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

**Form 10-Q**

(Mark One)

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

For the quarterly period ended **June 30, 2015**

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 is **000-4197**

**UNITED STATES LIME & MINERALS, INC.**

(Exact name of registrant as specified in its charter)

**TEXAS**  
(State or other jurisdiction of  
incorporation or organization)

**75-0789226**  
(I.R.S. Employer  
Identification No.)

**5429 LBJ Freeway, Suite 230, Dallas, TX**  
(Address of principal executive offices)

**75240**  
(Zip Code)

**(972) 991-8400**  
(Registrant's telephone number, including area code)

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

Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a 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

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date: As of August 3, 2015, 5,599,704 shares of common stock, \$0.10 par value, were outstanding.

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PART I. FINANCIAL INFORMATION  
ITEM 1: FINANCIAL STATEMENTS

**UNITED STATES LIME & MINERALS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(dollars in thousands)  
(Unaudited)

	June 30, 2015	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 47,774	\$ 58,332
Trade receivables, net	16,727	17,444
Inventories	13,637	13,436
Prepaid expenses and other current assets	1,353	2,550
Total current assets	<u>79,491</u>	<u>91,762</u>
Property, plant and equipment	266,815	262,462
Less accumulated depreciation and depletion	<u>(160,209)</u>	<u>(153,949)</u>
Property, plant and equipment, net	106,606	108,513
Other assets, net	<u>140</u>	<u>145</u>
Total assets	<u>\$ 186,237</u>	<u>\$ 200,420</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current installments of debt	\$ —	\$ 16,667
Accounts payable	3,587	5,166
Accrued expenses	<u>2,196</u>	<u>3,132</u>
Total current liabilities	5,783	24,965
Debt, excluding current installments	—	—
Deferred tax liabilities, net	19,616	19,259
Other liabilities	<u>1,181</u>	<u>1,505</u>
Total liabilities	26,580	45,729
Stockholders' equity:		
Common stock	653	652
Additional paid-in capital	20,993	20,418
Accumulated other comprehensive loss	—	(1,024)
Retained earnings	188,234	184,710
Less treasury stock, at cost	<u>(50,223)</u>	<u>(50,065)</u>
Total stockholders' equity	<u>159,657</u>	<u>154,691</u>
Total liabilities and stockholders' equity	<u>\$ 186,237</u>	<u>\$ 200,420</u>

See accompanying notes to condensed consolidated financial statements.

**UNITED STATES LIME & MINERALS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(dollars in thousands, except per share data)

(Unaudited)

	THREE MONTHS ENDED				SIX MONTHS ENDED			
	June 30,		June 30,		June 30,		June 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
<b>Revenues</b>								
Lime and limestone operations	\$ 31,779	97.9%	\$ 37,320	96.5%	\$ 61,141	97.8%	\$ 72,371	96.0%
Natural gas	671	2.1	1,356	3.5%	1,373	2.2%	2,996	4.0%
	<u>32,450</u>	<u>100.0%</u>	<u>38,676</u>	<u>100.0%</u>	<u>62,514</u>	<u>100.0%</u>	<u>75,367</u>	<u>100.0%</u>
<b>Cost of revenues:</b>								
Labor and other operating expenses	21,552	66.4%	24,586	63.5%	41,868	67.0%	49,129	65.2%
Depreciation, depletion and amortization	3,885	12.0%	3,667	9.5%	7,769	12.4%	7,223	9.6%
	<u>25,437</u>	<u>78.4%</u>	<u>28,253</u>	<u>73.0%</u>	<u>49,637</u>	<u>79.4%</u>	<u>56,352</u>	<u>74.8%</u>
<b>Gross profit</b>	7,013	21.6%	10,423	27.0%	12,877	20.6%	19,015	25.2%
Selling, general and administrative expenses	2,400	7.4%	2,418	6.3%	4,799	7.7%	4,600	6.1%
<b>Operating profit</b>	4,613	14.2%	8,005	20.7%	8,078	12.9%	14,415	19.1%
<b>Other expenses (income):</b>								
Interest expense	590	1.8%	408	1.0%	912	1.5%	807	1.1%
Other expense (income), net	712	2.2%	(55)	(0.1)%	705	1.1%	(53)	(0.1)%
	<u>1,302</u>	<u>4.0%</u>	<u>353</u>	<u>0.9%</u>	<u>1,617</u>	<u>2.6%</u>	<u>754</u>	<u>1.0%</u>
<b>Income before income taxes</b>	3,311	10.2%	7,652	19.8%	6,461	10.3%	13,661	18.1%
Income tax expense	752	2.3%	1,934	5.0%	1,537	2.4%	3,451	4.6%
<b>Net income</b>	<u>\$ 2,559</u>	<u>7.9%</u>	<u>\$ 5,718</u>	<u>14.8%</u>	<u>\$ 4,924</u>	<u>7.9%</u>	<u>\$ 10,210</u>	<u>13.5%</u>
<b>Income per share of common stock:</b>								
Basic	<u>\$ 0.46</u>		<u>\$ 1.03</u>		<u>\$ 0.88</u>		<u>\$ 1.83</u>	
Diluted	<u>\$ 0.46</u>		<u>\$ 1.02</u>		<u>\$ 0.88</u>		<u>\$ 1.83</u>	
<b>Cash dividends per share of common stock</b>	<u>\$ 0.125</u>		<u>\$ 0.125</u>		<u>\$ 0.250</u>		<u>\$ 0.250</u>	

See accompanying notes to condensed consolidated financial statements.

**UNITED STATES LIME & MINERALS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(dollars in thousands)  
(Unaudited)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	June 30,		June 30,	
	2015	2014	2015	2014
<b>Net income</b>	\$ 2,559	\$ 5,718	\$ 4,924	\$ 10,210
<b>Other comprehensive income</b>				
Mark to market of interest rate hedges, net of tax expenses of \$176 and \$79, respectively, for the three-month periods, and \$241 and \$163, respectively, for the six-month periods	309	139	422	285
Minimum pension liability adjustments, net of tax expenses of \$344 and \$0, respectively, for the three- and six-month periods	602	—	602	—
Total other comprehensive income	911	139	1,024	285
<b>Comprehensive income</b>	<u>\$ 3,470</u>	<u>\$ 5,857</u>	<u>\$ 5,948</u>	<u>\$ 10,495</u>

See accompanying notes to condensed consolidated financial statements.

**UNITED STATES LIME & MINERALS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(dollars in thousands)

(Unaudited)

	<b>June 30,</b>	
	<b>2015</b>	<b>2014</b>
<b>Operating Activities:</b>		
Net income	\$ 4,924	\$ 10,210
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	7,885	7,316
Amortization of deferred financing costs	23	23
Deferred income taxes	(228)	165
Gain on sale of property, plant and equipment	(111)	(11)
Stock-based compensation	575	524
Changes in operating assets and liabilities:		
Trade receivables, net	717	(3,640)
Inventories	(201)	2,149
Prepaid expenses and other current assets	1,197	446
Other assets	(18)	1
Accounts payable and accrued expenses	(1,616)	(1,445)
Other liabilities	630	200
Net cash provided by operating activities	<u>13,777</u>	<u>15,938</u>
<b>Investing Activities:</b>		
Purchase of property, plant and equipment	(6,310)	(5,547)
Proceeds from sale of property, plant and equipment	199	211
Net cash used in investing activities	<u>(6,111)</u>	<u>(5,336)</u>
<b>Financing Activities:</b>		
Repayment of term loans	(16,667)	(2,500)
Cash dividends paid	(1,399)	(1,394)
Purchase of treasury shares	(158)	(168)
Net cash used in financing activities	<u>(18,224)</u>	<u>(4,062)</u>
Net (decrease) increase in cash and cash equivalents	(10,558)	6,540
Cash and cash equivalents at beginning of period	58,332	49,475
Cash and cash equivalents at end of period	<u>\$ 47,774</u>	<u>\$ 56,015</u>

See accompanying notes to condensed consolidated financial statements.

UNITED STATES LIME & MINERALS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements  
(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements included herein have been prepared by United States Lime & Minerals, Inc. (the “Company”) without independent audit. In the opinion of the Company’s management, all adjustments of a normal and recurring nature necessary to present fairly the financial position, results of operations, comprehensive income and cash flows for the periods presented have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014. The results of operations for the three- and six-month periods ended June 30, 2015 are not necessarily indicative of operating results for the full year.

2. Organization

The Company is headquartered in Dallas, Texas, and operates through two business segments. Through its Lime and Limestone Operations, the Company is a manufacturer of lime and limestone products, supplying primarily the construction (including highway, road and building contractors), metals (including steel producers), environmental (including municipal sanitation and water treatment facilities and flue gas treatment processes), oil and gas services, industrial (including paper and glass manufacturers), roof shingle and agriculture (including poultry and cattle feed producers) industries. The Company operates lime and limestone plants and distribution facilities in Arkansas, Colorado, Louisiana, Oklahoma and Texas through its wholly owned subsidiaries, Arkansas Lime Company, Colorado Lime Company, Texas Lime Company, U.S. Lime Company, U.S. Lime Company — Shreveport, U.S. Lime Company — St. Clair and U.S. Lime Company — Transportation.

The Company’s Natural Gas Interests segment is held in its wholly owned subsidiary, U.S. Lime Company — O & G, LLC (“U.S. Lime O & G”). Under a lease agreement (the “O & G Lease”), U.S. Lime O & G has royalty interests ranging from 15.4% to 20% and a 20% non-operating working interest, resulting in an overall average revenue interest of 34.7%, with respect to oil and gas rights in 33 wells drilled and currently producing on the Company’s approximately 3,800 acres of land located in Johnson County, Texas, in the Barnett Shale Formation. Through U. S. Lime O & G, the Company also has a drillsite and production facility lease agreement and subsurface easement (the “Drillsite Agreement”) relating to approximately 538 acres of land contiguous to the Company’s Johnson County, Texas property. Pursuant to the Drillsite Agreement, the Company receives a 3% royalty interest and a 12.5% non-operating working interest, resulting in a 12.4% revenue interest, in the six wells drilled and currently producing from pad sites located on the Company’s property.

3. Accounting Policies

Revenue Recognition. The Company recognizes revenue for its Lime and Limestone Operations in accordance with the terms of its purchase orders, contracts or purchase agreements, which are generally upon shipment, and when payment is considered probable. Revenues include external freight billed to customers with related costs in cost of revenues. The Company’s returns and allowances are minimal. External freight billed to customers included in 2015 and 2014 revenues was \$6.3 million and \$6.8 million for the three-month periods, and \$11.5 million and \$13.4 million for the six-month periods, respectively, which approximates the amount of external freight included in cost of revenues. Sales taxes billed to customers are not included in revenues. For its Natural Gas Interests, the Company recognizes revenue in the month of production and delivery.

Successful-Efforts Method Used for Natural Gas Interests. The Company uses the successful-efforts method to account for oil and gas exploration and development expenditures. Under this method, drilling, completion and workover costs for successful exploratory wells and all development well costs are capitalized and depleted using the units-of-production method. Costs to drill exploratory wells that do not find proved reserves are expensed.

Fair Values of Financial Instruments. Fair value is defined as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” The Company uses a three-tier fair value hierarchy, which classifies the inputs used in measuring fair values, in determining the fair value of its financial assets and liabilities. These tiers include: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. There were no changes in the methods and assumptions used in measuring fair value during the period, which include, as of the valuation date, LIBOR rates over the term of the outstanding debt. The Company’s financial liabilities measured at fair value on a recurring basis at June 30, 2015 and December 31, 2014 are summarized below (in thousands):

	June 30, 2015	December 31, 2014	Significant Other Observable Inputs (Level 2)		Valuation Technique
			June 30, 2015	December 31, 2014	
Interest rate swap liabilities	\$ —	\$ (661)	\$ —	\$ (661)	Cash flows approach

Comprehensive Income. Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as mark-to-market gains or losses of interest rate hedges, are reported as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of comprehensive income .

#### 4. Business Segments

The Company has identified two business segments based on the distinctness of their activities and products: Lime and Limestone Operations and Natural Gas Interests. All operations are in the United States. In evaluating the operating results of the Company’s segments, management primarily reviews revenues and gross profit. The Company does not allocate corporate overhead or interest costs to its business segments.

The following table sets forth operating results and certain other financial data for the Company’s two business segments (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<b>Revenues</b>				
Lime and limestone operations	\$ 31,779	37,320	\$ 61,141	72,371
Natural gas interests	671	1,356	1,373	2,996
Total revenues	<u>\$ 32,450</u>	<u>38,676</u>	<u>\$ 62,514</u>	<u>75,367</u>
<b>Depreciation, depletion and amortization</b>				
Lime and limestone operations	\$ 3,697	3,447	\$ 7,389	6,779
Natural gas interests	188	220	380	444
Total depreciation, depletion and amortization	<u>\$ 3,885</u>	<u>3,667</u>	<u>\$ 7,769</u>	<u>7,223</u>
<b>Gross profit</b>				
Lime and limestone operations	\$ 6,809	9,704	\$ 12,506	17,366
Natural gas interests	204	719	371	1,649
Total gross profit	<u>\$ 7,013</u>	<u>10,423</u>	<u>\$ 12,877</u>	<u>19,015</u>
<b>Capital expenditures</b>				
Lime and limestone operations	\$ 2,883	2,615	\$ 6,303	5,531
Natural gas interests	3	12	7	16
Total capital expenditures	<u>\$ 2,886</u>	<u>2,627</u>	<u>\$ 6,310</u>	<u>5,547</u>

#### 5. Income Per Share of Common Stock

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income for basic and diluted income per common share	\$ 2,559	5,718	\$ 4,924	10,210
Weighted-average shares for basic income per share	5,599	5,578	5,598	5,577
<b>Effect of dilutive securities:</b>				
Employee and director stock options (1)	6	11	7	11
Adjusted weighted-average shares and assumed exercises for diluted income per share	<u>5,605</u>	<u>5,589</u>	<u>5,605</u>	<u>5,588</u>
Basic net income per common share	\$ 0.46	1.03	\$ 0.88	1.83
Diluted net income per common share	\$ 0.46	1.02	\$ 0.88	1.83

(1) Excludes 15.8 and 15.0 stock options for the 2015 and 2014 periods, respectively, as anti-dilutive because the exercise price exceeded the average per share market price for the periods presented.

6. Accumulated Other Comprehensive Loss

The following table presents the components of comprehensive income (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net income	\$ 2,559	5,718	\$ 4,924	10,210
Minimum pension liability adjustments	946	—	946	—
Reclassification to interest expense	487	237	678	485
Deferred income tax expense	(520)	(79)	(585)	(163)
Mark to market of interest rate hedges	(2)	(19)	(15)	(37)
Comprehensive income	\$ 3,470	5,857	\$ 5,948	10,495

Amounts reclassified to interest expense were for payments made by the Company pursuant to the Company's interest rate hedges.

Accumulated other comprehensive loss consisted of the following (in thousands):

	June 30, 2015	December 31, 2014
Mark to market of interest rate hedges, net of tax benefit	\$ —	\$ (422)
Minimum pension liability adjustments, net of tax benefit	—	(602)
Accumulated other comprehensive loss	\$ —	\$ (1,024)

7. Inventories

Inventories are valued principally at the lower of cost, determined using the average cost method, or market. Costs for raw materials and finished goods include materials, labor, and production overhead. Inventories consisted of the following (in thousands):

	June 30, 2015	December 31, 2014
Lime and limestone inventories:		
Raw materials	\$ 6,144	\$ 5,693
Finished goods	1,966	2,283
	8,110	7,976
Service parts inventories	5,527	5,460
	\$ 13,637	\$ 13,436

8. Banking Facilities and Debt

On May 7, 2015, the Company amended its credit agreement with Wells Fargo Bank, N.A. (the "Lender") to, among other things, provide for a \$75 million revolving credit facility (the "New Revolving Facility") and reductions to interest rate margins and commitment fees (the "Amendment"). The Amendment also provides for an incremental four-year accordion feature to borrow up to an additional \$50 million on the same terms, subject to approval by the Lender or another lender selected by the Company. The terms of the Amendment provide for a final maturity of the New Revolving Facility and any incremental loan on May 7, 2020; interest rates, at the Company's option, of LIBOR plus a margin of 1.000% to 2.000% or the Lender's Prime Rate plus a margin of 0.000% to plus 1.000%; and a commitment fee range of 0.200% to 0.350% on the undrawn portion of the New Revolving Facility. The New Revolving Facility interest rate margins and commitment fee are determined quarterly in accordance with a pricing grid based upon the Company's Cash Flow Leverage Ratio, defined as the ratio of the Company's total funded senior indebtedness to earnings before interest, taxes, depreciation, depletion, amortization and stock-based compensation expense ("EBITDA") for the 12 months ended on the last day of the most recent calendar quarter, plus pro forma EBITDA from any businesses acquired during the period. Pursuant to a security agreement, dated August 25, 2004, the New Revolving Facility is secured by the Company's existing and hereafter acquired tangible assets, intangible assets and real property. The maturity of the New Revolving Facility and any incremental loans can be accelerated if any event of default, as defined under the credit agreement, occurs.

Prior to the Amendment, the Company's credit agreement had included a ten-year \$40 million term loan (the "Term Loan"), a ten-year \$20 million multiple draw term loan (the "Draw Term Loan") and a \$30 million revolving credit facility (the "Revolving Facility") (collectively, the "Credit Facilities"). The Term Loan required quarterly principal payments of \$0.8 million, with a final principal payment of \$10.0 million due on December 31, 2015. The Draw Term Loan required quarterly principal payments of \$0.4 million, with a final principal payment of \$6.7 million due on December 31, 2015. The Revolving Facility was scheduled to mature on June 1, 2015. The maturity of the Term Loan, the Draw Term Loan and the Revolving Facility could have been accelerated if any event of default, as defined under the Credit Facilities, had occurred.

The Revolving Facility commitment fee had ranged from 0.250% to 0.400%. The Credit Facilities had borne interest, at the Company's option, at either LIBOR plus a margin of 1.750% to 2.750%, or the Lender's Prime Rate plus a margin of 0.000% to plus 1.000%.

The Company had hedges, with the Lender as the counterparty to the hedges, that fixed LIBOR through maturity at 4.695%, 4.875% and 5.500% on the outstanding balance of the Term Loan, 75% of the outstanding balance of the Draw Term Loan and 25% of the outstanding balance of the Draw Term Loan, respectively. As discussed below, the Company repurchased these hedges during the second quarter 2015. Based on the LIBOR margin of 1.750% prior to the Amendment, the Company's interest rates had been: 6.445% on the outstanding balance of the Term Loan; 6.625% on 75% of the outstanding balance of the Draw Term Loan; and 7.250% on 25% of the outstanding balance of the Draw Term Loan.

The hedges had been effective as defined under applicable accounting rules. Therefore, changes in fair value of the interest rate hedges were reflected in comprehensive income. The Company would have been exposed to credit losses in the event of non-performance by the counterparty to the hedges. The Company's mark to market of its interest rate hedges, at December 31, 2014, resulted in a liability of \$0.7 million, which was included in accrued expenses on the Company's Condensed Consolidated Balance Sheets. The Company paid \$0.2 million in quarterly settlement payments pursuant to its hedges during the first quarter 2015 and \$0.2 million and \$0.5 million in the prior year three- and six-month periods ended June 30, 2014, respectively. These payments were included in interest expense in the Condensed Consolidated Statements of Operations.

On May 7, 2015, the Company paid off the \$15.4 million balance then outstanding on the Term Loan and Draw Term Loan, as well as paid \$0.5 million to repurchase the related hedges, from cash on hand. The cost to repurchase the hedges was included in interest expense and resulted in additional interest expense of approximately \$0.3 million in the second quarter and first half 2015.

A summary of outstanding debt at the dates indicated is as follows (in thousands):

	June 30, 2015	December 31, 2014
Term Loan	\$ —	\$ 10,000
Draw Term Loan	—	6,667
Revolving Facility (1)	—	—
Total current installments of debt	<u>\$ —</u>	<u>\$ 16,667</u>

(1) The Company had letters of credit totaling \$0.7 million issued on the New Revolving Facility at June 30, 2015 and the Revolving Facility at December 31, 2014.

As the Company's debt bore interest at floating rates, the Company estimated that the carrying values of its debt at December 31, 2014 approximated fair value.

9. Income Taxes

The Company has estimated that its effective income tax rate for 2015 will be approximately 23.8%. As in prior periods, the primary reason for the effective rate being below the federal statutory rate is due to statutory depletion, which is allowed for income tax purposes and is a permanent difference between net income for financial reporting purposes and taxable income.

10. Dividends

On June 19, 2015, the Company paid \$0.7 million in cash dividends, based on a dividend of \$0.125 (12.5 cents) per share, on its common stock to shareholders of record at the close of business on May 29, 2015. On March 19, 2015, the Company paid \$0.7 million in cash dividends, based on a dividend of \$0.125 (12.5 cents) per share, on its common stock to shareholders of record at the close of business on February 27, 2015.

11. Employee Retirement Plan

During the second quarter 2015, after receipt of a favorable determination letter from the Internal Revenue Service, the Company terminated a noncontributory defined benefit plan that, prior to the termination, covered substantially all of the union employees previously employed by its wholly owned subsidiary, Corson Lime Company (the "Corson Plan"). In 1997, the Company sold substantially all of the assets of Corson Lime Company, and the benefits for participants in the Corson Plan were frozen. As a result of the termination of the Corson Plan, the Company made a cash payment of \$0.2 million and recognized a second quarter expense of \$0.9 million (\$0.6 million, net of tax benefit), included in other expense (income), net, that was previously included in accumulated other comprehensive loss.

The following table sets forth the funded status of the Corson Plan as of December 31, 2014 and Pre-Settlement, Settlement and Post-Settlement as of June 30, 2015 (in thousands):

	December 31, 2014	June 30, 2015		
		Pre-Settlement	Settlement	Post-Settlement
Projected benefit obligation	\$ 2,137	\$ 2,039	\$ (2,039)	\$ —
Fair value of plan assets	1,862	2,039	(2,039)	—
Underfunded status	\$ (275)	\$ —	\$ —	\$ —

The liability recognized for the Corson Plan on the Company's Condensed Consolidated Balance Sheets at December 31, 2014 and June 30, 2015 are as follows (in thousands):

	December 31, 2014	June 30, 2015
Accrued benefit cost	\$ 275	—

The following table provides the components of the Corson Plan net periodic benefit cost for the period ended June 30, 2015 (in thousands):

Net periodic benefit cost	\$ 91
Settlement charge	814
Total net periodic benefit cost	\$ 905

12. Subsequent Event

On July 29, 2015, the Company declared a regular quarterly cash dividend of \$0.125 (12.5 cents) per share on the Company's common stock. This dividend is payable on September 18, 2015 to shareholders of record at the close of business on August 28, 2015.

## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Forward-Looking Statements.** Any statements contained in this Report that are not statements of historical fact are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this Report, including without limitation statements relating to the Company's plans, strategies, objectives, expectations, intentions, and adequacy of resources, are identified by such words as "will," "could," "should," "would," "believe," "possible," "potential," "expect," "intend," "plan," "schedule," "estimate," "anticipate," and "project." The Company undertakes no obligation to publicly update or revise any forward-looking statements. The Company cautions that forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from expectations, including without limitation the following: (i) the Company's plans, strategies, objectives, expectations, and intentions are subject to change at any time at the Company's discretion; (ii) the Company's plans and results of operations will be affected by its ability to maintain and manage its growth; (iii) the Company's ability to meet short-term and long-term liquidity demands, including servicing any Company debt, meeting the Company's operating and capital needs, including for possible modernization and expansion and development projects and acquisitions, and paying dividends, conditions in the credit and equity markets, and changes in interest rates, including the ability of the Company's customers and the lender under the Company's revolving credit facility to meet their obligations; (iv) interruptions to operations and increased expenses at the Company's facilities resulting from changes in mining methods or conditions, variability of chemical or physical properties of the Company's limestone and its impact on process equipment and product quality, inclement weather conditions, natural disasters, accidents, IT systems failures or disruptions, including due to cybersecurity incidents, or regulatory requirements; (v) volatile coal, petroleum coke, diesel, natural gas, electricity, transportation and freight costs and the consistent availability of trucks and rail cars to deliver the Company's products to its customers and solid fuels to its plants on a timely basis; (vi) unanticipated delays, difficulties in financing, technical feasibility issues or cost overruns in completing modernization and expansion and development projects; (vii) the Company's ability to expand its Lime and Limestone Operations through acquisitions of businesses with related or similar operations, including obtaining financing for such acquisitions, and to successfully integrate acquired operations and sell any resulting increased production at acceptable prices; (viii) inadequate demand and/or prices for the Company's lime and limestone products due to conditions in the U.S. economy, recessionary pressures in particular industries, including highway, road and building construction, steel, and oil and gas services, effects of governmental fiscal and budgetary constraints, including the level of highway construction funding, and legislative impasses, inclement weather conditions and inability to continue to increase or maintain prices for the Company's products; (ix) uncertainties of development, production, pipeline capacity, prices and regulations with respect to the Company's Natural Gas Interests, including the absence of drilling activities on the Company's O & G Properties, unitization of existing wells, inability to explore for new reserves, declines in production rates and plugging and abandoning of existing wells; (x) ongoing and possible new regulations, investigations, enforcement actions and costs, legal expenses, penalties, fines, assessments, litigation, judgments and settlements, taxes and disruptions and limitations of operations, including those related to climate change and health and safety and those that could impact the Company's ability to continue or renew its operating permits or successfully secure new permits in connection with its modernization and expansion and development projects; and (xi) other risks and uncertainties set forth in this Report or indicated from time to time in the Company's filings with the Securities and Exchange Commission (the "SEC"), including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

## **Overview.**

The Company has two operating segments: Lime and Limestone Operations and Natural Gas Interests. Revenues and gross profit are the primary items utilized to evaluate the operating results of the Company's segments and to allocate resources.

Through its Lime and Limestone Operations, the Company is a manufacturer of lime and limestone products, supplying primarily the construction (including highway, road and building contractors), metals (including steel producers), environmental (including municipal sanitation and water treatment facilities and flue gas treatment processes), oil and gas services, industrial (including paper and glass manufacturers), roof shingle and agriculture (including poultry and cattle feed producers) industries. The Company is headquartered in Dallas, Texas and operates lime and limestone plants and distribution facilities in Arkansas, Colorado, Louisiana, Oklahoma and Texas through its wholly owned subsidiaries, Arkansas Lime Company, Colorado Lime Company, Texas Lime Company, U.S. Lime Company, U.S. Lime Company — Shreveport, U.S. Lime Company — St. Clair and U.S. Lime Company — Transportation. The Lime and Limestone Operations represent the Company's principal business.

The Company's Natural Gas Interests are held in its wholly owned subsidiary, U.S. Lime Company — O & G, LLC, and consist of royalty and non-operating working interests under the O & G Lease with EOG Resources, Inc. and the Drillsite Agreement with XTO Energy, Inc. related to the Company's Johnson County, Texas property, located in the Barnett Shale Formation, on which Texas Lime Company conducts its lime and limestone operations.

Revenues from the Company's Lime and Limestone Operations decreased 14.8% and 15.5% in the second quarter and first six months 2015, respectively, as compared to last year's comparable periods, primarily because of decreased sales volumes of approximately 15.0% and 15.7%, respectively, for the Company's lime and limestone products. The decreased sales volume in the 2015 periods, as compared to last year's periods, resulted primarily from decreased demand, principally from its construction, oil and gas services, industrial and steel customers. In addition, the first quarter 2014 benefited from increased construction demand that had resulted from the postponement of certain construction projects from the fourth quarter 2013 to the first quarter 2014, and the 2014 periods included lime sales to another lime producer for delivery to its customers. In the 2015 periods, demand from the Company's construction customers decreased due to the unusually persistent adverse weather conditions, including ice and snow storms and rain in the first quarter, and, in the Company's construction market areas, rainfall in the second quarter that was among the highest in more than 100 years. The decreased demand from the Company's steel customers in the 2015 periods was due to decreased steel production, while the decreased demand in the 2015 periods from its oil and gas services customers was due to reduced drilling activities resulting from the declines in oil and gas prices. These decreases in revenues were partially offset by average product price increases of approximately 0.2% realized for the Company's lime and limestone products in the 2015 periods, compared to the comparable 2014 periods. With better weather conditions in the second half 2015, the Company expects to see demand for its lime and limestone products from its construction customers improve, compared to the first half of the year, while it expects demand from its steel and oil and gas services customers to continue to be lower than last year's levels. However, the Company remains concerned about the possible adverse impact on demand from its construction customers of Congress's inability to enact legislation providing long-term funding for the Highway Trust Fund which currently is set to expire on October 29, 2015 unless Congress passes a continuing resolution, as it has done in the past, or enacts new legislation.

The Company's gross profit from its Lime and Limestone Operations decreased by 29.8% and 28.0% in the second quarter and the first six months 2015, respectively, compared to the comparable 2014 periods. The decreased gross profit for the Company's Lime and Limestone Operations in the 2015 periods resulted primarily from the decreased revenues discussed above.

Revenues from the Company's Natural Gas Interests decreased 50.5% and 54.2% in the second quarter and the first six months 2015, respectively, compared to the comparable 2014 periods, resulting from lower natural gas and natural gas liquids prices (approximately 36.2% and 40.0% respectively) and decreased production volumes resulting from the normal declines in production rates on the Company's 39 existing natural gas wells (approximately 14.3% and 14.2%, respectively). The Company's gross profit from its Natural Gas Interests decreased to \$0.2 million and \$0.4 million in the second quarter and first six months 2015, respectively, from \$0.7 million and \$1.6 million, respectively, in the comparable 2014 periods.

In the second quarter 2015, the Company repaid the \$15.4 million then-outstanding balance of its term loans, as well as paid \$0.5 million to repurchase the related hedges, from cash on hand. The cost to repurchase the hedges resulted in additional interest expense of approximately \$0.3 million in the second quarter and first half 2015, while paying off the outstanding term loans, along with the repurchase of the hedges, will reduce interest expenses in the second half of 2015 by approximately \$0.5 million.

At the same time, the Company amended its credit facilities to provide for a new five-year \$75 million revolving credit facility. The amendment also provides for an incremental four-year accordion feature to borrow up to an additional \$50 million on the same terms, subject to approval by the lender, Wells Fargo Bank, N.A., or another lender selected by the Company. At June 30, 2015 the Company had no debt outstanding on the new revolving credit facility, other than \$0.7 million of letters of credit.

As previously disclosed, the Company has been in the process of terminating its noncontributory defined benefit plan (the "Corson Plan"). During the second quarter 2015, the Company, after receipt of a favorable determination letter from the Internal Revenue Service, terminated the Corson Plan, which required a cash payment of \$0.2 million and resulted in a second quarter expense of \$0.9 million, (\$0.6 million, net of tax benefit), included in other expense (income), net for the three- and six-month periods ended June 30, 2015, that was previously included in accumulated other comprehensive loss. See Notes 6 and 11 of Notes to Condensed Consolidated Financial Statements. As a result of the termination of the Corson Plan, the Company will not have to make any future contributions to the Plan.

The Company paid its regular quarterly cash dividend of \$0.125 (12.5 cents) per share on its common stock in each of the first two quarters 2015. On July 29, 2015, the Company declared a regular quarterly cash dividend of \$0.125 (12.5 cents) per share on the Company's common stock. This dividend is payable on September 18, 2015 to shareholders of record at the close of business on August 28, 2015.

### **Liquidity and Capital Resources.**

Net cash provided by operating activities was \$13.8 million in the first six months 2015, compared to \$15.9 million in the comparable 2014 period, a decrease of \$2.2 million, or 13.6%. Net cash provided by operating activities is composed of net income, depreciation, depletion and amortization ("DD&A"), deferred income taxes and other non-cash items included in net income, and changes in working capital. In the first six months 2015, cash provided by operating activities was principally composed of \$4.9 million net income and \$7.9 million DD&A, compared to \$10.2 million net income and \$7.3 million DD&A in the first six months 2014. The most significant changes in working capital items in the first six months 2015 were decreases in trade receivables, net, prepaid expenses and other current assets, and accounts payable and accrued expenses of \$0.7 million, \$1.2 million and \$1.6 million, respectively. The most significant changes in working capital items in the first six months 2014 were an increase in trade receivables, net of \$3.6 million and decreases in inventories and accounts payable and accrued expenses of \$2.1 million and \$1.4 million, respectively. The decrease in trade receivables, net in the 2015 period primarily resulted from the decrease in revenues in the second quarter 2015, compared to the fourth quarter 2014. The increase in trade receivables, net in the 2014 period primarily resulted from the increase in revenues in the second quarter 2014, compared to the fourth quarter 2013.

The Company had \$6.3 million in capital expenditures in the first six months 2015, compared to \$5.5 million in the comparable period last year.

Net cash used in financing activities was \$18.2 million and \$4.1 million in the 2015 and 2014 first six-month periods, respectively, consisting primarily of repayments of \$16.7 million and \$2.5 million of term loan debt in the first six months 2015 and 2014, respectively, and \$0.2 million for purchase of treasury shares in the first six months of each of 2015 and 2014. Additionally, the Company paid \$1.4 million in dividends during the first six months of each of 2015 and 2014. Cash and cash equivalents decreased \$10.6 million to \$47.8 million at June 30, 2015 from \$58.3 million at December 31, 2014.

On May 7, 2015, the Company amended its credit agreement with Wells Fargo Bank, N.A. (the "Lender") to, among other things, provide for a \$75 million revolving credit facility (the "New Revolving Facility") and reductions to interest rate margins and commitment fees (the "Amendment"). The Amendment also provides for an incremental four-year accordion feature to borrow up to an additional \$50 million on the same terms, subject to approval by the Lender or another lender selected by the Company. The terms of the Amendment provide for a final maturity of the New Revolving Facility and any incremental loan on May 7, 2020; interest rates, at the Company's option, of LIBOR plus a margin of 1.000% to 2.000% or the Lender's Prime Rate plus a margin of 0.000% to plus 1.000%; and a commitment fee range of 0.200% to 0.350% on the undrawn portion of the New Revolving Facility. The New Revolving Facility interest rate margins and commitment fee are determined quarterly in accordance with a pricing grid based upon the Company's Cash Flow Leverage Ratio, defined as the ratio of the Company's total funded senior indebtedness to earnings before interest, taxes, depreciation, depletion, amortization and stock-based compensation expense ("EBITDA") for the 12 months ended on the last day of the most recent calendar quarter, plus pro forma EBITDA from any businesses acquired during the period. Pursuant to a security agreement, dated August 25, 2004, the New Revolving Facility is secured by the Company's existing and hereafter acquired tangible assets, intangible assets and real property. The maturity of the New Revolving Facility and any incremental loans can be accelerated if any event of default, as defined under the credit agreement, occurs.

Prior to the Amendment, the Company's credit agreement had included a ten-year \$40 million term loan (the "Term Loan"), a ten-year \$20 million multiple draw term loan (the "Draw Term Loan") and a \$30 million revolving credit facility (the "Revolving Facility") (collectively, the "Credit Facilities"). The Term Loan required quarterly principal payments of \$0.8 million, with a final principal payment of \$10.0 million due on December 31, 2015. The Revolving Facility was scheduled to mature on June 1, 2015. The Draw Term Loan required quarterly principal payments of \$0.4 million, with a final principal payment of \$6.7 million due on December 31, 2015. The Revolving Facility was scheduled to mature on June 1, 2015. The maturity of the Term Loan, the Draw Term Loan and the Revolving Facility could have been accelerated if any event of default, as defined under the Credit Facilities, had occurred.

The Revolving Facility commitment fee had ranged from 0.250% to 0.400%. The Credit Facilities had borne interest, at the Company's option, at either LIBOR plus a margin of 1.750% to 2.750%, or the Lender's Prime Rate plus a margin of 0.000% to plus 1.000%.

The Company had hedges, with the Lender as the counterparty to the hedges, that fixed LIBOR through maturity at 4.695%, 4.875% and 5.500% on the outstanding balance of the Term Loan, 75% of the outstanding balance of the Draw Term Loan and 25% of the outstanding balance of the Draw Term Loan, respectively. As discussed below, the Company repurchased these hedges during the second quarter 2015. Based on the LIBOR margin of 1.750% prior to the Amendment, the Company's interest rates had been: 6.445% on the outstanding balance of the Term Loan; 6.625% on 75% of the outstanding balance of the Draw Term Loan; and 7.250% on 25% of the outstanding balance of the Draw Term Loan.

The hedges had been effective as defined under applicable accounting rules. Therefore, changes in fair value of the interest rate hedges were reflected in comprehensive income. The Company would have been exposed to credit losses in the event of non-performance by the counterparty to the hedges. The Company's mark to market of its interest rate hedges, at December 31, 2014, resulted in a liability of \$0.7 million, which was included in accrued expenses on the Company's Condensed Consolidated Balance Sheets. The Company paid \$0.2 million in quarterly settlement payments pursuant to its hedges during the first quarter 2015 and \$0.2 million and \$0.5 million in the prior year three- and six-month periods ended June 30, 2014, respectively. These payments were included in interest expense in the Condensed Consolidated Statements of Operations.

On May 7, 2015, the Company paid off the \$15.4 million balance then outstanding on the Term Loan and Draw Term Loan, as well as paid \$0.5 million to repurchase the related hedges, from cash on hand. The cost to repurchase the hedges was included in interest expense and resulted in additional interest expense of approximately \$0.3 million in the second quarter and first half 2015, while paying off the outstanding Term Loans, along with the repurchase of the hedges, will reduce interest expense for the second half of 2015 by approximately \$0.5 million.

The Company is not contractually committed to any planned capital expenditures for its Lime and Limestone Operations until actual orders are placed for equipment. As of June 30, 2015, the Company had no material open orders or commitments that are not included in current liabilities on the June 30, 2015 Condensed Consolidated Balance Sheet.

As of June 30, 2015, the Company had no debt outstanding and no draws on the New Revolving Facility other than the \$0.7 million of letters of credit. The Company believes that cash on hand and cash generated from operations will be sufficient to meet the Company's operating needs, ongoing capital needs, including capital for possible modernization and expansion and development projects, and other liquidity needs, service any debt it may incur under the New Revolving Facility and pay regular cash dividends for the near future.

### **Results of Operations.**

Revenues in the second quarter 2015 were \$32.5 million, compared to \$38.7 million in the comparable prior year quarter, a decrease of \$6.2 million, or 16.1%. Revenues from the Company's Lime and Limestone Operations in the second quarter 2015 decreased \$5.5 million, or 14.8%, to \$31.8 million from \$37.3 million in the comparable 2014 quarter, while revenues from its Natural Gas Interests decreased \$0.7 million, or 50.5%, to \$0.7 million from \$1.4 million in the comparable prior year quarter. In the first six months 2015, revenues were \$62.5 million compared to \$75.4 million in the comparable 2014 period, a decrease of \$12.9 million, or 17.1%. Revenues from the Company's Lime and Limestone Operations in the first six months 2015 decreased \$11.2 million, or 15.5%, to \$61.1 million from \$72.4 million in the comparable 2014 period, while revenues from its Natural Gas Interests decreased \$1.6 million, or 54.2%, to \$1.4 million from \$3.0 million in the comparable prior year period.

As discussed above, the decreases in Lime and Limestone Operations revenues in the second quarter and first six months 2015 as compared to last year's comparable periods resulted primarily from decreased sales volumes of the Company's lime and limestone products partially offset by slight increases in prices realized for the Company's lime and limestone products. Production volumes from the Company's Natural Gas Interests in the second quarter 2015 totaled 183 thousand MCF, sold at an average price of \$3.66 per MCF, compared to 214 thousand MCF, sold at an average price of \$6.33 per MCF, in the comparable 2014 quarter. Production volumes in the first six months 2015 from Natural Gas Interests totaled 371 thousand MCF, sold at an average price of \$3.70 per MCF, compared to the first six months 2014 when 432 thousand MCF was produced and sold at an average price of \$6.93 per MCF. The Company's 2015 average prices per MCF were lower than the prior year's average prices primarily due to decreases in natural gas and natural gas liquids prices.

The Company's gross profit was \$7.0 million in the second quarter 2015, compared to \$10.4 million in the comparable 2014 quarter, a decrease of \$3.4 million, or 32.7%. Gross profit in the first six months 2015 was \$12.9 million, a decrease of \$6.1 million, or 32.3%, from \$19.0 million in the first six months 2014.

Included in gross profit in the second quarter and first six months 2015 were \$6.8 million and \$12.5 million, respectively, from the Company's Lime and Limestone Operations, compared to \$9.7 million and \$17.4 million, respectively, in the comparable 2014 periods. The Company's gross profit margin as a percent of revenues from its Lime and Limestone Operations decreased to 21.4% and 20.5% in the second quarter and first six months 2015, respectively, from 26.0% and 24.0% in the second quarter and first six months 2014, respectively. The decreased gross profit and gross profit margin for the Company's Lime and Limestone Operations in the 2015 periods resulted primarily from the decreases in revenues discussed above.

Gross profit from the Company's Natural Gas Interests decreased to \$0.2 million and \$0.4 million in the second quarter and first six months 2015, respectively, from \$0.7 million and \$1.6 million, respectively, in the comparable 2014 periods. The decreased gross profit for the Company's Natural Gas Interests resulted primarily from the decrease in revenues discussed above.

Selling, general and administrative expenses ("SG&A") were \$2.4 million in each of the second quarters 2015 and 2014. As a percentage of revenues, SG&A increased to 7.4% in the 2015 quarter, compared to 6.3% in the comparable 2014 quarter. SG&A was \$4.8 million in the first six months 2015, an increase of \$0.2 million, or 4.3%. As a percentage of revenues, SG&A in the first six months 2015 increased to 7.7%, compared to 6.1% in the comparable 2014 period. The 2015 increases in SG&A as a percentage of revenues were due principally to the decreases in revenues in the 2015 periods, compared to the comparable 2014 periods.

Interest expense in the second quarter 2015 increased \$0.2 million, or 44.6%, to \$0.6 million from \$0.4 million in the second quarter 2014. Interest expense increased \$0.1 million, or 13.0%, in the first six months 2015 to \$0.9 million from \$0.8 million in the first six months 2014. The increases in interest expense in the 2015 periods resulted from the \$0.5 million payment to repurchase the Company's interest rate hedges in the second quarter 2015 in conjunction with the repayment of the then-outstanding balance of its term loans. The repurchase of the hedges increased interest expense approximately \$0.3 million in the 2015 periods, compared to interest expense without the repurchase, but, along with the repayment of the term loans, will reduce interest expense for the second half 2015 by approximately \$0.5 million. In addition to the \$0.5 million to repurchase the hedges, interest expense included quarterly settlement payments on the hedges of \$0.2 million during the first quarter 2015 and \$0.2 million and \$0.5 million in the prior year three- and six-month periods ended June 30 2014, respectively.

Other expense (income), net was \$0.7 million expense in each of the three- and six-month periods ended June 30, 2015, compared to \$0.1 million income in each of the 2014 comparable periods. The expense in the 2015 periods was primarily due to the expense resulting from the termination of the Corson Plan during the second quarter 2015. The termination of the Corson Plan required a cash payment of \$0.2 million and resulted in an expense of \$0.9 million (\$0.6 million, net of tax benefit), included in other expense (income), net for the three- and six- month periods ended June 30, 2015, that was previously included in accumulated other comprehensive loss. See Notes 6 and 11 of Notes to Condensed Consolidated Financial Statements.

Income tax expense decreased to \$0.8 million in the second quarter 2015 from \$1.9 million in the second quarter 2014, a decrease of \$1.2 million, or 61.8%. In the first six months 2015, income tax expense decreased to \$1.5 million from \$3.5 million in the comparable 2014 period, a decrease of \$1.9 million, or 55.8%. The decreases in income taxes in the 2015 periods were principally due to decreases in the Company's income before income taxes.

The Company's net income was \$2.6 million (\$0.46 per share diluted) in the second quarter 2015, compared to net income of \$5.7 million (\$1.02 per share diluted) in the second quarter 2014, a decrease of \$3.2 million, or 55.3%. Net income in the first six months 2015 was \$4.9 million (\$0.88 per share diluted), a decrease of \$5.3 million, or 51.8%, compared to the first six months 2014 net income of \$10.2 million (\$1.83 per share diluted).

### ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Interest Rate Risk.

The Company would be exposed to changes in interest rates, primarily as a result of floating interest rates on the New Revolving Facility. There was no outstanding balance on the New Revolving Facility subject to interest rate risk at June 30, 2015. Any future borrowings under the New Revolving Facility would be subject to interest rate risk. See Note 8 of Notes to Condensed Consolidated Financial Statements.

### ITEM 4: CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Report. Based upon that evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures as of the end of the period covered by this Report were effective.

No change in the Company's internal control over financial reporting occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company's Amended and Restated 2001 Long-Term Incentive Plan allows employees and directors to pay the exercise price for stock options and the tax withholding liability upon the lapse of restrictions on restricted stock by payment in cash and/or delivery of shares of the Company's common stock. In the second quarter 2015, pursuant to these provisions, the Company received 1,367 shares of its common stock for the payment of tax withholding liability upon the lapse of restrictions on restricted stock. The 1,367 shares were valued at \$58.69 per share, the fair market value of one share of the Company's common stock on the date that they were tendered to the Company.

### ITEM 4: MINE SAFETY DISCLOSURES

Under Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of SEC Regulation S-K, each operator of a coal or other mine is required to include disclosures regarding certain mine safety results in its periodic reports filed with the SEC. The operation of the Company's quarries, underground mine and plants is subject to regulation by the federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977. The required information regarding certain mining safety and health matters, broken down by mining complex, for the quarter ended June 30, 2015 is presented in Exhibit 95.1 to this Report.

The Company believes it is responsible to employees to provide a safe and healthy workplace environment. The Company seeks to accomplish this by: training employees in safe work practices; openly communicating with employees; following safety standards and establishing and improving safe work practices; involving employees in safety processes; and recording, reporting and investigating accidents, incidents and losses to avoid reoccurrence.

Following passage of the Mine Improvement and New Emergency Response Act of 2006, MSHA significantly increased the enforcement of mining safety and health standards on all aspects of mining operations. There has also been an increase in the dollar penalties assessed for citations and orders issued in recent years.

ITEM 6: EXHIBITS

- 31.1 Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer.
- 32.1 Section 1350 Certification by the Chief Executive Officer.
- 32.2 Section 1350 Certification by the Chief Financial Officer.
- 95.1 Mine Safety Disclosures.
- 101 Interactive Data Files.

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.

UNITED STATES LIME & MINERALS, INC.

August 4, 2015

By: /s/ Timothy W. Byrne  
Timothy W. Byrne  
President and Chief Executive Officer  
(Principal Executive Officer)

August 4, 2015

By: /s/ M. Michael Owens  
M. Michael Owens  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

UNITED STATES LIME & MINERALS, INC.

Quarterly Report on Form 10-Q  
Quarter Ended  
June 30, 2015

Index to Exhibits

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
31.1	Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer.
32.1	Section 1350 Certification by the Chief Executive Officer.
32.2	Section 1350 Certification by the Chief Financial Officer.
95.1	Mine Safety Disclosures.
101	Interactive Data Files.

## RULE 13a-14(a)/15d-14(a) CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER

I, Timothy W. Byrne, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United States Lime & Minerals, 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 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 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.

Dated: August 4, 2015

/s/ Timothy W. Byrne

Timothy W. Byrne  
President and Chief Executive Officer

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## RULE 13a-14(a)/15d-14(a) CERTIFICATION BY THE CHIEF FINANCIAL OFFICER

I, M. Michael Owens, certify that:

1. I have reviewed this quarterly report on Form 10-Q of United States Lime & Minerals, 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 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 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.

Dated: August 4, 2015

/s/ M. Michael Owens

M. Michael Owens

Vice President and Chief Financial Officer

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SECTION 1350 CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER

I, Timothy W. Byrne, Chief Executive Officer of United States Lime & Minerals, Inc. (the “Company”), hereby certify that, to my knowledge:

- (1) The Company’s periodic report on Form 10-Q for the quarterly period ended June 30, 2015 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 4, 2015

/s/ Timothy W. Byrne  
Timothy W. Byrne  
President and Chief Executive Officer

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SECTION 1350 CERTIFICATION BY THE CHIEF FINANCIAL OFFICER

I, M. Michael Owens, Chief Financial Officer of United States Lime & Minerals, Inc. (the “Company”), hereby certify that, to my knowledge:

- (1) The Company’s periodic report on Form 10-Q for the quarterly period ended June 30, 2015 (the “Form 10-Q”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 4, 2015

/s/ M. Michael Owens  
M. Michael Owens  
Vice President and Chief Financial Officer

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## MINE SAFETY DISCLOSURES

The following disclosures are provided pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of SEC Regulation S-K, which require certain disclosures by companies required to file periodic reports under the Securities Exchange Act of 1934, as amended, that operate mines regulated under the Federal Mine Safety and Health Act of 1977 (the "Mine Act").

The Mine Act has been construed as authorizing MSHA to issue citations and orders pursuant to the legal doctrine of strict liability, or liability without fault. If, in the opinion of an MSHA inspector, a condition that violates the Mine Act or regulations promulgated pursuant to it exists, then a citation or order will be issued regardless of whether the operator had any knowledge of, or fault in, the existence of that condition. Many of the Mine Act standards include one or more subjective elements, so that issuance of a citation or order often depends on the opinions or experience of the MSHA inspector involved and the frequency and severity of citations and orders will vary from inspector to inspector.

Whenever MSHA believes that a violation of the Mine Act, any health or safety standard, or any regulation has occurred, it may issue a citation or order which describes the violation and fixes a time within which the operator must abate the violation. In some situations, such as when MSHA believes that conditions pose a hazard to miners, MSHA may issue an order requiring cessation of operations, or removal of miners from the area of the mine, affected by the condition until the hazards are corrected. Whenever MSHA issues a citation or order, it has authority to propose a civil penalty or fine, as a result of the violation, that the operator is ordered to pay.

The table that follows reflects citations, orders, violations and proposed assessments issued to the Company by MSHA during the quarter ended June 30, 2015 and all pending legal actions as of June 30, 2015. Due to timing and other factors, the data may not agree with the mine data retrieval system maintained by MSHA. The proposed assessments for the quarter ended June 30, 2015 were taken from the MSHA system as of August 3, 2015.

Additional information follows about MSHA references used in the table:

- *Section 104(a) Citations:* The total number of citations received from MSHA under section 104(a) of the Mine Act for alleged violations of health or safety standards that could significantly and substantially contribute to a serious injury if left unabated.
- *Section 104(b) Orders:* The total number of orders issued by MSHA under section 104(b) of the Mine Act, which represents a failure to abate a citation under section 104(a) within the period of time prescribed by MSHA. This results in an order of immediate withdrawal from the area of the mine affected by the condition until MSHA determines that the violation has been abated.
- *Section 104(d) Citations and Orders:* The total number of citations and orders issued by MSHA under section 104(d) of the Mine Act for unwarrantable failure to comply with mandatory health or safety standards.
- *Section 110(b)(2) Violations:* The total number of flagrant violations issued by MSHA under section 110(b)(2) of the Mine Act.
- *Section 107(a) Orders:* The total number of orders issued by MSHA under section 107(a) of the Mine Act for situations in which MSHA determined an imminent danger existed.

Citations and orders can be contested before the Federal Mine Safety and Health Review Commission (the "Commission"), and as part of that process, are often reduced in severity and amount, and are sometimes dismissed. The Commission is an independent adjudicative agency that provides administrative trial and appellate review of legal disputes arising under the Mine Act. These cases may involve, among other questions, challenges by operators to citations, orders and penalties they have received from MSHA, or complaints of discrimination by miners under section 105 of the Mine Act.

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Mine(1)	Section 104(a) Citations	Section 104(b) Orders	Section 104(d) Citations and Orders	Section 110(b)(2) Violations	Section 107(a) Orders	Proposed MSHA Assessments(2) (\$ in thousands)	Fatalities	Pending Legal Actions(3)
Texas Lime Company	2	—	—	—	—	1.7	—	—
Arkansas Lime Company								
Plant	1	—	—	—	—	.4	—	—
Limedale Quarry	1	—	—	—	—	.1	—	—
Colorado Lime Company								
Monarch Quarry	—	—	—	—	—	—	—	—
Salida Plant	1	—	—	—	—	.5	—	—
Delta Plant	—	—	—	—	—	—	—	—
U.S. Lime Company - St. Clair	2	—	—	—	—	.9	—	—

(1) The definition of a mine under section 3 of the Mine Act includes the mine, as well as other items used in, or to be used in, or resulting from, the work of extracting and processing limestone, such as roads, land, structures, facilities, equipment, machines, tools, kilns, and other property. These other items associated with a single mine have been aggregated in the totals for that mine.

(2) The proposed MSHA assessments issued during the reporting period do not necessarily relate to the citations or orders issued by MSHA during the reporting period or to the pending contests reported above.

(3) Includes any pending legal action before the Commission involving such mine as of June 30, 2015. All pending legal actions were initiated by the Company. The pending legal actions may relate to the citations or orders issued by MSHA during the reporting period or to citations or orders issued in prior periods. Due to timing and other factors, the data may not agree with the mine data retrieval system maintained by MSHA. There were no legal actions instituted or resolved during the reporting period.

**Pattern or Potential Pattern of Violations.** During the quarter ended June 30, 2015, none of the mines operated by the Company received written notice from MSHA of either (a) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to mine health or safety hazards under section 104(e) of the Mine Act or (b) the potential to have such a pattern.

**uslm-20150630.xml**

**uslm-20150630.xsd**

uslm-20150630\_cal.xml

**uslm-20150630\_def.xml**

**uslm-20150630\_lab.xml**

uslm-20150630\_pre.xml