings affected; the responsibility of the general contractor, various subcontractors and other construction professionals for the alleged damages; the amount, if any, of damages suffered; and the costs of repair, if needed. At this time, the likelihood that the Company will be

found liable for any property damage allegedly suffered and the extent of such liability, if any, are unknown. Based on facts currently known to the Company, the Company believes that all or part of the claims alleged in the Hawaii Cases may be covered by its insurance policies. The Company intends to defend itself vigorously in connection with the Hawaii Cases.

## 9. Stock Option Plans

The Company currently has two stock option plans (see Note 1 “Basis of Presentation – *Accounting for Stock-Based Compensation*”). Participants are granted stock options only if the applicable Company-wide or profit-center operating goals, or both, established by the Compensation Committee of the Board of Directors at the beginning of the year, are met.

The fair value of each option award was estimated on the date of grant using the Black-Scholes option pricing model. Expected volatility is based on historical volatilities of the Company’s common stock measured monthly over a term that is equivalent to the expected life of the option. The expected term of options granted is estimated based on the Company’s prior exercise experience and future expectations of the exercise and termination behavior of the grantees. The risk-free rate is based on the yield of United States Treasury zero-coupon bonds with maturities comparable to the expected life in effect at the time of grant. The dividend yield is based on the expected dividend yield on the grant date.

Black-Scholes option pricing model assumptions for options granted under the 1994 Plan in 2010 and 2009 are as follows:

<b>Number of Options Granted</b> <i>(in thousands)</i>	<b>Grant Date</b>	<b>Risk-Free Interest Rate</b>	<b>Dividend Yield</b>	<b>Expected Life</b>	<b>Volatility</b>	<b>Exercise Price</b>	<b>Weighted Average Fair Value</b>
148	02/02/10	2.93%	1.62%	6.5 years	36.0%	\$ 24.75	\$ 8.46
24	02/23/09	2.08%	2.48%	6.5 years	30.9%	\$ 16.10	\$ 4.06
29	02/04/09	2.17%	1.88%	6.5 years	30.9%	\$ 21.25	\$ 5.86

No options were granted under the 1995 Plan in 2010 or 2009.

The following table summarizes the Company’s stock option activity for the six months ended June 30, 2010:

<b>Non-Qualified Stock Options</b>	<b>Shares</b> <i>(in thousands)</i>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Life</b> <i>(in years)</i>	<b>Aggregate Intrinsic Value</b> <sup>*</sup> <i>(in thousands)</i>
Outstanding at January 1, 2010	1,792	\$ 31.31		
Granted	148	24.75		
Exercised	(38)	24.92		
Forfeited	(14)	35.91		
Outstanding at June 30, 2010	<u>1,888</u>	\$ 30.89	2.1	\$ 323
Outstanding and expected to vest at June 30, 2010	<u>1,879</u>	\$ 30.93	2.0	\$ 308
Exercisable at June 30, 2010	<u>1,665</u>	\$ 31.70	1.6	\$ 116

<sup>\*</sup> The intrinsic value represents the amount, if any, by which the fair market value of the underlying common stock exceeds the exercise price of the option, using the closing price per share of \$24.55 as reported by the New York Stock Exchange on June 30, 2010.

The total intrinsic value of options exercised during the six months ended June 30, 2010 and 2009, was \$0.3 million and \$0.4 million, respectively.

A summary of the status of unvested options as of June 30, 2010, and changes during the six months ended June 30, 2010, are presented below:

<u>Unvested Options</u>	<u>Shares</u> <i>(in thousands)</i>	<u>Weighted-Average</u> <u>Grant-Date</u> <u>Fair Value</u>
Unvested at January 1, 2010	140	\$ 8.57
Granted	148	8.46
Vested	<u>(65)</u>	10.35
Unvested at June 30, 2010	<u>223</u>	\$ 7.97

As of June 30, 2010, \$1.3 million of total unrecognized compensation cost was related to unvested share-based compensation arrangements under the 1994 Plan. This cost is expected to be recognized over a weighted-average period of 2.9 years. Options granted under the 1995 Plan are fully vested and are expensed on the date of grant.

#### 10. Segment Information

The following table illustrates certain measurements used by management to assess the performance as of or for the following periods:

<i>(in thousands)</i>	<u>Three Months Ended</u> <u>June 30,</u>		<u>Six Months Ended</u> <u>June 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
<i>Net Sales</i>				
Connector products	\$ 165,614	\$ 152,198	\$ 289,434	\$ 261,341
<i>Income (Loss) from Operations</i>				
Connector products	\$ 35,307	\$ 20,637	\$ 53,757	\$ 13,552
Administrative and all other	<u>(1,370)</u>	<u>(908)</u>	<u>(2,727)</u>	<u>(1,216)</u>
Total	<u>\$ 33,937</u>	<u>\$ 19,729</u>	<u>\$ 51,030</u>	<u>\$ 12,336</u>

<i>(in thousands)</i>	<u>At June 30,</u>		<u>At</u>
	<u>2010</u>	<u>2009</u>	<u>December 31,</u>
			<u>2009</u>
<i>Total Assets</i>			
Connector products	\$ 687,094	\$ 636,105	\$ 650,796
Venting products (discontinued operations)	32,570	72,858	71,587
Administrative and all other	<u>122,853</u>	<u>120,934</u>	<u>121,422</u>
Total	<u>\$ 842,517</u>	<u>\$ 829,897</u>	<u>\$ 843,805</u>

Cash collected by the Company's subsidiaries is routinely transferred into the Company's cash management accounts and, therefore, has been included in the total assets of "Administrative and all other." Cash and cash equivalent balances in the "Administrative and all other" segment were \$173.6 million, \$136.1 million, and \$205.1 million, as of June 30, 2010 and 2009, and December 31, 2009, respectively.

#### 11. Discontinued Operations

On June 30, 2010, the Company entered into a definitive agreement with M&G Holding B.V. ("M&G") and a newly formed, wholly owned, indirect subsidiary of M&G, to sell substantially all of the assets and liabilities of Simpson Dura-Vent Company, Inc. ("Simpson Dura-Vent"). The purchase price will be \$20.0 million in cash, plus or minus

the amount by which Simpson Dura-Vent's working capital balance at the closing (calculated as provided in the agreement) exceeds \$23.5 million or is less than \$22.5 million. The Company expects to complete the sale in the third quarter of 2010. The Company decided to sell the assets of Simpson Dura-Vent in order to focus exclusively on the development of its connector products business. Simpson Dura-Vent represents the Company's entire venting operating segment.

The carrying amounts of the major classes of assets and liabilities of the discontinued operations to be sold consisted of the following at June 30, 2010:

(in thousands)

Trade accounts receivable, net	\$ 12,408
Inventories, net	19,878
Other current assets	<u>284</u>
Assets held for sale	<u>\$ 32,570</u>
Accounts payable	\$ 1,573
Other current liabilities	<u>1,166</u>
Liabilities held for sale	<u>\$ 2,739</u>

The results from discontinued operations, including the impairments and losses recorded in operating expenses, for the three and six months ended June 30, 2010 and 2009, were as follows:

(in thousands)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Revenues	\$ 12,992	\$ 13,726	\$ 23,072	\$ 23,905
Cost of sales	<u>10,443</u>	<u>11,699</u>	<u>19,116</u>	<u>21,960</u>
Gross profit	2,549	2,027	3,956	1,945
Operating expenses	23,723	2,847	26,176	5,710
Other expenses	<u>2</u>	<u>4</u>	<u>3</u>	<u>5</u>
Loss from discontinued operations	(21,176)	(824)	(22,223)	(3,770)
Benefit from income taxes from discontinued operations	<u>6,820</u>	<u>275</u>	<u>7,237</u>	<u>1,353</u>
Loss from discontinued operations, net of tax	<u>\$ (14,356)</u>	<u>\$ (549)</u>	<u>\$ (14,986)</u>	<u>\$ (2,417)</u>

In the second quarter of 2010, as a result of the entry into the agreement to sell assets of Simpson Dura-Vent, the Company recorded a pre-tax impairment charge of \$21.4 million, which included professional fees of \$0.7 million, in discontinued operations. The assets impaired consisted of goodwill in the amount of \$4.4 million, intangible assets of \$1.8 million, fixed assets of \$10.7 million, and other current assets of \$3.8 million. The Company retained its Vacaville, California, facilities, all Simpson Dura-Vent balances related to cash, inter-company balances, employee related liabilities and other long-term liabilities. Upon completing the sale of the assets, the Company will lease its facilities in Vacaville, California, to M&G for approximately \$0.9 million per year for ten years.

## 12. Subsequent Events

In July 2010, the Company's Board of Directors declared a cash dividend of \$0.10 per share, estimated to total \$5.0 million, to be paid on October 28, 2010, to stockholders of record on October 7, 2010.

In July 2010, the Company sold its Brea, California, facilities for net proceeds of \$14.7 million. See Note 4.

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

*This document contains forward-looking statements, based on numerous assumptions and subject to risks and uncertainties. Although the Company believes that the forward-looking statements are reasonable, it does not and cannot give any assurance that its beliefs and expectations will prove to be correct. Many factors could significantly affect the Company's operations and cause the Company's actual results to be substantially different from the Company's expectations. See "Part II, Item 1A - Risk Factors." Actual results might differ materially from results suggested by any forward-looking statements in this report. The Company does not have an obligation to publicly update any forward-looking statements, whether as a result of the receipt of new information, the occurrence of future events or otherwise.*

The following is a discussion and analysis of the consolidated financial condition and results of continuing operations for the Company for the three and six months ended June 30, 2010 and 2009. The following should be read in conjunction with the interim Condensed Consolidated Financial Statements and related Notes appearing elsewhere herein.

The Company operates under two reportable segments, the connector products segment and the venting products segment. On June 30, 2010, the Company entered into an agreement to sell assets of its venting products segment ("Simpson Dura-Vent") and therefore, it is no longer included in continuing operations. The Company decided to sell substantially all of the assets and liabilities of Simpson Dura-Vent in order to focus exclusively on the development of its connector business. Except as otherwise stated, this discussion and analysis pertains to the Company's continuing operations. The connector segment represents substantially all of the Company's continuing operations.

### Results of Continuing Operations for the Three Months Ended June 30, 2010, Compared with the Three Months Ended June 30, 2009

Net sales from continuing operations increased 8.8% to \$165.6 million in the second quarter of 2010 from \$152.2 million in the second quarter of 2009. The increase in net sales from continuing operations resulted primarily from an increase in sales volume, although average prices decreased 4.5% as compared to the second quarter of 2009. The Company had income from continuing operations, net of tax, of \$21.1 million for the second quarter of 2010 compared to income from continuing operations, net of tax, of \$11.2 million for the second quarter of 2009. Diluted earnings from continuing operations, net of tax, per common share was \$0.42 for the second quarter of 2010 compared to diluted earnings from continuing operations, net of tax, of \$0.23 per common share for the second quarter of 2009.

In the second quarter of 2010, sales increased throughout most of North America and Europe. The growth in the United States was strongest in the midwestern and northeastern regions, while sales in both California and the western region declined slightly as compared to the second quarter of 2009. Sales in Asia, although relatively small, have increased as the Company has recently expanded its presence in the region. Sales to dealer distributors increased, while sales to contractor distributors were flat and sales to home centers decreased over the same period. Sales increased across most of the Company's major product lines.

Income from operations increased 72.0% from \$19.7 million in the second quarter of 2009 to \$33.9 million in the second quarter of 2010. Gross margins increased from 38.9% in the second quarter of 2009 to 46.4% in the second quarter of 2010. The increase in gross margins was primarily due to lower manufacturing costs, including lower costs of material and labor, and increased absorption of fixed overhead, as a result of higher production volumes. Steel prices have decreased from their levels in early 2010, as demand has not returned to the steel markets as previously expected. The Company expects that steel prices may increase during the remainder of 2010 as steel producers reduce supply and their raw material costs are expected to increase. The Company's inventories decreased 7.9% from \$163.8 million at December 31, 2009, to \$150.8 million at June 30, 2010, primarily due to the reclassification of Simpson Dura-Vent's inventory as an asset held for sale, partly offset by purchases of raw materials.

Research and development and engineering expense increased 17.3% from \$4.9 million in the second quarter of 2009 to \$5.7 million in the second quarter of 2010, primarily due to increased personnel costs of \$0.9 million. Selling expense increased 7.8% from \$15.4 million in the second quarter of 2009 to \$16.6 million in the second quarter of 2010, primarily as a result of increased personnel costs of \$0.8 million and increased promotional costs of \$0.4 million. General and administrative expense increased 7.8% from \$19.0 million in the second quarter of 2009 to \$20.5 million in the second quarter of 2010. The increase resulted primarily from increased cash profit sharing of

\$3.0 million and various other items, partly offset by decreases in administrative personnel expenses of \$1.1 million and intangible asset amortization expense of \$0.8 million. The effective tax rate from continuing operations was 37.8% in the second quarter of 2010, as compared to 42.9% in the second quarter of 2009. The decrease in the effective tax rate as compared to the prior year is primarily due to reduced losses in countries where a valuation allowance is recorded. In general, the Company is required to use an estimated annual effective tax rate to measure the tax benefit or tax expense recognized in an interim period. The income tax expense for the quarters ended June 30, 2010 and 2009, however, have been computed based on those quarters as discrete periods due to the uncertainty regarding the Company's ability to reliably estimate pre-tax income for the remainder of each year. The Company cannot reliably estimate pre-tax income for the remainder of 2010 or for the full year, primarily due to the continued uncertainty in the construction markets in which the Company operates.

For its European operations, the Company recorded income from operations of \$2.6 million in the second quarter of 2010 compared to a loss from operations of \$1.4 million in the second quarter of 2009.

#### Results of Continuing Operations for the Six Months Ended June 30, 2010, Compared with the Six Months Ended June 30, 2009

In the first half of 2010, net sales from continuing operations increased 10.7% to \$289.4 million as compared to net sales from continuing operations of \$261.3 million in the first half of 2009. The increase in net sales resulted primarily from an increase in sales volume, although average prices decreased 5.2% as compared to the first half of 2009. The Company had income from continuing operations, net of tax, of \$30.9 million for the first half of 2010 compared to income from continuing operations, net of tax, of \$4.7 million for the first half of 2009. Diluted income from continuing operations, net of tax, per common share was \$0.62 for the first half of 2010 compared to diluted income from continuing operations, net of tax, of \$0.10 per common share for the first half of 2009.

In the first half of 2010, sales increased throughout most of North America and Europe. The growth in the United States was strongest in the midwestern and northeastern regions, while sales in California declined slightly as compared to the first half of 2009. Sales in Asia, although relatively small, have increased as the Company has recently expanded its presence in the region. Sales to dealer distributors increased, while sales to contractor distributors were flat and sales to home centers decreased over the same period. Sales increased across most of the Company's major product lines.

Income from operations increased over 300% from \$12.3 million in the first half of 2009 to \$51.0 million in the first half of 2010. Gross margins increased from 34.4% in the first half of 2009 to 45.2% in the first half of 2010. The increase in gross margins was primarily due to lower manufacturing costs, including lower costs of material and labor, and increased absorption of fixed overhead.

Research and development and engineering expense increased 11.4% from \$9.4 million in the first half of 2009 to \$10.4 million in the first half of 2010, primarily due to increased personnel costs of \$1.3 million partly offset by various other items. Selling expense increased 4.6% from \$30.1 million in the first half of 2009 to \$31.5 million in the first half of 2010, primarily as a result of increased personnel costs of \$1.1 million and increased promotional costs of \$0.3 million. General and administrative expense decreased 1.8% from \$38.1 million in the first half of 2009 to \$37.5 million in the first half of 2010. The decrease was primarily the result of lower bad debt expense of \$1.9 million, administrative personnel costs of \$1.3 million, intangible asset amortization expense of \$0.7 million and various other items, partly offset by increased cash profit sharing of \$3.8 million and various other items. The effective tax rate from continuing operations was 39.2% in the first half of 2010, as compared to 61.5% in the first half of 2009. The decrease in the effective tax rate as compared to the prior year is primarily due to reduced losses in countries where a valuation allowance is recorded. In general, the Company is required to use an estimated annual effective tax rate to measure the tax benefit or tax expense recognized in an interim period. The income tax expense for the first half of 2010 and 2009, however, have been computed based on those periods as discrete periods due to the uncertainty regarding the Company's ability to reliably estimate pre-tax income for the remainder of each year. The Company cannot reliably estimate pre-tax income for the remainder of 2010 or for the full year, primarily due to the continued uncertainty in the construction markets in which the Company operates.

For its European operations, the Company recorded income from operations of \$0.8 million in the first half of 2010 compared to a loss from operations of \$5.6 million in the first half of 2009.

## Critical Accounting Policies and Estimates

The Company did not make any significant changes to its critical accounting policies and estimates during the three or six months ended June 30, 2010, from those disclosed in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009. See Note 1, “Basis of Presentation – *Recently Issued Accounting Standards*,” to the Company’s Condensed Consolidated Financial Statements appearing elsewhere in this report regarding recently issued accounting standards.

## Liquidity and Sources of Capital

As of June 30, 2010, working capital was \$465.0 million as compared to \$438.4 million at June 30, 2009, and \$458.6 million at December 31, 2009. The increase in working capital from December 31, 2009, was primarily due to increases in assets held for sale of \$32.6 million and net trade accounts receivable of \$27.0 million, and a decrease in accrued profit sharing trust contributions of \$3.5 million. The increase in assets held for sale was a result of the reclassification of the Simpson Dura-Vent assets to be sold. Net trade accounts receivable increased 34.9% from December 31, 2009, as a result of increased sales in the latter part of the second quarter of 2010 compared to the latter part of the fourth quarter of 2009, partly offset by the reclassification of Simpson Dura-Vent’s trade accounts receivable of \$12.4 million to assets held for sale. These increases were partly offset by decreases in cash and cash equivalents of \$30.6 million, inventories of \$13.0 million and other current assets of \$6.5 million, and an increase in accrued cash profit sharing and commissions of \$6.8 million. Raw material inventories were flat as compared to December 31, 2009, and in-progress and finished goods inventories decreased 12.5% over the same period. The reclassification of Simpson Dura-Vent’s inventories to available for sale assets in the amount of \$19.9 million was partly offset by increased inventories of Simpson Strong-Tie. The balance of the change in working capital was due to the fluctuation of various other asset and liability accounts, none of which was individually material. The working capital change and changes in noncurrent assets and liabilities, combined with net income of \$15.9 million and noncash expenses, primarily impairments of assets, depreciation, amortization and stock-based compensation charges totaling \$34.6 million, resulted in net cash provided by operating activities of \$5.6 million. As of June 30, 2010, the Company had unused credit facilities available of \$204.3 million.

The Company used \$23.3 million in its investing activities, primarily for the acquisition, in March 2010, of a manufacturing and distribution facility in San Bernadino, California, for \$19.2 million. The Company plans to consolidate its operations from Brea, California, and its former leased warehouse in Ontario, California, into this facility in early 2011. The Company sold all of the real estate associated with its Brea properties in July 2010 for \$14.7 million in cash and will record a gain on the sale of \$5.2 million. In January 2010, the Company used \$1.8 million to make a new loan and adjust an existing loan to related parties. These loans, to entities related to Keymark, bear interest at an annual rate of 5.5%, payable monthly, and the principal amounts will be due and payable in February 2013, or earlier if Keymark is sold. These loans are backed by real property deeds of trust. The Company estimates that its full-year capital spending will total \$33 million in 2010.

The Company has classified its vacant facility in San Leandro, California, as an asset held for sale and is actively marketing the facility.

The Company’s financing activities used net cash of \$8.9 million. The payments of cash dividends in the amount of \$9.9 million were the primary use of cash. Cash was provided from the issuance of the Company’s common stock through the exercise of stock options totaling \$1.0 million. In July 2010, the Company’s Board of Directors declared a cash dividend of \$0.10 per share, estimated to total \$5.0 million, to be paid on October 28, 2010, to stockholders of record on October 7, 2010.

The Company believes that cash generated by operations and borrowings available under its credit facility will be sufficient for the Company’s working capital needs and planned capital expenditures for the next 12 months. Depending, however, on the Company’s future growth and possible acquisitions, it may become necessary to secure additional sources of financing, which may not be available on reasonable terms, or at all.

The Company believes that the effect of inflation on the Company has not been material in recent years, as general inflation rates have remained relatively low. Because, however, the Company’s main raw material is steel, increases in steel prices may adversely affect the Company’s gross margins if it cannot recover the higher costs through price increases.

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

The Company has foreign exchange rate risk in its international operations, primarily Europe and Canada, and through purchases from foreign vendors. The Company does not currently hedge this risk. If the exchange rate were to change by 10% in any one country or currency where the Company has operations, the change in net income would not be material to the Company's operations as a whole. The translation adjustment resulted in a decrease in accumulated other comprehensive income of \$11.4 million and \$18.0 million for the three and six months ended June 30, 2010, primarily due to the effect of the strengthening of the United States dollar in relation to the Canadian currency and most European currencies.

### **Item 4. Controls and Procedures.**

*Disclosure Controls and Procedures.* As of June 30, 2010, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was performed under the supervision and with the participation of the Company's management, including the chief executive officer ("CEO") and the chief financial officer ("CFO"). Based on that evaluation, the CEO and the CFO concluded that the Company's disclosure controls and procedures were effective as of that date and that the Company's disclosure controls and procedures at that date were designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the CEO and the CFO, as appropriate to allow timely decisions regarding required disclosures.

The Company's management, including the CEO and the CFO, does not, however, expect that the Company's disclosure controls and procedures or the Company's internal control over financial reporting will necessarily prevent all fraud and material errors. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the facts that there are resource constraints and that the benefits of controls must be considered relative to their costs. The inherent limitations in an internal control system include the realities that judgments can be faulty and that breakdowns can occur because of simple error or mistake. Controls also can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of controls. The design of any system of internal control is also based in part on assumptions about the likelihood of future events, and there can be only reasonable, not absolute, assurance that any design will succeed in achieving its stated goals under all potential events and conditions. Over time, controls may become inadequate because of changes in circumstances, or the degree of compliance with the policies and procedures may deteriorate.

*Changes in Internal Control over Financial Reporting.* During the three months ended June 30, 2010, the Company made no changes to its internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

## **PART II -- OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

From time to time, the Company is involved in various legal proceedings and other matters arising in the normal course of business.

Four lawsuits (the "Hawaii Cases") have been filed against the Company in the Hawaii First Circuit Court: *Alvarez v. Haseko Homes, Inc. and Simpson Manufacturing, Inc.*, Civil No. 09-1-2697-11 ("Hawaii Case 1"); *Ke Noho Kai Development, LLC v. Simpson Strong-Tie Company, Inc., and Honolulu Wood Treating Co., LTD.*, Hawaii Case No. 09-1-1491-06 SSM ("Hawaii Case 2"); *North American Specialty Ins. Co. v. Simpson Strong-Tie Company, Inc. and K.C. Metal Products, Inc.*, Case No. 09-1-1490-06 VSM ("Hawaii Case 3"); and *Charles et al. v. Haseko Homes, Inc. et al. and Third Party Plaintiffs Haseko Homes, Inc. et al. v Simpson Strong-Tie Company, Inc., et al.*, Civil No. 09-1-1932-08 ("Hawaii Case 4"). Hawaii Case 1 was filed on November 18, 2009. Hawaii Cases 2 and 3 were originally filed on June 30, 2009. Hawaii Case 4 was filed on August 19, 2009. The Hawaii Cases all relate to alleged premature corrosion of the Company's strap tie holdown products installed in buildings in a housing

development known as Ocean Pointe in Honolulu, Hawaii, allegedly causing property damage. Hawaii Case 1 is a putative class action brought by the owners of allegedly affected Ocean Pointe houses. Hawaii Case 1 was originally filed as *Kai et al. v. Haseko Homes, Inc., Haseko Construction, Inc. and Simpson Manufacturing, Inc.*, Case No. 09-1-1476, but was voluntarily dismissed and then re-filed with a new representative plaintiff. Hawaii Case 2 is an action by the builders and developers of Ocean Pointe against the Company, claiming that either the Company's strap tie holdowns are defective in design or manufacture or the Company failed to provide adequate warnings regarding the products' susceptibility to corrosion in certain environments. Hawaii Case 3 is a subrogation action brought by the insurance company for the builders and developers against the Company claiming the insurance company expended funds to correct problems allegedly caused by the Company's products. Hawaii Case 4, like Hawaii Case 1, is a putative class action brought by owners of allegedly affected Ocean Pointe homes. In Hawaii Case 4, Haseko Homes, Inc. ("Haseko"), the developer of the Ocean Pointe development, has brought a third party complaint against the Company alleging that any damages for which Haseko may be liable are actually the fault of the Company. None of the Hawaii Cases alleges a specific amount of damages sought, although each of the Hawaii Cases seeks compensatory damages, and Hawaii Case 1 seeks punitive damages. The Company is currently investigating the facts underlying the claims asserted in the Hawaii Cases, including, among other things, the cause of the alleged corrosion; the severity of any problems shown to exist; the buildings affected; the responsibility of the general contractor, various subcontractors and other construction professionals for the alleged damages; the amount, if any, of damages suffered; and the costs of repair, if needed. At this time, the likelihood that the Company will be found liable for any property damage allegedly suffered and the extent of such liability, if any, are unknown. Based on facts currently known to the Company, the Company believes that all or part of the claims alleged in the Hawaii Cases may be covered by its insurance policies. The Company intends to defend itself vigorously in connection with the Hawaii Cases.

The Company is not engaged in any other legal proceedings as of the date hereof, which the Company expects individually or in the aggregate to have a material adverse effect on the Company's financial condition, cash flows or results of operations. The resolution of claims and litigation, however, is subject to inherent uncertainty and could have a material adverse effect on the Company's financial condition, cash flows or results of operations.

#### **Item 1A. Risk Factors**

We are affected by risks specific to us, as well as risks that affect all businesses operating in global markets. Some of the significant factors that could materially adversely affect our business, financial condition and operating results appear in "Item 1A. Risk Factors" of our most recent Annual Report on Form 10-K (available at [www.simpsonmfg.com/docs/10K-2009.pdf](http://www.simpsonmfg.com/docs/10K-2009.pdf) or [www.sec.gov](http://www.sec.gov)), but we have changed the risk factor titled "Contracts that we file as exhibits to our public reports contain recitals, representations and warranties that may not be factually correct," to read as follows:

#### **Contracts that we file as exhibits to our public reports contain recitals, representations and warranties that may not be factually correct.**

The parties to any agreement or other instrument that we file as an exhibit to this or any other report did not necessarily intend that any recital, representation, warranty or other statement of purported fact in the instrument establishes or confirms any fact, even if it is worded as such. The parties generally intended such statements to allocate contractual risk between the parties, and the statements often are subject to standards of materiality that differ from the standards applicable to our reports. In addition, such statements may have been qualified by other materials that we have not filed with (or incorporated by reference into) this or any other report or document. Such exhibits should be read in the context of our other disclosures in our reports. We believe the text of each of our reports was complete and correct in all material respects when we filed it.

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

In December 2009, the Board of Directors authorized the Company to repurchase up to \$50.0 million of the Company's common stock. This replaced the \$50.0 million repurchase authorization from December 2008. The authorization will remain in effect through the end of 2010. The Company did not repurchase any of its common stock in the first six months of 2010.

## Item 6. Exhibits.

The following exhibits are either incorporated by reference into this report or filed with this report, as indicated below.

- 3.1 Certificate of Incorporation of Simpson Manufacturing Co., Inc., as amended, is incorporated by reference to Exhibit 3.1 of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.
- 3.2 Bylaws of Simpson Manufacturing Co., Inc., as amended through August 1, 2008, are incorporated by reference to Exhibit 3.2 of its Current Report on Form 8-K dated August 4, 2008.
- 4.1 Amended Rights Agreement dated as of June 15, 2009, between Simpson Manufacturing Co., Inc. and Computershare Trust Company, N.A., which includes as Exhibit B the form of Rights Certificate, is incorporated by reference to Exhibit 4.1 of Simpson Manufacturing Co., Inc.'s Registration Statement on Form 8-A/A dated June 15, 2009.
- 4.2 Certificate of Designation, Preferences and Rights of Series A Participating Preferred Stock of Simpson Manufacturing Co., Inc., dated July 30, 1999, is incorporated by reference to Exhibit 4.2 of its Registration Statement on Form 8-A dated August 4, 1999.
- 10.1 Simpson Manufacturing Co., Inc. 1994 Stock Option Plan, as amended through February 13, 2008, is incorporated by reference to Exhibit 10.1 of Simpson Manufacturing Co., Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- 10.2 Simpson Manufacturing Co., Inc. 1995 Independent Director Stock Option Plan, as amended through November 18, 2004, is incorporated by reference to Exhibit 10.2 of Simpson Manufacturing Co., Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- 10.3 Simpson Manufacturing Co., Inc. Executive Officer Cash Profit Sharing Plan, as amended through February 25, 2008, is incorporated by reference to Exhibit 10.3 of Simpson Manufacturing Co., Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.
- 10.4 Credit Agreement dated as of October 10, 2007, among Simpson Manufacturing Co., Inc. as Borrower, the Lenders party thereto, Wells Fargo Bank as Agent, and Simpson Dura-Vent Company, Inc., Simpson Strong Tie Company Inc., and Simpson Strong-Tie International, Inc. as Guarantors, is filed herewith.
- 10.5 Form of Indemnification Agreement between Simpson Manufacturing Co., Inc. and its directors and executive officers, as well as the officers of Simpson Strong-Tie Company Inc. and Simpson Dura-Vent Company, Inc., is incorporated by reference to Exhibit 10.2 of Simpson Manufacturing Co., Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.
- 10.6 Compensation of Named Executive Officers of Simpson Manufacturing Co., Inc. is incorporated by reference to Simpson Manufacturing Co., Inc.'s Current Report on Form 8-K dated July 20, 2010.
- 10.7 Asset Purchase Agreement by and among Smokey Acquisition, Inc. and M&G Holding B.V. and Simpson Dura-Vent Company, Inc. and Simpson Manufacturing Co., Inc. dated June 30, 2010, including the exhibits thereto and the related letter agreement dated June 30, 2010, is filed herewith.
31. Rule 13a-14(a)/15d-14(a) Certifications are filed herewith.
32. Section 1350 Certifications are filed herewith.
- 99.1 Simpson Manufacturing Co., Inc. 1994 Employee Stock Bonus Plan, as amended through November 18, 2004, is incorporated by reference to Exhibit 99.1 of Simpson Manufacturing Co., Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007.

101 Financial statements from the quarterly report on Form 10-Q of Simpson Manufacturing Co., Inc. for the quarter ended June 30, 2010, formatted in XBRL, are filed herewith and include: (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Stockholders' Equity, (iv) the Condensed Consolidated Statements of Cash Flows and (v) the Notes to Condensed Consolidated Financial Statements tagged as blocks of text.

**SIGNATURES**

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

**Simpson Manufacturing Co., Inc.**

(Registrant)

**DATE:** August 6, 2010

By /s/Karen Colonias

Karen Colonias  
Chief Financial Officer  
(principal accounting and financial officer)

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Rule 13a-14(a)/15d-14(a) Certifications**

**Exhibit 31**

I, Thomas J Fitzmyers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Simpson Manufacturing Co., 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:** August 6, 2010

By /s/Thomas J Fitzmyers  
Thomas J Fitzmyers  
Chief Executive Officer

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Rule 13a-14(a)/15d-14(a) Certifications**

**Exhibit 31 (continued)**

I, Karen Colonias, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Simpson Manufacturing Co., 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:** August 6, 2010

By /s/Karen Colonias

Karen Colonias  
Chief Financial Officer

**Simpson Manufacturing Co., Inc. and Subsidiaries**  
**Section 1350 Certifications**

**Exhibit 32**

The undersigned, Thomas J Fitzmyers and Karen Colonias, being the duly elected and acting Chief Executive Officer and Chief Financial Officer, respectively, of Simpson Manufacturing Co., Inc., a Delaware corporation (the "Company"), hereby certify that the quarterly report of the Company on Form 10-Q for the quarterly period ended June 30, 2010, fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, as amended, and that information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 6, 2010

/s/Thomas J Fitzmyers  
Thomas J Fitzmyers  
Chief Executive Officer

/s/Karen Colonias  
Karen Colonias  
Chief Financial Officer

*A signed original of this written statement required by Section 1350 of Chapter 63 of Title 18 of the United States Code has been provided to Simpson Manufacturing Co., Inc. and will be retained by Simpson Manufacturing Co., Inc. and furnished to the Securities and Exchange Commission or its staff on request.*