

**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 July 31, 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 001-09097

REX AMERICAN RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	31-1095548 (I.R.S. Employer Identification Number)
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2875 Needmore Road, Dayton, Ohio (Address of principal executive offices)	45414 (Zip Code)
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(937) 276-3931
(Registrant's telephone number, including area code)

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

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

Large accelerated filer <input type="checkbox"/>	(Do not check if a smaller reporting company)	Accelerated filer <input checked="" type="checkbox"/>
Non-accelerated filer <input type="checkbox"/>		Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

At the close of business on September 8, 2010 the registrant had 9,555,043 shares of Common Stock, par value \$.01 per share, outstanding.

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Item 1. Financial Statements

REX AMERICAN RESOURCES CORPORATION AND SUBSIDIARIES

Consolidated Condensed Balance Sheets

Unaudited

	July 31, 2010	January 31, 2010
(In Thousands)		
Assets		
Current assets:		
Cash and cash equivalents	\$ 89,616	\$ 100,398
Accounts receivable, net	8,892	9,123
Inventory, net	6,372	8,698
Refundable income taxes	5,793	12,813
Prepaid expenses and other	4,210	2,691
Deferred taxes, net	5,000	6,375
Total current assets	119,883	140,098
Property and equipment, net	237,608	246,874
Other assets	7,734	8,880
Deferred taxes, net	8,500	8,468
Equity method investments	61,095	44,071
Investments in debt instruments	—	1,014
Restricted investments and deposits	1,600	2,100
Total assets	\$ 436,420	\$ 451,505
Liabilities and equity:		
Current liabilities:		
Current portion of long-term debt and capital lease obligations, alternative energy	\$ 13,514	\$ 12,935
Current portion of long-term debt, other	329	371
Accounts payable, trade	6,107	6,976
Deferred income	5,762	7,818
Accrued restructuring charges	475	511
Accrued real estate taxes	1,196	2,968
Derivative financial instruments	2,023	1,829
Other current liabilities	5,584	5,442
Total current liabilities	34,990	38,850
Long-term liabilities:		
Long-term debt and capital lease obligations, alternative energy	106,317	124,093
Long-term debt, other	2,098	2,596
Deferred income	4,030	6,396
Derivative financial instruments	4,196	4,055
Other	4,916	419
Total long-term liabilities	121,557	137,559
Equity:		
REX shareholders' equity:		
Common stock	299	299
Paid-in capital	142,270	141,698
Retained earnings	296,406	290,984
Treasury stock	(188,852)	(186,407)
Accumulated other comprehensive income, net of tax	—	49
Total REX shareholders' equity	250,123	246,623
Noncontrolling interests	29,750	28,473
Total equity	279,873	275,096
Total liabilities and equity	\$ 436,420	\$ 451,505

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

REX AMERICAN RESOURCES CORPORATION AND SUBSIDIARIES
Consolidated Condensed Statements Of Operations
Unaudited

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
(In Thousands, Except Per Share Amounts)				
Net sales and revenue	\$ 65,130	\$ 17,134	\$ 136,420	\$ 31,381
Cost of sales	60,470	15,945	123,658	29,852
Gross profit	4,660	1,189	12,762	1,529
Selling, general and administrative expenses	(1,858)	(1,628)	(3,960)	(2,756)
Interest income	124	114	238	259
Interest expense	(1,338)	(811)	(2,710)	(1,604)
Loss on early termination of debt	—	(28)	(48)	(100)
Equity in income (loss) of unconsolidated ethanol affiliates	1,083	184	3,930	(77)
Losses on derivative financial instruments, net	(1,878)	(108)	(2,045)	(665)
Income (loss) from continuing operations before provision/benefit for income taxes and discontinued operations	793	(1,088)	8,167	(3,414)
(Provision) benefit for income taxes	(483)	208	(2,939)	891
Income (loss) from continuing operations including noncontrolling interests	310	(880)	5,228	(2,523)
Income from discontinued operations, net of tax	765	1,272	1,452	690
Gain on disposal of discontinued operations, net of tax	19	249	19	122
Net income (loss) including noncontrolling interests	1,094	641	6,699	(1,711)
Net loss (income) attributable to noncontrolling interests	140	196	(1,277)	817
Net income (loss) attributable to REX common shareholders	\$ 1,234	\$ 837	\$ 5,422	\$ (894)
Weighted average shares outstanding – basic	9,790	9,231	9,815	9,264
Basic income (loss) per share from continuing operations attributable to REX common shareholders	\$ 0.05	\$ (0.07)	\$ 0.40	\$ (0.18)
Basic income per share from discontinued operations attributable to REX common shareholders	0.08	0.14	0.15	0.07
Basic income per share on disposal of discontinued operations attributable to REX common shareholders	—	0.02	—	0.01
Basic net income (loss) per share attributable to REX common shareholders	\$ 0.13	\$ 0.09	\$ 0.55	\$ (0.10)
Weighted average shares outstanding – diluted	9,976	9,231	10,010	9,264
Diluted income (loss) per share from continuing operations attributable to REX common shareholders	\$ 0.04	\$ (0.07)	\$ 0.39	\$ (0.18)
Diluted income per share from discontinued operations attributable to REX common shareholders	0.08	0.14	0.15	0.07
Diluted income per share on disposal of discontinued operations attributable to REX common shareholders	—	0.02	—	0.01
Diluted net income (loss) per share attributable to REX common shareholders	\$ 0.12	\$ 0.09	\$ 0.54	\$ (0.10)
Amounts attributable to REX common shareholders:				
Income (loss) from continuing operations, net of tax	\$ 450	\$ (684)	\$ 3,951	\$ (1,706)
Income from discontinued operations, net of tax	784	1,521	1,471	812
Net income (loss)	\$ 1,234	\$ 837	\$ 5,422	\$ (894)

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

REX AMERICAN RESOURCES CORPORATION AND SUBSIDIARIES
Consolidated Condensed Statements Of Equity
Unaudited

(In Thousands)

	REX Shareholders								
	Common Shares Issued		Treasury		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Noncontrolling Interests	Total Equity
	Shares	Amount	Shares	Amount					
Balance at January 31, 2010	29,853	\$ 299	20,045	\$ (186,407)	\$ 141,698	\$ 290,984	\$ 49	\$ 28,473	\$ 275,096
Net income						5,422		1,277	6,699
Treasury stock acquired			187	(3,311)					(3,311)
Reclassification adjustment for net gains included in net income, net of tax							(49)		(49)
Stock options and related tax effects	—	—	(91)	866	572	—	—	—	1,438
Balance at July 31, 2010	29,853	\$ 299	20,141	\$ (188,852)	\$ 142,270	\$ 296,406	\$ —	\$ 29,750	\$ 279,873

	REX Shareholders								
	Common Shares Issued		Treasury		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Noncontrolling Interests	Total Equity
	Shares	Amount	Shares	Amount					
Balance at January 31, 2009	29,853	\$ 299	20,471	\$ (186,057)	\$ 142,486	\$ 282,332	\$ —	\$ 24,573	\$ 263,633
Net loss						(894)		(817)	(1,711)
Treasury stock acquired			281	(2,537)					(2,537)
Stock based compensation					234				234
Unrealized holding gains, net of tax							37		37
Stock options and related tax effects	—	—	(106)	962	15	—	—	—	977
Balance at July 31, 2009	29,853	\$ 299	20,646	\$ (187,632)	\$ 142,735	\$ 281,438	\$ 37	\$ 23,756	\$ 260,633

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

REX AMERICAN RESOURCES CORPORATION AND SUBSIDIARIES
Consolidated Condensed Statements Of Cash Flows
Unaudited

	Six Months Ended July 31,	
	2010	2009
	(In Thousands)	
Cash flows from operating activities:		
Net income (loss) including noncontrolling interests	\$ 6,699	\$ (1,711)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,646	2,864
(Income) loss from equity method investments	(3,930)	77
Loss (gain) on disposal of real estate and property and equipment	28	(60)
Dividends received from equity method investees	802	—
Deferred income	(4,422)	(11,321)
Losses on derivative financial instruments	335	665
Deferred income tax	1,375	(457)
Other	510	247
Changes in assets and liabilities:		
Accounts receivable	231	2,078
Inventory	2,326	16,542
Prepaid expenses and other current assets	5,501	(1,618)
Other long-term assets	1,911	2,211
Accounts payable, trade	(869)	(12,318)
Other liabilities	(2,154)	(1,019)
Net cash provided by (used in) operating activities	15,989	(3,820)
Cash flows from investing activities:		
Capital expenditures	(918)	(31,895)
Purchase of equity method investment	(9,216)	—
Principal payments received on investment in debt instruments	933	—
Proceeds from sale of real estate and property and equipment	1,540	973
Restricted cash	—	(1,024)
Restricted investments	500	(6)
Net cash used in investing activities	(7,161)	(31,952)
Cash flows from financing activities:		
Payments of long-term debt and capital lease obligations	(17,737)	(10,789)
Proceeds from long-term debt	—	41,205
Stock options exercised	1,438	817
Realized losses on derivative financial instruments	—	(812)
Treasury stock acquired	(3,311)	(2,537)
Net cash (used in) provided by financing activities	(19,610)	27,884
Net decrease in cash and cash equivalents	(10,782)	(7,888)
Cash and cash equivalents, beginning of period	100,398	91,991
Cash and cash equivalents, end of period	\$ 89,616	\$ 84,103
Non cash investing activities – Accrued capital expenditures	\$ —	\$ 2,000
Non cash investing activities – Contingent consideration for purchase of equity method investment	\$ 4,750	\$ —

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

NOTES TO UNAUDITED CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

July 31, 2010

Note 1. Consolidated Condensed Financial Statements

The consolidated condensed financial statements included in this report have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission and include, in the opinion of management, all adjustments necessary to state fairly the information set forth therein. Any such adjustments were of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. Financial information as of January 31, 2010 included in these financial statements has been derived from the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended January 31, 2010 (fiscal year 2009). It is suggested that these unaudited consolidated condensed financial statements 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 year ended January 31, 2010. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the year.

Basis of Consolidation – The consolidated condensed financial statements in this report include the operating results and financial position of REX American Resources Corporation and its wholly and majority owned subsidiaries. The Company includes the results of operations of Levelland Hockley County Ethanol, LLC (“Levelland Hockley”) and One Earth Energy, LLC (“One Earth”) in its Consolidated Condensed Statements of Operations on a delayed basis of one month.

Nature of Operations – The Company operates in two reportable segments, alternative energy and real estate. The Company substantially completed the exit of its retail business during the second quarter of fiscal year 2009, although it will continue to recognize revenue and expense associated with administering extended service policies as discontinued operations.

Reclassifications – Certain amounts have been reclassified to conform to current year presentation. In addition, during the fourth quarter of fiscal year 2009, the Company identified an error in its classification of certain closed retail stores as continuing operations as of January 31, 2009 and for the interim periods subsequent to January 31, 2009 and for the classification of its extended warranty operations as continuing operations for interim periods subsequent to April 30, 2009. Management evaluated the affects of the error on the consolidated financial statements and concluded the error was not material. Prior period results have been reclassified to correct the presentation of continuing and discontinued operations. The result of the error on the quarter ended April 30, 2009 was to reduce the loss from continuing operations including noncontrolling interests in the amount of \$312,000. The result of the error on the quarter ended July 31, 2009 was to reduce income from continuing operations including noncontrolling interests in the amount of \$1,435,000. The errors had no impact on net income or loss; however it did impact the presentation of income or loss from continuing and discontinued operations.

Note 2. Accounting Policies

The interim consolidated condensed financial statements have been prepared in accordance with the accounting policies described in the notes to the consolidated financial statements included in the Company's 2009 Annual Report on Form 10-K. While management believes that the procedures followed in the preparation of interim financial information are reasonable, the accuracy of some estimated amounts is dependent upon facts that will exist or calculations that will be accomplished at fiscal year end. Examples of such estimates include management bonuses, restructuring accruals, the fair value of financial instruments, reserves for lower of cost or market inventory calculations, reserves for bad debts and the provision for income taxes. Any adjustments pursuant to such estimates during the quarter were of a normal recurring nature. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes sales from the production of ethanol and distillers grains when title transfers to customers, generally upon shipment from the ethanol plant. Shipping and handling charges to ethanol customers are included in net sales and revenue.

The Company includes income from real estate leasing activities in net sales and revenue. The Company accounts for these leases as operating leases. Accordingly, minimum rental revenue is recognized on a straight-line basis over the term of the lease.

Prior to exiting the retail business, the Company sold retail product service contracts covering periods beyond the normal manufacturers' warranty periods, usually with terms of coverage (including manufacturers' warranty periods) of between 12 to 60 months. Contract revenues and sales commissions are deferred and amortized on a straight-line basis over the life of the contracts after the expiration of applicable manufacturers' warranty periods. The Company retains the obligation to perform warranty service and such costs are expensed as incurred. All related revenue and expense is classified as discontinued operations.

Cost of Sales

Ethanol cost of sales includes depreciation, costs of raw materials, inbound freight charges, purchasing and receiving costs, inspection costs, other distribution expenses, warehousing costs, plant management, certain compensation costs, and general facility overhead charges.

Real estate cost of sales includes depreciation, real estate taxes, insurance, repairs and maintenance and other costs directly associated with operating the Company's portfolio of real property.

Selling, General and Administrative Expenses

The Company includes non-production related costs from its alternative energy segment such as certain payroll and related costs, professional fees and other general expenses in selling, general and administrative expenses.

The Company includes costs not directly related to operating its portfolio of real property from its real estate segment such as certain payroll and related costs, professional fees and other general expenses in selling, general and administrative expenses.

The Company includes costs associated with its corporate headquarters such as certain payroll and related costs, professional fees and other general expenses in selling, general and administrative expenses.

Interest Cost

No interest was capitalized for the six months ended July 31, 2010. Interest expense of \$1,604,000 for the six months ended July 31, 2009 is net of approximately \$1,651,000 of interest capitalized. Cash paid for interest for the six months ended July 31, 2010 and 2009 was approximately \$2,448,000 and \$1,131,000, respectively.

Financial Instruments

Forward grain purchase and ethanol and distiller grain sale contracts are accounted for under the “normal purchases and normal sales” scope exemption of ASC 815, *Derivatives and Hedging* (“ASC 815”) because these arrangements are for purchases of grain that will be delivered in quantities expected to be used by the Company and sales of ethanol and distiller grain quantities expected to be produced by the Company over a reasonable period time in the normal course of business. The Company uses derivative financial instruments to manage its balance of fixed and variable rate debt. The Company does not hold or issue derivative financial instruments for trading or speculative purposes. Interest rate swap agreements involve the exchange of fixed and variable rate interest payments and do not represent an actual exchange of the notional amounts between the parties. The swap agreements were not designated for hedge accounting pursuant to ASC 815. The interest rate swaps are recorded at their fair values and the changes in fair values are recorded as gain or loss on derivative financial instruments in the Consolidated Condensed Statements of Operations. The Company paid settlements of interest rate swaps of approximately \$1,711,000 and \$811,000 for the six months ended July 31, 2010 and 2009, respectively.

Income Taxes

The Company applies an effective tax rate to interim periods that is consistent with the Company’s estimated annual tax rate. The Company provides for deferred tax liabilities and assets for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. The Company provides for a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The Company paid no income taxes during the six months ended July 31, 2010 and 2009. The Company received income tax refunds of \$5,539,000 and \$9,000 during the six months ended July 31, 2010 and 2009, respectively.

As of July 31, 2010, total unrecognized tax benefits were \$2,200,000 and accrued penalties and interest were \$183,000. If the Company were to prevail on all unrecognized tax benefits recorded, approximately \$129,000 of the reserve would benefit the effective tax rate. In addition, the impact of penalties and interest would also benefit the effective tax rate. Interest and penalties associated with unrecognized tax benefits are recorded within income tax expense. On a quarterly and annual basis, the Company accrues for the effects of open uncertain tax positions and the related potential penalties and interest.

Inventories

Inventories are carried at the lower of cost or market on a first-in, first-out (“FIFO”) basis. Alternative energy segment inventory includes direct production costs and certain overhead costs such as depreciation, property taxes and utilities related to producing ethanol and related by-products. Reserves are established for estimated net realizable value based primarily upon commodity prices. The components of inventory at July 31, 2010 and January 31, 2010 are as follows (amounts in thousands):

	July 31, 2010	January 31, 2010
Retail merchandise, net	\$ 80	\$ 190
Ethanol and other finished goods, net	2,146	1,784
Work in process, net	1,677	1,577
Grain and other raw materials	2,469	5,147
Total	\$ 6,372	\$ 8,698

Property and Equipment

Property and equipment is recorded at cost. Assets under capital leases are capitalized at the lower of the net present value of minimum lease payments or the fair market value of the leased asset. Depreciation is computed using the straight-line method. Estimated useful lives are 15 to 40 years for buildings and improvements, and 3 to 20 years for fixtures and equipment.

In accordance with ASC 360-05 *Impairment or Disposal of Long-Lived Assets*, the carrying value of long-lived assets is assessed for recoverability by management when changes in circumstances indicate that the carrying amount may not be recoverable, based on an analysis of undiscounted future expected cash flows from the use and ultimate disposition of the asset. Impairment charges were approximately \$0.4 million in the first six months of fiscal year 2010 and related to the Company’s real estate segment. Impairment charges were not significant in the first six months of fiscal year 2009. Impairment charges result from the Company’s management performing cash flow analysis and represent management’s estimate of the excess of net book value over fair value. Fair value is estimated using expected future cash flows on a discounted basis, appraisals of specific properties, or pending sales contracts of specific properties as appropriate. Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Generally, declining cash flows from an ethanol plant or deterioration in local real

estate market conditions are indicators of possible impairment.

Investments

In accordance with ASC 320-10 *Investments-Debt and Equity Securities*, the Company periodically evaluates its investments for impairment due to declines in market value considered to be other than temporary. Such impairment evaluations include, in addition to persistent, declining market prices, general economic and company-specific evaluations. If the Company determines that a decline in market value is other than temporary, then a charge to earnings is recorded in the accompanying Consolidated Condensed Statements of Operations for all or a portion of the unrealized loss and a new cost basis in the investment is established.

Accounting Changes and Recently Issued Accounting Standards

In June 2009, the Financial Accounting Standards Board (“FASB”) issued a new accounting standard that clarified how a company determines whether an entity, that is insufficiently capitalized or not controlled through voting (or similar rights), should be capitalized (ASC Topic 810). This determination of whether a company is required to consolidate an entity is based on, among other things, an entity’s purpose and design and a company’s ability to direct the activities of the entity that most significantly impact the entity’s economic performance. This standard requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. This standard also requires additional disclosures about a company’s involvement in variable interest entities and any significant changes in risk exposure due to that involvement. This standard is effective for fiscal years beginning after November 15, 2009. The Company adopted this standard as of January 31, 2010. This standard did not have any impact on the Company’s consolidated financial condition, results of operations or cash flows.

In January 2010, the FASB issued Accounting Standards Update (“ASU”) 2010-06, “Fair Value Measurements and Disclosures” (“ASU 2010-06”), which adds new disclosure requirements for transfers into and out of Levels 1 and 2 in the fair value hierarchy and additional disclosures about purchases, sales, issuances and settlements relating to Level 3 fair value measurements. This ASU also clarifies existing fair value disclosures about the level of disaggregation about inputs and valuation techniques used to measure fair value. The ASU was effective February 1, except for the requirement to provide the Level 3 activity on a gross basis, which is effective for fiscal years beginning after December 15, 2010 and interim periods within those years. This standard did not have any impact on the Company’s consolidated financial condition, results of operations or cash flows.

Note 3. Comprehensive Income (Loss)

The components of comprehensive income (loss) are as follows (amounts in thousands):

	Three Months Ended		Six Months Ended	
	July 31, 2010	July 31, 2009	July 31, 2010	July 31, 2009
Net income (loss) attributable to REX common shareholders	\$ 1,234	\$ 837	\$ 5,422	\$ (894)
Unrealized holding gains on available for sale securities, net of tax	—	37	—	37
Reclassification adjustment for net gains included in net income, net of tax	(27)	—	(49)	—
Total comprehensive income (loss)	\$ 1,207	\$ 874	\$ 5,373	\$ (857)

Note 4. Sale and Leaseback Transaction and Other Leases

On April 30, 2007, the Company completed a transaction for the sale of 86 of its former store locations to KLAC REX, LLC (“Klac”) for \$74.5 million in cash, before selling expenses. The Company also entered into leases to leaseback 40 of the properties from Klac for initial lease terms expiring January 31, 2010. All of the leases with Klac had been terminated as of January 31, 2010.

This transaction resulted in a gain (realized and deferred) of \$14.8 million. Of this gain, \$3.9 million was recognized in the first six months of fiscal year 2009. No gain was recognized in the first six months of fiscal year 2010. As a result of the wind down of the Company’s retail business, the term over which the deferred gain was being amortized was shortened and is based upon the Company abandoning, or otherwise ceasing use of, the leased property. See Note 13 for a discussion of restructuring related charges.

At July 31, 2010, the Company has lease or sub-lease agreements, as landlord, for all or portions of 13 properties. The Company owns 12 of these properties and is the tenant/sub landlord for one of the properties. All of the leases are accounted for as operating leases.

The following table is a summary of future minimum rentals on such leases (amounts in thousands):

Years Ended January 31,	Minimum Rentals
Remainder of 2011	\$ 680
2012	1,140
2013	1,096
2014	996
2015	947
Thereafter	2,425
Total	\$ 7,284

The Company leases certain real estate and equipment for its ethanol plants. The leases have been classified as capital leases. The following is a summary, at July 31, 2010, of the aggregate future minimum annual rental commitments for all capital leases (amounts in thousands):

Years Ended January 31,	Minimum Rentals
Remainder of 2011	\$ 297
2012	593
2013	529
2014	393
Total minimum lease payments	1,812
Less amount representing interest	127
Present value of minimum capital lease payments	1,685
Less current maturities of capital lease obligations	515
Long term capital lease obligations	\$ 1,170

Note 5. Fair Value

Effective February 1, 2008, the Company adopted ASC 820, *Fair Value Measurements and Disclosures*, (“ASC 820”) which provides a framework for measuring fair value under GAAP. This accounting standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also eliminated the deferral of gains and losses at inception of certain derivative contracts whose fair value was not evidenced by market observable data. ASC 820 requires that the impact of this change in accounting for derivative contracts be recorded as an adjustment to beginning retained earnings in the period of adoption. There was no impact on the beginning balance of retained earnings as a result of adopting ASC 820 because the Company held no financial instruments in which a gain or loss at inception was deferred.

Effective February 1, 2008, the Company determined the fair market values of its financial instruments based on the fair value hierarchy established by ASC 820. ASC 820 requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair values which are provided below. The Company carries cash equivalents, investments in debt securities, restricted investments, derivative liabilities and contingent consideration liabilities at fair value.

Level 1 – Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as certain U.S. Treasury securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2 – 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. Level 2 assets and liabilities include derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally or corroborated by observable market data.

Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methods, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. Unobservable inputs shall be developed based on the best information available, which may include the Company's own data.

The fair values of derivative assets and liabilities traded in the over-the-counter market are determined using quantitative models that require the use of multiple market inputs including interest rates, prices and indices to generate pricing and volatility factors, which are used to value the position. The predominance of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. Estimation risk is greater for derivative asset and liability positions that are either option-based or have longer maturity dates where observable market inputs are less readily available or are unobservable, in which case interest rate, price or index scenarios are extrapolated in order to determine the fair value. The fair values of derivative assets and liabilities include adjustments for market liquidity, counterparty credit quality, the Company's own credit standing and other specific factors, where appropriate. To ensure the prudent application of estimates and management judgment in determining the fair value of derivative assets and liabilities, various processes and controls have been adopted, which include: model validation that requires a review and approval for pricing, financial statement fair value determination and risk quantification; periodic review and substantiation of profit and loss reporting for all derivative instruments.

The fair values of contingent consideration liabilities are determined using quantitative models that require the use of multiple market inputs including interest rates. In addition, inputs such as the Company's cost of capital and the timing of certain cash flows are estimated using management's assumptions and projections.

Financial assets and liabilities measured at fair value on a recurring basis at July 31, 2010 are summarized below (amounts in thousands):

	Level 1	Level 2	Level 3	Fair Value
Cash equivalents	\$ 2	\$ —	\$ —	\$ 2
Restricted investments	857	—	—	857
Total assets	\$ 859	\$ —	\$ —	\$ 859
Derivative liabilities	\$ —	\$ 6,219	\$ —	\$ 6,219
Contingent consideration	—	—	4,750	4,750
Total liabilities	\$ —	\$ 6,219	\$ 4,750	\$ 10,969

Financial assets and liabilities measured at fair value on a non-recurring basis at July 31, 2010 are summarized below (amounts in thousands):

	Level 1	Level 2	Level 3	Total Losses
Property and equipment, net	\$ —	\$ —	\$ 1,150	\$ 440

Financial assets and liabilities measured at fair value on a recurring basis at January 31, 2010 are summarized below (amounts in thousands):

	Level 1	Level 2	Level 3	Fair Value
Cash equivalents	\$ 81,625	\$ —	\$ —	\$ 81,625
Investments in debt securities	—	1,014	—	1,014
Restricted investments	1,357	—	—	1,357
Total assets	\$ 82,982	\$ 1,014	\$ —	\$ 83,996
Derivative liabilities	\$ —	\$ 5,884	\$ —	\$ 5,884
Total liabilities	\$ —	\$ 5,884	\$ —	\$ 5,884

Financial assets and liabilities measured at fair value on a non-recurring basis at January 31, 2010 are summarized below (amounts in thousands):

	Level 1	Level 2	Level 3	Total Losses
Property and equipment, net	\$ —	\$ —	\$ 6,161	\$ 1,533

The fair value of the Company's debt is approximately \$121.8 million and \$138.4 million at July 31, 2010 and January 31, 2010, respectively.

Note 6. Property and Equipment

The components of property and equipment at July 31, 2010 and January 31, 2010 are as follows (amounts in thousands):

	July 31, 2010	January 31, 2010
Land and improvements	\$ 25,692	\$ 26,405
Buildings and improvements	57,341	59,024
Machinery, equipment and fixtures	186,873	187,526
Leasehold improvements	569	569
Construction in progress	78	127
	<u>270,553</u>	<u>273,651</u>
Less: accumulated depreciation	<u>(32,945)</u>	<u>(26,777)</u>
	<u>\$ 237,608</u>	<u>\$ 246,874</u>

Note 7. Other Assets

The components of other assets at July 31, 2010 and January 31, 2010 are as follows (amounts in thousands):

	July 31, 2010	January 31, 2010
Prepaid loan fees, net	\$ 3,160	\$ 3,633
Prepaid commissions, net	2,962	4,320
Other	1,612	927
	<u>\$ 7,734</u>	<u>\$ 8,880</u>

Note 8. Long Term Debt and Interest Rate Swaps**Levelland Hockley Subsidiary Level Debt**

During the second quarter of fiscal year 2008, pursuant to the terms of the construction loan agreement with GE Capital ("the Bank"), Levelland Hockley converted its construction loan into a permanent term loan. Beginning with the first monthly payment on June 30, 2008, payments are due in 59 equal monthly payments of principal plus accrued interest with the principal portion calculated based on a 120 month amortization schedule. One final installment will be required on the maturity date (June 30, 2013) for the remaining unpaid principal balance with accrued interest. The term loan bears interest at a floating rate of 400 basis points above LIBOR (4.4% at July 31, 2010), adjusted monthly through the maturity date. Borrowings are secured by all of the assets of Levelland Hockley. This debt is recourse only to Levelland Hockley and not to REX American Resources Corporation or any of its wholly owned subsidiaries. As of July 31, 2010, approximately \$35.0 million was

outstanding on the term loan. Levelland Hockley is also subject to certain financial covenants under the loan agreement, including required levels of EBITDAR, debt service coverage ratio requirements, net worth requirements and other common covenants. On September 1, 2010, Levelland Hockley amended its loan agreement with the Bank to adjust certain covenants and to waive defaults occurring prior to July 1, 2010. As a condition of the modification of the loan agreement, REX agreed to increase its line of credit facility to Levelland Hockley from \$3.0 million to \$4.0 million (inclusive of a \$1.0 million letter of credit) through January 31, 2011. In exchange for REX increasing the line of credit facility, REX received a warrant which entitles REX to subscribe for and purchase from Levelland Hockley 324,675 membership units at an exercise price of \$3.08 per membership unit.

Management believes, based on forecasts which are primarily based on estimates of plant production, prices of ethanol, milo, distillers grains and natural gas as well as other assumptions management believes to be reasonable, that Levelland Hockley will be able to maintain compliance with the covenants for at least the next 12 months. Management believes that cash flow from operating activities together with working capital will be sufficient to meet Levelland Hockley's liquidity needs. However, if a material adverse change in the financial position or operations of Levelland Hockley should occur, or if actual sales, the availability of milo or if expenses are substantially different than forecasted, Levelland Hockley's liquidity and ability to fund future operating and capital requirements and compliance with debt covenants could be negatively impacted.

Levelland Hockley paid approximately \$3.5 million in financing costs related to the term loan. These costs are recorded as prepaid loan fees and are amortized ratably over the term of the loan.

The Company's proportionate share of restricted assets related to Levelland Hockley was \$10.8 million and \$13.2 million at July 31, 2010 and January 31, 2010, respectively. Levelland Hockley's restricted assets total approximately \$19.2 million and \$23.6 million at July 31, 2010 and January 31, 2010, respectively. Such assets may not be paid in the form of dividends or advances to the parent company or other members of Levelland Hockley per the terms of the loan agreement with the Bank.

One Earth Energy Subsidiary Level Debt

In September 2007, One Earth entered into a \$111,000,000 financing agreement consisting of a construction loan agreement for \$100,000,000 together with a \$10,000,000 revolving loan and a \$1,000,000 letter of credit with First National Bank of Omaha (the "Bank"). The construction loan was converted into a term loan on July 31, 2009 as all of the requirements, for such conversion, of the construction and term loan agreement were fulfilled. The term loan bears interest at variable interest rates ranging from LIBOR plus 300 basis points to LIBOR plus 310 basis points (3.4% -3.5% at July 31, 2010). Beginning with the first quarterly payment on October 8, 2009, payments are due in 20 quarterly payments of principal plus accrued interest with the principal portion calculated based on a 120 month amortization schedule. One final installment will be required on the maturity date (July 31, 2014) for the remaining unpaid principal balance with accrued interest.

Borrowings are secured by all of the assets of One Earth. This debt is recourse only to One Earth and not to REX American Resources Corporation or any of its wholly owned subsidiaries. As of July 31, 2010, approximately \$83.2 million was outstanding on the term loan. One Earth is also subject to certain financial covenants under the loan agreement, including required levels of EBITDA, debt service coverage ratio requirements, net worth requirements and other common covenants. One Earth

was in compliance with all covenants at July 31, 2010. One Earth paid approximately \$1.4 million in financing costs. These costs are recorded as prepaid loan fees and are amortized ratably over the term of the loan.

The Company's proportionate share of restricted assets related to One Earth was \$56.1 million and \$47.9 million at July 31, 2010 and January 31, 2010, respectively. One Earth's restricted assets, which are less than 100% of total net assets, total approximately \$76.1 million and \$65.0 million at July 31, 2010 and January 31, 2010, respectively. Such assets may not be paid in the form of dividends or advances to the parent company or other members of One Earth per the terms of the loan agreement with the Bank.

One Earth entered into two forward interest rate swaps in the notional amounts of \$50.0 million and \$25.0 million with the Bank. The swap settlements commenced as of July 31, 2009; the \$50.0 million swap terminates on July 8, 2014 and the \$25.0 million swap terminates on July 31, 2011. The \$50.0 million swap fixed a portion of the variable interest rate of the term loan subsequent to the plant completion date at 7.9% while the \$25.0 million swap fixed the rate at 5.49%. At July 31, 2010, the Company recorded a liability of \$6.2 million related to the fair value of the swaps. The change in fair value is recorded in the Consolidated Condensed Statements of Operations.

Note 9. Financial Instruments

The Company uses interest rate swaps to manage its interest rate exposure at One Earth by fixing the interest rate on a portion of the entity's variable rate debt. The Company does not engage in trading activities involving derivative contracts for which a lack of marketplace quotations would necessitate the use of fair value estimation techniques. As of July 31, 2010, the notional value of the One Earth interest rate swaps was \$69.5 million. At July 31, 2010, the Company has recorded a liability of \$6.2 million related to the fair value of the swaps.

The notional amounts and fair values of derivatives, all of which are not designated as cash flow hedges at July 31, 2010, are summarized in the table below (amounts in thousands):

	Notional Amount	Fair Value Liability
Interest rate swaps	\$ 69,508	\$ 6,219

As the interest rate swaps are not designated as cash flow hedges, the unrealized gain and loss on the derivatives is reported in current earnings. The Company reported losses of \$1,878,000 and \$108,000 in the second quarter of fiscal years 2010 and 2009, respectively. The Company reported losses of \$2,045,000 and \$665,000 in the first six months of fiscal years 2010 and 2009, respectively.

In the normal course of its ethanol business, the Company enters into forward pricing agreements for the purchase of grain and for the sale of ethanol and distillers grains for delivery in future periods. The Company accounts for these forward pricing arrangements under the "normal purchases and normal sales" scope exemption of ASC 815, *Derivatives and Hedging*.

Levelland Hockley and One Earth have combined forward purchase contracts for 4,388,000 bushels of sorghum and corn, the principal raw materials for their ethanol plants. Levelland Hockley and One Earth expect to take delivery of the grain through August 2010. The unrealized gain of such contracts was approximately \$555,000 at June 30, 2010.

Levelland Hockley and One Earth have combined sales commitments for 10.4 million gallons of ethanol and 105,000 tons of distiller grains. Levelland Hockley and One Earth expect to deliver the ethanol and distiller grains through December 2010. The unrealized gain of such contracts was approximately \$576,000 at June 30, 2010.

Note 10. Stock Option Plans

The Company has stock-based compensation plans under which stock options have been granted to directors, officers and key employees at the market price on the date of the grant. No options have been granted since fiscal year 2004.

The fair values of options granted were estimated as of the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions used for grants in the fiscal year ended January 31, 2005: risk-free interest rate of 4.7%, expected volatility of 65.4% and a weighted average stock option life of nine years for all option grants.

The total intrinsic value of options exercised during the six months ended July 31, 2010 and 2009 was approximately \$0.5 million and \$0.1 million, respectively, resulting in tax deductions to realize benefits of approximately \$0.2 million and \$0.1 million, respectively. The following table summarizes options granted, exercised and canceled or expired during the six months ended July 31, 2010:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding at January 31, 2010	824,421	\$ 10.14		
Exercised	(92,518)	\$ 9.78		
Outstanding and exercisable at July 31, 2010	731,903	\$ 10.19	1.6	\$ 4,288

At July 31, 2010, there was no unrecognized compensation cost related to nonvested stock options.

Note 11. Income Per Share from Continuing Operations Attributable to REX Common Shareholders

The following table reconciles the computation of basic and diluted net income per share from continuing operations for the periods presented (in thousands, except per share amounts):

	Three Months Ended July 31, 2010			Six Months Ended July 31, 2010		
	Income	Shares	Per Share	Income	Shares	Per Share
Basic income per share from continuing operations attributable to REX common shareholders	\$ 450	9,790	\$ 0.05	\$ 3,951	9,815	\$ 0.40
Effect of stock options	—	186		—	195	
Diluted income per share from continuing operations attributable to REX common shareholders	\$ 450	9,976	\$ 0.04	\$ 3,951	10,010	\$ 0.39

As there was a loss from continuing operations for the second quarter and first six months of fiscal year 2009, basic loss per share from continuing operations equals diluted loss per share from continuing operations. For the three and six months ended July 31, 2009, a total of 2,571,521 shares subject to outstanding options were not included in the common equivalent shares outstanding calculation as the effect from these shares is antidilutive.

Note 12. Investments and Restricted Deposits

The following table summarizes investments in debt securities at January 31, 2010 (amounts in thousands):

Investment	Coupon Rate	Maturity	Classification	Fair Market Value	Initial Investment
Patriot Renewable Fuels, LLC Convertible Note	16.00%	11/25/2011	Available for Sale	\$ 1,014	\$ 933

Unrealized holding gains were \$81,000 (\$49,000 net of income taxes) at January 31, 2010. During fiscal year 2010, Patriot Renewable Fuels, LLC ("Patriot") repaid the Company the outstanding principal balance and accrued interest on the note.

The Company has approximately \$743,000 at July 31, 2010, and January 31, 2010 on deposit with the Florida Department of Financial Services to secure its obligation to fulfill future obligations related to extended warranty contracts sold in the state of Florida. As such, this deposit is restricted from use for general corporate purposes. The deposits earned 2.5% and 2.7% at July 31, 2010 and January 31, 2010, respectively.

In addition to the deposit with the Florida Department of Financial Services, the Company has \$857,000 and \$1,357,000 at July 31, 2010 and January 31, 2010, respectively, invested in a money market mutual fund to satisfy Florida Department of Financial Services regulations. As such, this investment is restricted from use for general corporate purposes. This investment earned 0.1% at July 31, 2010 and January 31, 2010.

The following table summarizes equity method investments at July 31, 2010 and January 31, 2010 (amounts in thousands):

Equity Method Investments July 31, 2010

Entity	Ownership Percentage	Carrying Amount	Initial Investment
Big River Resources, LLC	10%	\$ 26,819	\$ 20,025
Patriot Renewable Fuels, LLC	23%	20,310	16,000
NuGen Energy, LLC	48%	13,966	13,966
Total Equity Method Investments		\$ 61,095	\$ 49,991

Equity Method Investments January 31, 2010

Entity	Ownership Percentage	Carrying Amount	Initial Investment
Big River Resources, LLC	10%	\$ 25,660	\$ 20,025
Patriot Renewable Fuels, LLC	23%	18,411	16,000
Total Equity Method Investments		\$ 44,071	\$ 36,025

During the second quarter of fiscal years 2010 and 2009, the Company recorded income of \$627,000 and \$83,000, respectively as its share of earnings from Big River. During the first six months of fiscal years 2010 and 2009, the Company recorded income of \$1,961,000 and \$174,000 respectively as its share of earnings from Big River.

During the second quarter of fiscal years 2010 and 2009, the Company recorded income of \$456,000 and \$101,000, respectively as its share of earnings from Patriot. During the first six months of fiscal years 2010 and 2009, the Company recorded income of \$1,969,000 and a loss of \$251,000, respectively as its share of earnings or loss from Patriot. Undistributed earnings of equity method investees totaled approximately \$10.0 million at July 31, 2010, and \$6.8 million at January 31, 2010.

Effective June 30, 2010, the Company purchased a 48% equity interest in NuGen Energy, LLC ("NuGen") which operates an ethanol producing facility in Marion, South Dakota with an annual nameplate capacity of 100 million gallons. The Company's investment included \$2,410,361 paid at closing to the then sole shareholder of NuGen and \$6,805,055 contributed directly to Nugen. An additional \$6,451,300 is due based upon cash distributions from NuGen that the Company is entitled to

until such balance is paid (“Contingent Consideration”). At July 31, 2010, the Company determined that the fair value of the Contingent Consideration was \$4,750,000, of which \$374,000 is included in other current liabilities and \$4,376,000 is included in other long-term liabilities on the Consolidated Condensed Balance Sheet. The results of NuGen are recognized by the Company on a delayed basis of one month. Consequently, no income or expense from Nugen’s operations has been recorded under the equity method of accounting for the quarter and six months ended July 31, 2010.

The Company has an option to purchase for a purchase price of \$1,138,389, (which is payable in cash, partially based upon cash distributions from NuGen that the Company is entitled to) additional ownership units from NuGen’s majority shareholder, which, if exercised, would result in the Company owning 51% of the total outstanding voting and economic interests of NuGen on a fully diluted basis.

Summarized balance sheet information for NuGen is presented in the following table as of July 31, 2010 (amounts in thousands):

Current assets	\$ 25,098
Long-term assets	86,526
	<hr/>
Total assets	\$ 111,624
	<hr/>
Current liabilities	\$ 3,663
Long-term liabilities	93,241
	<hr/>
Total liabilities	\$ 96,904
	<hr/>

Summarized income statement information for Patriot and Big River is presented in the following table for the three and six month periods ended July 31, 2010 and July 31, 2009 (amounts in thousands):

	Three Months Ended July 31, 2010		Six Months Ended July 31, 2010	
	Patriot	Big River	Patriot	Big River
	<hr/>	<hr/>	<hr/>	<hr/>
Net sales and revenue	\$ 50,665	\$ 157,620	\$ 107,609	\$ 314,537
Gross profit	\$ 5,354	\$ 12,275	\$ 14,998	\$ 26,595
Income from continuing operations	\$ 1,957	\$ 6,453	\$ 8,442	\$ 20,167
Net income	\$ 1,957	\$ 6,453	\$ 8,442	\$ 20,167

	Three Months Ended July 31, 2009		Six Months Ended July 31, 2009	
	Patriot	Big River	Patriot	Big River
Net sales and revenue	\$ 51,187	\$ 64,628	\$ 98,681	\$ 132,280
Gross profit	\$ 4,946	\$ 26	\$ 8,302	\$ 2,994
Income (loss) from continuing operations	\$ 433	\$ 847	\$ (1,077)	\$ 1,787
Net income (loss)	\$ 433	\$ 847	\$ (1,077)	\$ 1,787

Patriot, Big River and NuGen have debt agreements that limit and restrict amounts the companies can pay in the form of dividends or advances to owners. The restricted net assets of Patriot and Big River combined at July 31, 2010 and January 31, 2010 are approximately \$313,783,000 and \$298,076,000, respectively. The Company's proportionate share of restricted net assets of Patriot and Big River combined at July 31, 2010 and January 31, 2010 are approximately \$41,046,000 and \$38,926,000, respectively. The restricted net assets of NuGen at July 31, 2010 are approximately \$14,720,000. The Company's proportionate share of restricted net assets of NuGen at July 31, 2010 is approximately \$7,066,000.

Note 13. Restructuring and Other

During the fourth quarter of fiscal year 2008, the Company entered into an agreement with Appliance Direct, Inc. pursuant to which (i) the Company agreed to sell certain appliance inventory, furniture, fixtures and equipment at the store locations to be taken over by Appliance Direct and (ii) subsidiaries of Appliance Direct leased 37 retail store locations owned by the Company.

During the fourth quarter of fiscal year 2008, the Company recorded a restructuring charge of approximately \$4.2 million related to (i) a workforce reduction of a majority of employees located at its corporate headquarters, retail stores and distribution facilities and (ii) certain costs associated with the transition of the Company's retail business to Appliance Direct.

On September 30, 2009, the Company entered into a letter agreement with Appliance Direct pursuant to which (i) Appliance Direct agreed to vacate all properties leased from the Company and turn over possession of the leased premises to the Company and (ii) the Company and Appliance Direct agreed to release and discharge each other from all claims or causes of action whatsoever.

The Company substantially completed its exit of the retail business as of July 31, 2009. The following is a summary of restructuring charges and payments for the six months ended July 31, 2010 (in thousands):

	Employee Severance and Bonus Costs	Lease Termination Costs	Total Restructuring Accrual
	<u> </u>	<u> </u>	<u> </u>
Balance, January 31, 2010	\$ 219	\$ 439	\$ 658
Restructuring charges	—	—	—
Payment of restructuring liabilities	(7)	(75)	(82)
	<u> </u>	<u> </u>	<u> </u>
Balance, April 30, 2010	212	364	576
Restructuring charges	—	—	—
Payment of restructuring liabilities	(30)	(71)	(101)
	<u> </u>	<u> </u>	<u> </u>
Balance, July 31, 2010	<u>\$ 182</u>	<u>\$ 293</u>	<u>\$ 475</u>

All of the total accrual balance of \$475,000 is classified within current liabilities. The restructuring charges are all classified as discontinued operations in the accompanying Consolidated Condensed Statements of Operations. The accrued balances at July 31, 2010 are management's best estimate of the amounts to be incurred for the related categories.

The following is a summary of restructuring charges and payments for the six months ended July 31, 2009 (in thousands):

	Employee Severance and Bonus Costs	Lease Termination Costs	Investment Banker Fees	ESP Credit	Total Restructuring Accrual
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance, January 31, 2009	\$ 2,839	\$ —	\$ 834	\$ 498	\$ 4,171
Restructuring charges	—	1,460	—	—	1,460
Payment of restructuring liabilities	(436)	(409)	—	—	(845)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance, April 30, 2009	2,403	1,051	834	498	4,786
Restructuring charges	28	1,492	—	—	1,520
Restructuring benefits	(706)	—	(325)	(287)	(1,318)
Payment of restructuring liabilities	(838)	(975)	—	(211)	(2,024)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Balance, July 31, 2009	<u>\$ 887</u>	<u>\$ 1,568</u>	<u>\$ 509</u>	<u>\$ 0</u>	<u>\$ 2,964</u>

Note 14. Income Taxes

The effective tax rate on consolidated pre-tax income or loss from continuing operations was 36.0% for the six months ended July 31, 2010, 33.5% for the year ended January 31, 2010 and 26.1% for the six months ended July 31, 2009. The provision for state taxes is approximately 5% for the six months ended July 31, 2010 and 2009. The provision for state taxes was approximately 4% for the year ended January 31, 2010.

The Company files a U.S. federal income tax return and income tax returns in various states. In general, the Company is no longer subject to U.S. federal, state or local income tax examinations by tax authorities for years ended January 31, 2007 and prior. A reconciliation of the beginning and ending amount of unrecognized tax benefits, including interest and penalties, is as follows (amounts in thousands):

Unrecognized tax benefits, February 1, 2010	\$ 2,338
Changes for prior years' tax positions	45
Changes for current year tax positions	—
	<u> </u>
Unrecognized tax benefits, July 31, 2010	<u>\$ 2,383</u>

Note 15. Discontinued Operations and Assets Held for Sale

During fiscal year 2009, the Company completed the exit of its retail business. Accordingly, all operations of the Company's former retail segment and certain sold properties have been classified as discontinued operations for all periods presented. Once real estate property has been sold, and no continuing involvement is expected, the Company classifies the results of the operations as discontinued operations. The results of operations were previously reported in the Company's retail or real estate segment, depending on when the store ceased operations. Below is a table reflecting certain items of the Consolidated Condensed Statements of Operations that were reclassified as discontinued operations for the period indicated:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
	(In Thousands)			
Net sales and revenue	\$ 2,085	\$ 5,926	\$ 4,437	\$ 29,780
Cost of sales	284	3,527	778	22,377
Income before income taxes	1,189	2,017	2,250	1,062
Provision for income taxes	(424)	(745)	(798)	(372)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Income from discontinued operations, net of tax	\$ 765	\$ 1,272	\$ 1,452	\$ 690
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Gain on disposal	30	395	30	193
Provision for income taxes	(11)	(146)	(11)	(71)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Gain on disposal of discontinued operations, net of tax	\$ 19	\$ 249	\$ 19	\$ 122
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

The Company has classified one property with a carrying value of approximately \$92,000 as held for sale at July 31, 2010, which is included in other assets in the accompanying Consolidated Condensed Balance Sheet.

Note 16. Commitments and Contingencies

The Company is involved in various legal actions arising in the normal course of business. After taking into consideration legal counsels' evaluations of such actions, management is of the opinion that their outcome will not have a material effect on the Company's consolidated condensed financial statements.

Note 17. Segment Reporting

Beginning in the second quarter of fiscal year 2009, the Company realigned its reportable business segments to be consistent with changes to its management structure and reporting. The Company has two segments: alternative energy and real estate. In prior years, the real estate segment was formerly included in the retail segment and historical amounts have been reclassified to conform to the current year segment reporting presentation. For stores and warehouses closed for which the Company has a retained interest in the related real estate, operations are presented in the real estate segment when retail operations cease. Former retail operations results are classified as discontinued operations. The Company evaluates the performance of each reportable segment based on segment profit. Segment profit excludes income taxes, indirect interest expense, discontinued operations, indirect interest income and certain other items that are included in net income determined in accordance with accounting principles generally accepted in the United States of America. Segment profit includes realized and unrealized gains and losses on derivative financial instruments. The following table summarizes segment and other results and assets (amounts in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Net sales and revenue:				
Alternative energy	\$ 64,801	\$ 16,810	\$ 135,823	\$ 30,927
Real estate	329	324	597	454
Total net sales and revenues	<u>\$ 65,130</u>	<u>\$ 17,134</u>	<u>\$ 136,420</u>	<u>\$ 31,381</u>
Segment gross profit (loss):				
Alternative energy	\$ 5,333	\$ 1,209	\$ 13,795	\$ 1,441
Real estate	(673)	(20)	(1,033)	88
Total gross profit	<u>\$ 4,660</u>	<u>\$ 1,189</u>	<u>\$ 12,762</u>	<u>\$ 1,529</u>

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Segment profit (loss):				
Alternative energy	\$ 2,223	\$ (558)	\$ 10,705	\$ (2,354)
Real estate	(716)	(87)	(1,146)	(51)
Corporate expense	(746)	(464)	(1,450)	(937)
Interest expense	(47)	(52)	(149)	(253)
Investment income	79	73	207	181
Income (loss) from continuing operations before income taxes and noncontrolling interests	\$ 793	\$ (1,088)	\$ 8,167	\$ (3,414)

	July 31,	January 31,
	2010	2010
Assets:		
Alternative energy	\$ 306,592	\$ 302,228
Real estate	30,712	31,796
Corporate	99,116	117,481
Total assets	\$ 436,420	\$ 451,505

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Sales of products alternative energy segment:				
Ethanol	83%	80%	83%	77%
Dried distiller grains	14%	10%	14%	11%
Wet distiller grains	3%	10%	3%	12%
Total	100%	100%	100%	100%
Sales of services real estate segment:				
Lease revenue	100%	100%	100%	100%

Certain corporate costs and expenses, including information technology, employee benefits and other shared services are allocated to the business segments. The allocations are generally amounts agreed upon by management, which may differ from amounts that would be incurred if such services were purchased separately by the business segment. Corporate assets are primarily cash and deferred income tax benefits.

Cash, except for cash held by Levelland Hockley and One Earth, is considered to be fungible and available for both corporate and segment use dependent on liquidity requirements. Cash of approximately \$15.6 million held by Levelland Hockley and One Earth will be used to fund working capital needs for those entities and to provide for approximately \$5 million in grain storage additions at One Earth in the third and fourth quarters of fiscal year 2010.

Note 18. Subsequent Events

See Note 8 for a discussion of a subsequent event affecting Levelland Hockley's long term debt.

The company evaluated all subsequent event activity through September 9, 2010 (the issue date of this Quarterly Report on Form 10-Q) and concluded that no additional subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements.

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

Historically, we were a specialty retailer in the consumer electronics/appliance industry serving small to medium-sized towns and communities. In addition, we have been an investor in various alternative energy entities beginning with synthetic fuel partnerships in 1998 and later ethanol production facilities beginning in 2006.

In fiscal year 2007 we began to evaluate strategic alternatives for our retail segment with a focus on closing unprofitable or marginally profitable retail stores and monetizing our retail-related real estate assets. We did not believe that we were generating an adequate return from our retail business due to the competitive nature of the consumer electronics and appliance industry and the overall economic conditions in the United States. Reflecting this focus, in fiscal year 2008, we commenced an evaluation of a broad range of alternatives intended to derive value from the remaining retail operations and our real estate portfolio. We engaged an investment banking firm to assist us in analyzing and ultimately marketing our retail operations. As part of those marketing efforts, late in fiscal year 2008 we leased 37 owned store locations to a third party. During fiscal year 2009, the lease agreements were terminated. We are marketing the vacant properties to lease or sell.

We completed our exit of the retail business as of July 31, 2009. Going forward, we expect that our only retail related activities will consist of the administration of previously sold extended service plans and the payment of related claims. All activities related to extended service plans are classified as discontinued operations.

We currently have approximately \$125 million of equity and debt investments in five ethanol limited liability companies, two of which we have a majority ownership interest in. We may consider making additional investments in the alternative energy segment during fiscal year 2010.

Our ethanol operations are highly dependent on commodity prices, especially prices for corn, sorghum, ethanol, distillers grains and natural gas. As a result of price volatility for these commodities, our operating results can fluctuate substantially. The price and availability of corn and sorghum are subject to significant fluctuations depending upon a number of factors that affect commodity prices in general, including crop conditions, weather, federal policy and foreign trade. Because the market price of ethanol is not always directly related to corn and sorghum prices, at times ethanol prices may lag movements in corn prices and, in an environment of higher prices, reduce the overall margin structure

at the plants. As a result, at times, we may operate our plants at negative or marginally positive operating margins.

We expect our ethanol plants to produce approximately 2.8 gallons of denatured ethanol for each bushel of grain processed in the production cycle. We refer to the difference between the price per gallon of ethanol and the price per bushel of grain (divided by 2.8) as the "crush spread." Should the crush spread decline, it is possible that our ethanol plants will generate operating results that do not provide adequate cash flows for sustained periods of time. In such cases, production at the ethanol plants may be reduced or stopped altogether in order to minimize variable costs at individual plants. We expect these decisions to be made on an individual plant basis, as there are different market conditions at each of our ethanol plants.

We attempt to manage the risk related to the volatility of grain and ethanol prices by utilizing forward grain purchase and forward ethanol and distillers grain sale contracts. We attempt to match quantities of ethanol and distillers grains sale contracts with an appropriate quantity of grain purchase contracts over a given period of time when we can obtain an adequate gross margin resulting from the crush spread inherent in the contracts we have executed. However, the market for future ethanol sales contracts is not a mature market. Consequently, we generally execute contracts for no more than three months into the future at any given time. As a result of the relatively short period of time our contracts cover, we generally cannot predict the future movements in the crush spread for more than three months; thus, we are unable to predict the likelihood or amounts of future income or loss from the operations of our ethanol facilities.

Critical Accounting Policies and Estimates

During the three fiscal months ended July 31, 2010, we did not change any of our critical accounting policies as disclosed in our 2009 Annual Report on Form 10-K as filed with the Securities and Exchange Commission on April 16, 2010. All other accounting policies used in preparing our interim fiscal 2010 Condensed Consolidated Financial Statements are the same as those described in our Form 10-K.

Fiscal Year

All references in this report to a particular fiscal year are to REX's fiscal year ended January 31. For example, "fiscal year 2010" means the period February 1, 2010 to January 31, 2011.

We are no longer presenting the comparable prior year quarter end balance sheet (July 31, 2009) which was included in prior year quarterly filings. With the exit of the retail business, and the lack of seasonality of working capital balances in the alternative energy and real estate segments, we believe such information is no longer useful to understand trends in our business.

Results of Operations

For a detailed analysis of period to period changes, see the segment discussion that follows this section as this is how management views and monitors our business.

Comparison of Three Months and Six Months Ended July 31, 2010 and 2009

Net sales and revenue in the quarter ended July 31, 2010 were \$65.1 million compared to \$17.1 million in the prior year's second quarter, representing an increase of \$48.0 million. Net sales and revenue do not include sales from retail and real estate operations classified as discontinued operations. The increase was primarily caused by higher sales in our alternative energy segment of \$48.0 million. Net sales and revenue from our real estate segment were consistent with the prior year's second quarter.

Net sales and revenue for the first six months of fiscal year 2010 were \$136.4 million compared to \$31.4 million for the first six months of fiscal year 2009. This represents an increase of \$105.0 million. The increase was primarily caused by higher sales in our alternative energy segment of \$104.9 million.

The following table reflects the approximate percent of net sales for each major product and service group for the following periods:

Product Category	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Ethanol	82.5%	77.8%	83.0%	75.8%
Distiller grains	16.8	19.7	16.3	22.2
Leasing	0.5	1.9	0.4	1.4
Other	0.2	0.6	0.3	0.6
Total	100.0%	100.0%	100.0%	100.0%

Gross profit of \$4.7 million (7.2% of net sales and revenue) in the second quarter of fiscal year 2010 was approximately \$3.5 million higher than the \$1.2 million (6.9% of net sales and revenue) recorded in the second quarter of fiscal year 2009. Gross profit for the second quarter of fiscal year 2010 increased by \$4.1 million compared to the prior year from our alternative energy segment. Gross loss for the second quarter of fiscal year 2010 increased by \$0.7 million compared to the prior year from our real estate segment.

Gross profit for the first six months of fiscal year 2010 was \$12.8 million (9.4% of net sales and revenue) which was approximately \$11.3 million higher compared to \$1.5 million (4.9% of net sales and revenue) for the first six months of fiscal year 2009. Gross profit for the six months ended July 31, 2010 increased by \$12.4 million compared to the prior years as a result of operations in the alternative energy segment. Gross profit for the first six months of fiscal year 2010 decreased by \$1.1 million compared to the prior year from our real estate segment.

Selling, general and administrative expenses for the second quarter of fiscal year 2010 were \$1.9 million (2.9% of net sales and revenue), an increase of \$0.3 million from \$1.6 million (9.5% of net sales and revenue) for the second quarter of fiscal year 2009. Selling, general and administrative expenses were \$4.0 million (2.9% of net sales and revenue) for the first six months of fiscal year 2010 representing an increase of \$1.2 million from \$2.8 million (8.8% of net sales and revenue) for the first six months of fiscal year 2009. For the second quarter of fiscal year 2010, these expenses increased

approximately \$0.3 million compared to the prior year in the corporate and other category. For the first six months of fiscal year 2010, these expenses increased approximately \$0.7 million and \$0.5 million compared to the prior year in the alternative energy segment and the corporate and other category, respectively.

Interest income was \$124,000 and \$114,000 for the second quarter of fiscal years 2010 and 2009, respectively. Interest income was \$238,000 and \$259,000 for the first six months of fiscal years 2010 and 2009, respectively. We expect interest income to remain consistent with the prior year results for the remainder of fiscal year 2010.

Interest expense was \$1.3 million for the second quarter of fiscal year 2010, an increase of \$0.5 million over the prior year second quarter. Interest expense was \$2.7 million for the first six months of fiscal year 2010 compared to \$1.6 million for the first six months of fiscal year 2009, an increase of \$1.1 million. The increases were primarily attributable to the alternative energy segment as we had higher amounts of average debt outstanding upon the completion of construction of One Earth's ethanol plant. We expect interest expense, subsequent to the quarter ended July 31, 2010 to be consistent with prior year amounts as the construction of One Earth's ethanol plant was completed prior to the end of the second quarter of fiscal year 2009. Consequently, we ceased capitalizing interest related to such construction during the second quarter of fiscal year 2009.

During the first six months of fiscal year 2010, we paid off real estate related debt prior to its maturity. As a result, we incurred prepayment penalties and the write off of prepaid loan fees of approximately \$48,000 compared to \$100,000 incurred during the first six months of fiscal year 2009.

During the second quarter of fiscal years 2010 and 2009, we recognized income of approximately \$1,083,000 and \$184,000, respectively, from our equity investments in Big River and Patriot. During the first six months of fiscal years 2010 and 2009, we recognized income of approximately \$3,930,000 and a loss of \$77,000, respectively, from our equity investments in Big River and Patriot. Big River has a 92 million gallon plant which has been in operation since 2004. Big River opened an additional 100 million gallon plant during the second quarter of fiscal year 2009 and acquired a 50.5% ownership in a 100 million gallon plant in August 2009. Patriot completed construction of its 100 million gallon plant during the second quarter of fiscal year 2008.

Due to the inherent volatility of the crush spread, we cannot predict the likelihood of future operating results from Big River and Patriot being similar to fiscal year 2010 results.

We recognized losses of approximately \$1.9 million and \$0.2 million during the second quarter of fiscal years 2010 and 2009, respectively, related to forward starting interest rate swap agreements that One Earth and Levelland Hockley entered into during fiscal year 2007. We recognized a loss related to the swaps of approximately \$2.0 million during the first six months of fiscal year 2010 compared to \$0.7 million during the first six months of fiscal year 2009. Levelland Hockley's swap expired in April 2010 while One Earth's swaps will expire in July 2011 and July 2014. In general, declining interest rates have a negative effect on our interest rate swaps as our swaps fixed the interest rate of variable rate debt. Should interest rates continue to decline, we would expect to experience continued losses on the interest rate swaps. We would expect to incur gains on the interest rate swaps

should interest rates increase. We cannot predict the future movements in interest rates; thus, we are unable to predict the likelihood or amounts of future gains or losses related to interest rate swaps.

Our effective tax rate was 60.9% and 19.1% for the second quarter of fiscal years 2010 and 2009, respectively. Our effective tax rate for the first six months of fiscal year 2010 was 36.0% compared to 26.1% for the first six months of fiscal year 2009. Our effective tax rate increased, as the noncontrolling interests in the income or loss of consolidated subsidiaries is presented in the Consolidated Condensed Statements of Operations after the income tax provision or benefit. The noncontrolling interests in the income or loss of Levelland and One Earth were a higher proportion of pre-tax loss in fiscal year 2009 compared to the pre-tax income for fiscal year 2010. In addition, the provision for uncertain tax positions reduced the tax benefit recognized during fiscal year 2009.

As a result of the foregoing, income from continuing operations including noncontrolling interests was \$0.3 million for the second quarter of fiscal year 2010 versus a loss of \$0.9 million for the second quarter of fiscal year 2009. Income from continuing operations including noncontrolling interests was \$5.2 million for the first six months of fiscal year 2010 versus a loss of \$2.5 million for the first six months of fiscal year 2009.

During fiscal year 2009, we closed our remaining retail store and warehouse operations and reclassified all retail related results as discontinued operations. As a result of these closings and certain other retail store and real estate property closings from prior years, we had income from discontinued operations, net of tax, of approximately \$0.8 million in the second quarter of fiscal year 2010 compared to \$1.3 million in the second quarter of fiscal year 2009. We had income from discontinued operations, net of tax benefit, of approximately \$1.5 million for the first six months of fiscal year 2010 compared to \$0.7 million for the first six months of fiscal year 2009. The improvement in profitability in the current year six months results from the recognition of deferred income on our extended service plans and that there were no unprofitable retail operations in the current year since we exited the retail business during fiscal year 2009. Going forward, we expect current year results to be lower than historical results as our extended warranty policies continue to expire, thus reducing the related recognition of deferred income. Two properties classified as discontinued operations were sold during the first six months of fiscal year 2010, resulting in gains, net of taxes of \$19,000, compared to gains, net of tax of \$122,000 during the first six months of fiscal year 2009.

(Income) or loss related to noncontrolling interests was \$0.1 million and \$0.2 million during the second quarter of fiscal years 2010 and 2009, respectively, and \$(1.3) million and \$0.8 million for the six months ended July 31, 2010 and 2009, respectively, and represents the owners' (other than us) share of the income or loss of Levelland Hockley and One Earth.

As a result of the foregoing, net income attributable to REX common shareholders for the second quarter of fiscal year 2010 was \$1.2 million, an increase of \$0.4 million from \$0.8 million for the second quarter of fiscal year 2009. Net income attributable to REX common shareholders for the first six months of fiscal year 2010 was \$5.4 million, an increase of \$6.3 million from net loss of \$0.9 million for the first six months of fiscal year 2009.

Business Segment Results

During fiscal year 2009, we realigned our reportable business segments to be consistent with changes to our management structure and reporting. We have two segments: alternative energy and real estate. The real estate segment was formerly included in the retail segment. For former retail stores and warehouses closed which we have a retained interest in the related real estate, operations are currently presented in the real estate segment based upon when retail operations ceased. Historical results from retail store operations have been reclassified as discontinued operations for all periods presented.

The following sections discuss the results of operations for each of our business segments and corporate and other. As discussed in Note 17, our chief operating decision maker (as defined by ASC 280, "*Segment Reporting*") evaluates the operating performance of our business segments using a measure we call segment profit. Segment profit includes gains and losses on derivative financial instruments. Segment profit excludes income taxes, indirect interest expense, discontinued operations, indirect interest income and certain other items that are included in net income determined in accordance with accounting principles generally accepted in the United States of America. Management believes these are useful financial measures; however, they should not be construed as being more important than other comparable GAAP measures.

Items excluded from segment profit generally result from decisions made by corporate executives. Financing, divestiture and tax structure decisions are generally made by corporate executives. Excluding these items from our business segment performance measure enables us to evaluate business segment operating performance based upon current economic conditions.

The following table sets forth, for the periods indicated, sales and profits by segment (amounts in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Net sales and revenue:				
Alternative energy	\$ 64,801	\$ 16,810	\$ 135,823	\$ 30,927
Real estate	329	324	597	454
Total net sales and revenues	\$ 65,130	\$ 17,134	\$ 136,420	\$ 31,381
Segment gross profit (loss):				
Alternative energy	\$ 5,333	\$ 1,209	\$ 13,795	\$ 1,441
Real estate	(673)	(20)	(1,033)	88
Total gross profit	\$ 4,660	\$ 1,189	\$ 12,762	\$ 1,529
Segment profit (loss):				
Alternative energy	\$ 2,223	\$ (558)	\$ 10,705	\$ (2,354)
Real estate	(716)	(87)	(1,146)	(51)
Corporate expense	(746)	(464)	(1,450)	(937)
Interest expense	(47)	(52)	(149)	(253)
Investment income	79	73	207	181
Income (loss) from continuing operations before income taxes and noncontrolling interests	\$ 793	\$ (1,088)	\$ 8,167	\$ (3,414)

Alternative Energy

The alternative energy segment includes the consolidated financial statements of Levelland Hockley and One Earth, our equity method and debt investments in ethanol facilities, the income related to those investments and certain administrative expenses. One Earth began limited production operations late in the second quarter of fiscal year 2009 and became fully operational during the third quarter of fiscal year 2009. The following table summarizes sales from Levelland Hockley and One Earth by product group (amounts in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2010	2009	2010	2009
Ethanol	\$ 53,754	\$ 13,344	\$ 113,283	\$ 23,776
Dried distiller grains	9,259	1,580	18,517	3,160
Wet distiller grains	1,698	1,752	3,729	3,690
Other	90	134	294	301
Total	\$ 64,801	\$ 16,810	\$ 135,823	\$ 30,927

The following table summarizes certain operating data from Levelland Hockley and One Earth:

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2010	2009	2010	2009
Average selling price per gallon of ethanol	\$ 1.56	\$ 1.62	\$ 1.64	\$ 1.59
Average selling price per ton of dried distiller grains	\$ 113.47	\$ 159.00	\$ 116.50	\$ 160.00
Average selling price per ton of wet distiller grains	\$ 33.26	\$ 54.00	\$ 32.31	\$ 51.00
Average cost per bushel of grain	\$ 3.62	\$ 3.38	\$ 3.67	\$ 3.56
Average cost of natural gas (per mmbtu)	\$ 4.47	\$ 4.71	\$ 5.04	\$ 5.36

Segment Results – Second Quarter Fiscal Year 2010 Compared to Second Quarter Fiscal Year 2009

Net sales and revenue increased \$48.0 million to \$64.8 million primarily as a result of One Earth becoming fully operational during the third quarter of fiscal year 2009. The average selling price per gallon of ethanol declined slightly from the prior year level of \$1.62 to \$1.56 in the current year. Our sales were based upon 34.4 million gallons of ethanol in the current year compared to 8.2 million gallons of ethanol in the prior year. The average selling price per ton of dried distiller grains declined from the prior year level of \$159.00 to \$113.47 in the current year. Our sales were based upon 81,600 tons of dried distiller grains in the current year compared to 9,900 tons of dried distiller grains in the prior year. We expect that net sales and revenue in future periods will be based upon annual production of approximately 130 million to 140 million gallons of ethanol and approximately 300,000 tons to 330,000 tons of dried distiller grains per year. This expectation assumes that One Earth and Levelland will continue to operate at or near nameplate capacity, which is dependent upon the crush spread realized at each respective plant.

Gross profit from these sales was approximately \$5.3 million during the current year compared to \$1.2 million during the prior year. Gross profit improved primarily as a result of One Earth becoming fully operational subsequent to the second quarter of the prior year and the corresponding increase in production volume realized in fiscal year 2010. Given the inherent volatility in ethanol and grain prices, we cannot predict the trend of the spread between ethanol and grain prices in future periods compared to historical periods.

Selling, general and administrative expenses were approximately \$1.1 million in the current year, consistent with the prior year.

Interest expense increased \$0.5 million in the current year over the prior year to \$1.3 million, as we no longer capitalize interest on the One Earth credit facility subsequent to the commencement of operations at the plant. In addition, One Earth borrowed approximately \$49.0 million during fiscal year 2009 as it completed construction of its ethanol plant; the

resulting higher outstanding debt amount also contributed to the increase in interest expense. Based on current interest rates, we expect interest expense in future quarters to be consistent with the first and second quarters of fiscal year 2010 amounts based on current debt levels.

Income from equity method investments in Big River and Patriot increased from \$0.2 million in the prior year to \$1.1 million in the current year. We recognized \$0.6 million of income from Big River in the current year compared to \$0.1 million in the prior year. We recognized \$0.5 million of income from Patriot in the current year compared to \$0.1 million in the prior year. The improvement in Big River's and Patriot's profitability over the prior year levels is primarily a result of improved crush spreads. In addition, Big River benefitted from two of its plants being in operation during the current year which were not in operation during the prior year. Given the inherent volatility in the factors that affect the crush spread, we cannot predict the likelihood that the trend with respect to income from equity method investments will continue in future periods.

Losses on derivative financial instruments held by One Earth and Levelland were \$1.9 million in the current year compared to \$0.1 million in the prior year driven by declining interest rates. Since the gains or losses on these derivative financial instruments are primarily a function of the movement in interest rates, we cannot predict the likelihood that such gains or losses in future periods will be consistent with current year results.

As a result of the factors discussed above, segment profit increased to \$2.2 million in the current year compared to a loss of \$0.6 million in the prior year.

Segment Results – Six Months July 31, 2010 Compared to Six Months Ended July 31, 2009

Net sales and revenue in the current year increased \$104.9 million, compared to the prior year, to \$135.8 million primarily a result of One Earth becoming fully operational during the third quarter of fiscal year 2009. The average selling price per gallon of ethanol increased to \$1.64 in the current year from \$1.59 in the prior year. Our sales were based upon 68.9 million gallons of ethanol in the current year compared to 15.0 million gallons of ethanol in the prior year. The average selling price per ton of dried distiller grains declined from the prior year level of \$160.00 to \$116.50 in the current year. Our sales were based upon 159,000 tons of dried distiller grains in the current year compared to 20,600 tons of dried distiller grains in the prior year. We expect that net sales and revenue in future periods will be based upon annual production of approximately 130 million to 140 million gallons of ethanol and approximately 300,000 tons to 330,000 tons of dried distiller grains per year. This expectation assumes that One Earth and Levelland will continue to operate at or near nameplate capacity, which is dependent upon the crush spread realized at each respective plant.

Gross profit from these sales was approximately \$13.8 million during the current year compared to \$1.4 million during the prior year. Gross profit improved primarily as a result of One Earth becoming fully operational subsequent to the second quarter and the corresponding increase in production volume realized in fiscal year 2010. Given the inherent volatility in ethanol and grain prices, we cannot predict the likelihood that the spread between ethanol and

grain prices and the resulting gross profit in future periods will remain favorable or consistent compared to historical periods.

Selling, general and administrative expenses were approximately \$2.4 million in the current year, a \$0.7 million increase from \$1.7 million in the prior year. Incentive compensation was the primary reason for the increase as this expense was approximately \$0.6 million higher compared to the prior year, as profitability from this segment during the current year exceeded the prior year loss. In addition, depreciation expense was approximately \$0.2 million higher than the prior year, primarily related to One Earth commencing production operations subsequent to the first quarter of fiscal year 2009.

Interest expense increased \$1.2 million in the current year over the prior year to \$2.6 million, as we no longer capitalize interest on the One Earth credit facility subsequent to the commencement of operations at the plant. In addition, One Earth borrowed approximately \$49.0 million during fiscal year 2009 as it completed construction of its ethanol plant; the resulting higher outstanding debt amount also contributed to the increase in interest expense. Based on current interest rates, we expect interest expense in future quarters to be consistent with the first six months of fiscal year 2010 based on current debt levels.

Income from equity method investments in Big River and Patriot increased from a loss of \$0.1 million in the prior year to \$3.9 million of income in the current year. We recognized \$1.9 million of income from Big River in the current year compared to \$0.2 million in the prior year. We recognized \$2.0 million of income from Patriot in the current year compared to a loss of \$0.3 million in the prior year. The improvement in Big River's and Patriot's profitability over the prior year levels is primarily a result of improved crush spreads. In addition, Big River benefitted from two of its plants being in operation during the current year which were not in operation during the prior year. Given the inherent volatility in the factors that affect the crush spread, we cannot predict the likelihood that the trend with respect to income from equity method investments will continue in future periods.

Losses on derivative financial instruments held by One Earth and Levelland were \$2.0 million in the current year compared to \$0.7 million in the prior year. Since the gains or losses on these derivative financial instruments are primarily a function of the movement in interest rates, we cannot predict the likelihood that such gains or losses in future periods will be consistent with current year results.

As a result of the factors discussed above, segment profit increased to \$10.7 million in the current year compared to a loss of \$2.4 million in the prior year.

Real Estate

The real estate segment includes all owned and sub-leased real estate including those previously used as retail store and distribution center operations, our real estate sales and leasing activities and certain administrative expenses. It excludes results from discontinued operations.

At July 31, 2010, we have lease or sub-lease agreements, as landlord, for all or parts of 12 former retail stores (136,000 square feet leased and 32,000 square feet vacant). We own 11 of these

properties and are the tenant/sub landlord for one of the properties. We have 26 owned former retail stores (322,000 square feet), and one former distribution center (180,000 square feet), that are vacant at July 31, 2010. We are marketing these vacant properties for lease or sale. In addition, one former distribution center is partially leased (156,000 square feet), partially occupied by our corporate office personnel (10,000 square feet) and partially vacant (300,000 square feet).

Segment Results – Second Quarter Fiscal Year 2010 Compared to Second Quarter Fiscal Year 2009

Net sales and revenue of \$329,000 were consistent with the prior year amount of \$324,000. We expect lease revenue for the remainder of fiscal year 2010 to be consistent with the first six months of fiscal year 2010 based upon leases currently executed.

Gross loss in the current year was \$673,000 compared to \$20,000 in the prior year. The increase in gross loss compared to the prior year is primarily a result of impairment charges of approximately \$440,000 related to two locations. Expenses associated with vacant properties, which were being used in our retail segment during the first quarter of fiscal year 2009 also contributed to the increase in gross loss. We expect gross loss for the remainder of fiscal year 2010 to be consistent with the first quarter of fiscal year 2010 based upon leases currently executed. If we are successful in our marketing efforts related to vacant properties, we would expect gross profit (loss) to improve over the first six months of fiscal year 2010 results.

As a result of the factors discussed above, segment loss increased to \$716,000 in the current year from \$87,000 in the prior year.

Segment Results – Six Months July 31, 2010 Compared to Six Months Ended July 31, 2009

Net sales and revenue increased in the current year to \$597,000 from \$454,000 in the prior year. This increase is primarily the result of a lease we entered into for a portion of one of our distribution centers which began during the fourth quarter of fiscal year 2009. We expect lease revenue for the remainder of fiscal year 2010 to be consistent with the first six months of fiscal year 2010 based upon leases currently executed.

Gross loss in the current year was \$1.0 million compared to gross profit of \$0.1 million in the prior year. Gross profit declined compared to the prior year as a result of expenses associated with vacant properties and impairment charges. A majority of the vacant properties were being used in our retail segment during the first quarter of fiscal year 2009. Impairment charges were \$440,000 in fiscal year 2010 and related to two properties. We expect gross loss for the remainder of fiscal year 2010 to be consistent with the first quarter of fiscal year 2010 based upon leases currently executed. If we are successful in our marketing efforts related to vacant properties, we would expect gross profit (loss) to improve over the first six months of fiscal year 2010 results.

As a result of the factors discussed above, segment loss increased to \$1,146,000 in the current year 2010 from \$51,000 in the prior year.

Corporate and Other

Corporate and other includes certain administrative expenses of the corporate headquarters, interest expense and investment income not directly allocated to the alternative energy or real estate segments.

Corporate and Other Results – Second Quarter Fiscal Year 2010 Compared to Second Quarter Fiscal Year 2009

Selling, general and administrative expenses were \$0.7 million in the current year compared to \$0.5 million in the prior year. Professional fees and insurance were the categories primarily responsible for the increase in expenses. We expect selling, general and administrative expenses for the remainder of fiscal year 2010 to be consistent with the first six months of fiscal year 2010 results.

Interest income and interest expense were consistent with the prior year amounts.

Corporate and Other Results – Six Months Ended July 31, 2010 Compared to Six Months Ended July 31, 2009

Selling, general and administrative expenses were \$1.5 million in the current year compared to \$0.9 million in the prior year. Professional fees and insurance were the categories primarily responsible for the increase in expenses. We expect selling, general and administrative expenses for the remainder of fiscal year 2010 to be consistent with the first six months of fiscal year 2010 results.

Interest income and interest expense were consistent with the prior year amounts.

Liquidity and Capital Resources

Net cash provided by operating activities was approximately \$16.0 million for the first six months of fiscal year 2010, compared to cash used of \$3.8 million for the first six months of fiscal year 2009. For the first six months of fiscal year 2010, cash was provided by net income of \$6.7 million, adjusted for non-cash items of \$1.5 million, which consisted of depreciation and amortization, income from equity method investments, deferred income, losses on derivative financial instruments, the deferred income tax provision and other items. Dividends received from our equity method investees were \$0.8 million in the first six months of fiscal year 2010. In addition, prepaid expense and other current and long term assets provided cash of \$7.4 million, primarily a result of federal tax refunds received. Accounts receivable and inventory provided cash of \$0.2 million and \$2.3 million, respectively, a result of normal variations in production and sales levels. The primary use of cash was a decrease in other liabilities of \$2.2 million which is the result of paying certain real estate taxes and a decrease in accounts payable of \$0.9 million which is a result of the timing of vendor payments and inventory receipts.

Net cash used in operating activities was approximately \$3.8 million for the first six months of fiscal year 2009. For the first six months of fiscal year 2009, cash was used by net loss of \$1.7 million, net non-cash items of \$7.9 million, which primarily consisted of deferred income and the deferred income tax provision, partially offset by depreciation and amortization, loss from equity method

investments, gains on derivative financial instruments and other items. In addition, inventory and accounts receivable provided cash of \$16.5 million and \$2.1 million, respectively, primarily a result of the wind down of our retail business. The primary use of cash was a decrease in accounts payable of \$12.3 million as we finalized several outstanding retail vendor accounts associated with the wind down of our retail business. Other liabilities decreased \$1.0 million as we paid certain payroll and other accrued expenses, such as restructuring reserves, in connection with the wind down of our retail business.

At July 31, 2010, working capital was \$84.9 million compared to \$101.2 million at January 31, 2010. This decrease is primarily a result of repayments of long term debt and our purchase of a minority interest in NuGen. The ratio of current assets to current liabilities was 3.4 to 1 at July 31, 2010 and 3.6 to 1 at January 31, 2010.

Cash of \$7.2 million was used in investing activities for the first six months of fiscal year 2010, compared to \$32.0 million of cash used during the first six months of fiscal year 2009. We acquired a 48% interest in NuGen during the second quarter of fiscal year 2010, which used \$9.2 million of cash. During the first six months of fiscal year 2010, we had capital expenditures of approximately \$0.9 million, primarily related to improvements at the Levelland Hockley ethanol plant and certain real estate properties. We received approximately \$0.9 million from Patriot as repayments on their promissory note and received \$1.5 million from proceeds of sales of real estate and property and equipment.

Cash of \$32.0 million was used in investing activities for the first six months of fiscal year 2009. During the first six months of fiscal year 2009, we received proceeds of \$1.0 million from the sale of real estate and property and equipment. We had capital expenditures of approximately \$31.9 million during the first six months of fiscal year 2009, primarily related to construction at the One Earth ethanol plant. We deposited approximately \$1.0 million into a restricted account as collateral for a letter of credit on behalf of Levelland Hockley to secure grain purchasing.

Cash used in financing activities totaled approximately \$19.6 million for the first six months of fiscal year 2010 compared to cash provided of \$27.9 million for the first six months of fiscal year 2009. Cash was used by debt payments of \$17.7 million, primarily on Levelland Hockley's and One Earth's term loans. Stock option activity generated cash of \$1.4 million. In addition, cash of \$3.3 million was used to repurchase approximately 187,000 shares of our common stock.

As of July 31, 2010, we had approximately 293,000 authorized shares remaining available for purchase under the stock buy-back program.

Cash provided by financing activities totaled approximately \$27.9 million for the first six months of fiscal year 2009. Cash of approximately \$10.8 million was used to repay debt and capital lease obligations. Cash was provided by debt borrowings of \$41.2 million on One Earth's construction loan and stock option activity of \$0.8 million. Cash of approximately \$2.5 million was also used to acquire 281,000 shares of our common stock.

One Earth will be constructing additional grain storage silos at its ethanol plant, expected to cost approximately \$5 million.

We expect that our primary sources of cash for the remainder of the year will be cash generated by operations and cash and cash equivalents on hand. We expect that our ethanol plants' uses of cash for the remainder of the year will include repayments of debt and related interest, capital expenditures and to fund working capital requirements. We plan to seek and evaluate various investment opportunities at the parent company level. We can make no assurances that we will be successful in our efforts to find such opportunities.

We believe we have sufficient working capital and credit availability to fund our commitments and to maintain our operations at their current levels for the next twelve months and foreseeable future.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations or liquidity.

Forward-Looking Statements

This Form 10-Q contains or may contain forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Such statements can be identified by use of forward-looking terminology such as "may," "expect," "believe," "estimate," "anticipate" or "continue" or the negative thereof or other variations thereon or comparable terminology. Readers are cautioned that there are risks and uncertainties that could cause actual events or results to differ materially from those referred to in such forward-looking statements. These risks and uncertainties include the risk factors set forth from time to time in the Company's filings with the Securities and Exchange Commission and include among other things: the impact of legislative changes, the price volatility and availability of corn, sorghum, distiller grains, ethanol, gasoline and natural gas, ethanol plants operating efficiently and according to forecasts and projections, changes in the national or regional economies, weather, the effects of terrorism or acts of war and changes in real estate market conditions. The Company does not intend to update publicly any forward-looking statements except as required by law. Other factors that could cause actual results to differ materially from those in the forward-looking statements are set forth in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2010 (File No. 001-09097).

Item 3. Quantitative and Qualitative Disclosures About Market Risk

No material changes since January 31, 2010.

Item 4. Controls and Procedures

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures, as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit 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 and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

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

PART II. OTHER INFORMATION

Item 1A. Risk Factors

During the quarter ended July 31, 2010, there have been no material changes to the risk factors discussed in our Annual Report on Form 10-K for the year ended January 31, 2010.

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

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
May 1-31, 2010	—	\$ —	—	480,701
June 1-30, 2010	147,796	17.95	147,796	332,905
July 1-31, 2010	39,474	15.92	39,474	293,431
Total	187,270	\$ 17.52	187,270	293,431

(1) On December 1, 2009, our Board of Directors increased our share repurchase authorization by an additional 500,000. At July 31, 2010, a total of 293,431 shares remained available to purchase under this authorization.

Item 6. Exhibits.

The following exhibits are filed with this report:

- 3(a) Certificate of Incorporation, as amended
- 4(a) Eighth Amendment to Construction and Term Loan Agreement dated as of September 1, 2010 among Levelland Hockley County Ethanol, LLC, the Lenders party thereto, and GE Business Financial Services Inc., as Administrative Agent.
- 31 Rule 13a-14(a)/15d-14(a) Certifications
- 32 Section 1350 Certifications

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.

REX AMERICAN RESOURCES CORPORATION
Registrant

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stuart A. Rose</u> (Stuart A. Rose)	Chairman of the Board (Chief Executive Officer)	September 9, 2010
<u>/s/ Douglas L. Bruggeman</u> (Douglas L. Bruggeman)	Vice President, Finance and Treasurer (Chief Financial Officer)	September 9, 2010

CERTIFICATE OF INCORPORATION

OF

REX AMERICAN RESOURCES CORPORATION

1. The name of the corporation is:

REX American Resources Corporation

2. The address of its registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is Forty-Five Million (45,000,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to Four Hundred Fifty Thousand Dollars (\$450,000)

The number of authorized shares of any class or classes of stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

5. The name and mailing address of each incorporator is as follows:

NAME	MAILING ADDRESS
D. A. Hampton	100 West Tenth Street Wilmington, Delaware 19801
S. M. Chapman	100 West Tenth Street Wilmington, Delaware 19801
S. K. Zimmerman	100 West Tenth Street Wilmington, Delaware 19801

6. The Corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-Laws of the Corporation.

8. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as

the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. To the fullest extent now or hereafter permitted by the Delaware General Corporation Law, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director.

Notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of sixty-six and two-thirds percent or more of the voting power of all shares of the Corporation then outstanding and entitled to vote thereon, voting together as a single class, shall be required to amend or repeal, or adopt any provision inconsistent with, this Section 10.

As Amended through June 9, 2010

EIGHTH AMENDMENT TO CONSTRUCTION AND TERM
LOAN AGREEMENT

THIS EIGHTH AMENDMENT TO CONSTRUCTION AND TERM LOAN AGREEMENT (this "Amendment"), dated as of September 1, 2010, is executed by and among LEVELLAND/HOCKLEY COUNTY ETHANOL, LLC, a Texas limited liability company (the "Borrower"), each of the Lenders or other lending institutions which is a signatory hereto or any successor or assignee thereof, and GE BUSINESS FINANCIAL SERVICES INC. (in its capacity as administrative agent for the Lenders, together with its successors in such capacity, the "Administrative Agent").

R E C I T A L S:

A. The Borrower, the Lenders, and the Administrative Agent are parties to that certain Construction and Term Loan Agreement, dated as of September 27, 2006, as amended by (a) that certain First Amendment to Construction and Term Loan Agreement and other Loan Documents dated as of August 10, 2007, (b) that certain Second Amendment to Construction and Term Loan Agreement dated as of February 15, 2008, (c) that certain Third Amendment to Construction and Term Loan Agreement dated as of February 19, 2008, (d) that certain Fourth Amendment to Construction and Term Loan Agreement dated as of May 31, 2008, (e) that certain Fifth Amendment to Construction and Term Loan Agreement dated as of May 31, 2008, (f) that certain Sixth Amendment to Construction and Term Loan Agreement dated as of January 29, 2009, and (g) that certain Seventh Amendment to Construction and Term Loan Agreement dated as of September 4, 2009 (as has been and may be amended, modified, supplemented or restated from time to time, the "Loan Agreement").

B. The Borrower, the Administrative Agent and the Required Lenders desire to amend the Loan Agreement and agree to the other matters as described herein, subject to the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows intending to be legally bound:

ARTICLE I

Definitions

Section 1.1 Definitions. Capitalized terms used in this Amendment, to the extent not otherwise defined herein, shall have the same meanings as in the Loan Agreement, as amended hereby.

ARTICLE II

Amendments and Agreements

Section 2.1 New Definition. Section 1.1 of the Loan Agreement is amended by adding thereto, in alphabetical order, a new definition reading as follows:

“Trigger Date” means the later of (i) January 31, 2011, and (ii) the earlier of (x) the date on which the New FEL Subordinated Debt terminates or matures (whether at stated maturity, by acceleration or otherwise) and (y) December 31, 2011. FEL shall have the right, but not the obligation, upon 15 days’ prior written notice to the Administrative Agent, to extend the maturity date of the New FEL Subordinated Debt through and including December 31, 2011, without the requirement to obtain any further consents or approvals from the Administrative Agent or the Lenders.

Section 2.2 Amendment to Definition of New FEL Subordinated Debt. The definition of “New FEL Subordinated Debt” is amended and restated to read as follows:

“New FEL Subordinated Debt” means the \$4,000,000 of revolving line of credit, inclusive within such amount the amounts of any letters of credit drawn upon or obtained by or through FEL for the benefit of Borrower all pursuant to the New FEL Loan Agreement.

Section 2.3 Amendment to “Calculation Start Date” Definition. The definition of “Calculation Start Date” found in Section 1.1 of the Loan Agreement is amended and restated in its entirety to read as follows:

“Calculation Start Date” means October 1, 2010.

Section 2.4 EBITDAR Coverage Ratio. The first sentence of Section 6.10(a) of the Loan Agreement is amended and restated in its entirety to read as follows:

Borrower’s EBITDAR Coverage Ratio shall at all times between the Calculation Start Date and the Trigger Date be equal or exceed 1.20 to 1.0 and shall at all times after the Trigger Date equal or exceed 1.40 to 1.0. For clarity and avoidance of doubt, prior to the end of Borrower’s third quarter in fiscal year 2011, the foregoing ratio will be “annualized,” which means for the fourth quarter of fiscal year 2010, the applicable financial information for such quarter times four; for the first quarter of fiscal year 2011, the applicable financial information for such quarter and for the prior quarter times two; and for the second quarter of fiscal year 2011, the applicable financial information for such quarter and the two prior quarters times 1.33.

Section 2.5 Leverage Ratio. Section 6.10(b) of the Loan Agreement is hereby amended and restated in its entirety to read as follows:

“(b) Leverage Ratio. Beginning October 1, 2010, and at all times thereafter, Borrower’s Leverage Ratio shall be equal to or less than the ratio set forth below that corresponds to the applicable period of the calculation:

Period of Calculation:	Ratio:
October 1, 2010 through and including the Trigger Date	4.0 to 1.00
January 1, 2012 through and including December 31, 2012	2.17 to 1.00
January 1, 2013 and thereafter	1.82 to 1.00

Notwithstanding the foregoing, if the Trigger Date occurs before December 31, 2011, Borrower's Leverage Ratio reverts automatically to 2.54 to 1.00 for the period from January 1, 2011 through December 31, 2011.

For clarity and avoidance of doubt, prior to the end of Borrower's third quarter in fiscal year 2011, the foregoing ratio will be "annualized," which means for the fourth quarter of fiscal year 2010, the applicable financial information for such quarter times four; for the first quarter of fiscal year 2011, the applicable financial information for such quarter and for the prior quarter times two; and for the second quarter of fiscal year 2011, the applicable financial information for such quarter and the two prior quarters times 1.33.

Section 2.6 Additional Event of Default. Section 9.1(f) of the Loan Agreement is hereby amended and restated in its entirety to read as follows:

(f) New FEL Subordinated Debt. New FEL Subordinated Debt shall have terminated, matured (whether at stated maturity, by acceleration or otherwise) or otherwise not be available for Borrower to obtain advances thereunder before January 31, 2011.

Section 2.7 Waiver of Certain Financial Covenant Defaults. Administrative Agent and Lenders hereby waive any Default by Borrower occasioned by Borrower's failure to meet the EBITDAR Coverage Ratio and the Leverage Ratio prior to the Calculation Start Date.

Section 2.8 Amendment Fee. In consideration of the execution of this Amendment and the waiver provided for in Section 2.7 hereof, Borrower irrevocably and unconditionally agrees to pay to Administrative Agent, for the benefit of the Lenders, a fee in the amount of \$20,000.00, such fee being due and payable as follows:

- (a) \$1,600 per month on the first day of each month, beginning October 1, 2010, for 10 consecutive months; and
- (b) \$4,000 being payable on August 1, 2011,

plus in each case if payment is late, interest on the unpaid amount of such fee shall accrue and be payable on demand at the Interest Rate from the date of this Amendment until paid.

Section 2.9 Expenses. Without limiting anything contained in the Loan Documents, Borrower acknowledges and agrees that Borrower shall pay, as a condition to this Amendment, all reasonable third-party costs and expenses of Administrative Agent and the Lenders, including

without limitation reasonable attorneys' fees, in connection with preparing, negotiating, and executing this Amendment.

ARTICLE III

Conditions Precedent

Section 3.1 Condition. The effectiveness of this Amendment is subject to the satisfaction of the following conditions precedent:

(a) Amendment; Amendment Fee; Expenses. The Administrative Agent shall have received this Amendment executed by the Borrower, the Administrative Agent and the Required Lenders, and Administrative Agent shall have received payment of the fees and expenses provided for in Sections 2.8 and 2.9 above.

(b) Default. Upon giving effect to this Amendment, no Default shall have occurred and be continuing.

(c) Representations and Warranties. All of the representations and warranties contained in Article IV of the Loan Agreement and in the other Loan Documents shall be true and correct on and as of the date of this Amendment with the same force and effect as if such representations and warranties had been made on and as of such date, except to the extent such representations and warranties speak to a specific date.

ARTICLE IV

No Waiver

Nothing contained herein shall be construed as a consent by the Administrative Agent and the Lenders to any breach of any covenant or provision of the Loan Agreement, the other Loan Documents, this Amendment, or of any other contract or instrument among Borrower, the Administrative Agent and the Lenders, and the failure of the Administrative Agent or any Lender at any time or times hereafter to require strict compliance by Borrower of any provision thereof shall not waive, affect or diminish any right of the Administrative Agent and the Lenders to thereafter demand strict compliance therewith. Nothing contained in this Amendment shall be deemed or construed to waive any condition, obligation, Default, or Event of Default except to the extent expressly waived herein. The Administrative Agent and the Lenders hereby reserve all rights granted under the Loan Agreement and the other Loan Documents (in each case as amended by this Amendment), and this Amendment and any other contract or instrument among Borrower, the Administrative Agent and any of the Lenders.

ARTICLE V

Ratifications, Representations and Warranties

Section 5.1 Ratifications. The terms and provisions set forth in this Amendment shall modify and supersede all inconsistent terms and provisions set forth in the Loan Agreement and the other Loan Documents and except as expressly modified and superseded by this Amendment,

the terms and provisions of the Loan Agreement and the other Loan Documents are ratified and confirmed and shall continue in full force and effect. The Borrower, the Administrative Agent and the Lenders agree that the Loan Agreement as amended hereby shall continue to be legal, valid, binding and enforceable in accordance with its terms, except as enforceability may be limited by bankruptcy and other similar laws affecting the rights of creditors generally.

Section 5.2 Representations and Warranties. The Borrower hereby represents and warrants to the Administrative Agent and the Lenders that (i) the execution, delivery and performance of this Amendment and any and all other Loan Documents executed or delivered in connection herewith have been authorized by all requisite action on the part of the Borrower and will not violate the articles of organization, operating agreement or regulations or other organizational documents of the Borrower, (ii) the representations and warranties contained in the Loan Agreement, as such Loan Agreement is amended hereby, and any other Loan Document are true and correct on and as of the date hereof as though made on and as of the date hereof except for those that relate solely to a specific date or have changed as a result of transactions permitted by the Loan Agreement, (iii) after giving effect to this Amendment, no Default has occurred and is continuing, and (iv) after giving effect to this Amendment, the Borrower is in full compliance with all material covenants and agreements contained in the Loan Agreement as amended hereby.

ARTICLE VI

Miscellaneous

Section 6.1 Survival of Representations and Warranties. All representations and warranties made in this Amendment or any other Loan Document (as amended by this Amendment), including any Loan Document furnished in connection with this Amendment, shall survive the execution and delivery of this Amendment and such other Loan Documents, and no investigation by the Administrative Agent or any Lender shall affect the representations and warranties or the right of the Administrative Agent or any Lender to rely upon them.

Section 6.2 Severability. Any provision of this Amendment held by a court of competent jurisdiction to be invalid or unenforceable shall not impair or invalidate the remainder of this Amendment and the effect thereof shall be confined to the provision so held to be invalid or unenforceable.

Section 6.3 **GOVERNING LAW**. **THIS LOAN AGREEMENT, THE NOTE AND, UNLESS OTHERWISE EXPRESSLY PROVIDED THEREIN, EACH OF THE OTHER LOAN DOCUMENTS, SHALL BE GOVERNED IN ALL RESPECTS BY THE LAWS OF THE STATE OF ILLINOIS, NOT INCLUDING ITS CONFLICT OF LAW PROVISIONS; PROVIDED THAT THE LAWS OF THE STATE WHERE REAL PROPERTY COLLATERAL IS LOCATED SHALL GOVERN WITH RESPECT TO THE CREATION, PERFECTION AND ENFORCEMENT OF RIGHTS, SECURITY INTERESTS, REMEDIES AND LIENS AGAINST THE REAL PROPERTY COLLATERAL.**

Section 6.4 Successors and Assigns. This Amendment is binding upon and shall inure to the benefit of the Administrative Agent, the Lenders and the Borrower and their respective successors and assigns, except the Borrower may not assign or transfer its rights or obligations hereunder without the prior written consent of the Administrative Agent and the Lenders.

Section 6.5 Counterparts. This Amendment may be executed in one or more counterparts, each of which when so executed shall be deemed to be an original, but all of which when taken together shall constitute one and the same instrument. Facsimiles of signatures shall be binding and effective as originals.

Section 6.6 Effect of Waiver. No consent or waiver, express or implied, by the Administrative Agent or any Lender to or for any breach of or deviation from any covenant, condition or duty by the Borrower shall be deemed a consent or waiver to or of any other breach of the same or any other covenant, condition or duty.

Section 6.7 Headings. The headings, captions, and arrangements used in this Amendment are for convenience only and shall not affect the interpretation of this Amendment.

Section 6.8 ENTIRE AGREEMENT. THIS AMENDMENT, THE LOAN AGREEMENT AND THE OTHER LOAN DOCUMENTS EMBODY THE FINAL, ENTIRE AGREEMENT BETWEEN THE PARTIES HERETO RELATING TO THIS AMENDMENT AND SUPERSEDE ANY AND ALL PRIOR AND CONTEMPORANEOUS COMMITMENTS, AGREEMENTS, REPRESENTATIONS AND UNDERSTANDINGS, WHETHER WRITTEN OR ORAL, RELATING TO THIS AMENDMENT, AND MAY NOT BE CONTRADICTED OR VARIED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENTS OR DISCUSSIONS OF THE PARTIES HERETO. THERE ARE NO ORAL AGREEMENTS BETWEEN THE PARTIES HERETO.

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[Signature Pages Follow]

IN WITNESS WHEREOF, this Amendment is executed as of the date first set forth above.

BORROWER:

LEVELLAND/HOCKLEY COUNTY ETHANOL, LLC

By:

Name:

Title:

ADMINISTRATIVE AGENT AND LENDER:

GE BUSINESS FINANCIAL SERVICES, INC.,
as Administrative Agent and as a Lender

By: _____

Name:

Title:

OTHER LENDERS:

STATE BANK OF TEXAS,
as a Lender

By: _____

Name:
Title:

PALM DESERT NATIONAL BANK,
as a Lender

By:

Name:
Title:

COMMUNITY FIRST BANK,
as a Lender

By: _____

Name:
Title:

MIDWEST BANK OF WESTERN ILLINOIS,
as a Lender

By: _____

Name:
Title:

TEXAS CITIZENS BANK N.A.,
as a Lender

By: _____

Name:
Title:

INTERSTATE BANK, SSB,
as a Lender

By: _____

Name:
Title:

CERTIFICATIONS

I, Stuart A. Rose, certify that:

1. I have reviewed this quarterly report on Form 10-Q of REX American Resources Corporation;
 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 Rule 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
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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.

Date: September 9, 2010

/s/ Stuart A. Rose
Stuart A. Rose
*Chairman of the Board and
Chief Executive Officer*

CERTIFICATIONS

I, Douglas L. Bruggeman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of REX American Resources Corporation;
 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 Rule 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
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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.

Date: September 9, 2010

/s/ Douglas L. Bruggeman
Douglas L. Bruggeman
*Vice President, Finance, Treasurer and
Chief Financial Officer*

REX American Resources Corporation
CERTIFICATION PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

The undersigned officers of REX American Resources Corporation (the "Company") hereby certify, to their knowledge, that the Company's Quarterly Report on Form 10-Q for the period ended July 31, 2010 which this certificate accompanies, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained therein fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Stuart A. Rose
Stuart A. Rose
*Chairman of the Board and
Chief Executive Officer*

/s/ Douglas L. Bruggeman
Douglas L. Bruggeman
*Vice President, Finance, Treasurer and
Chief Financial Officer*

Dated: September 9, 2010
