



**RE: Headwaters Incorporated**  
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**NYSE: HW**

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FOR FURTHER INFORMATION

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**FOR IMMEDIATE RELEASE:**  
**November 29, 2010**

**HEADWATERS INCORPORATED ANNOUNCES  
REPURCHASE OF \$10.0 MILLION OF ITS 16% CONVERTIBLE  
SENIOR SUBORDINATED NOTES**

**SOUTH JORDAN, UTAH, November 29, 2010 (NYSE: HW)**  
**HEADWATERS INCORPORATED**, a diversified building products company dedicated to improving sustainability by transforming underutilized resources into valuable products, today announced it has repurchased and canceled approximately \$10.0 million in aggregate principal amount of its 16% Convertible Senior Subordinated Notes due 2016 for consideration of approximately \$12.5 million, including accrued interest through the purchase date of approximately \$0.8 million pursuant to privately negotiated agreements with an existing note holder and an open market transaction. After the closing of the note purchase, Headwaters will have approximately \$9.2 million aggregate principal amount of the 16% Notes remaining.

Kirk A. Benson, Chairman and CEO of Headwaters, commented, "We continue to strengthen our balance sheet. With this recent repurchase, Headwaters has retired approximately \$39.0 million of its 16% Convertible Senior Subordinated Notes. The debt repayment will reduce cash interest expense by approximately \$1.6 million annually, and reduces the amount of debt that could be put to us in 2012. The Company's cash on hand after the repurchase is approximately \$62.0 million."

## ***About Headwaters Incorporated***

*Headwaters Incorporated's vision is to improve sustainability by transforming underutilized resources into valuable products. Headwaters is a diversified growth company providing products, technologies and services to the heavy construction materials, light building products, and energy technology industries. Through its coal combustion products, building products, and energy businesses, the Company earns a revenue stream that helps to provide the capital to fund growth of existing and new business opportunities.*

## ***Forward Looking Statements***

*Certain statements contained in this press release are forward-looking statements within the meaning of federal securities laws and Headwaters intends that such forward-looking statements be subject to the safe-harbor created thereby. Forward-looking statements include Headwaters' expectations as to the managing and marketing of coal combustion products, the production and marketing of building materials and products, the production and marketing of cleaned coal, the licensing of resid hydrocracking technology and catalyst sales to oil refineries, the availability of refined coal tax credits, the development, commercialization, and financing of new technologies and other strategic business opportunities and acquisitions, and other information about Headwaters. Such statements that are not purely historical by nature, including those statements regarding Headwaters' future business plans, the operation of facilities, the availability of feedstocks, and the marketability of the coal combustion products, building products, cleaned coal, catalysts, and the availability of tax credits, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and our future results that are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Actual results may vary materially from such expectations. Words such as "may," "should," "intends," "plans," "expects," "anticipates," "targets," "goals," "projects," "believes," "seeks," "estimates," "forecasts," or variations of such words and similar expressions, or the negative of such terms, may help identify such forward-looking statements. Any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances, are forward-looking. In addition to matters affecting the coal combustion products, building products, and energy industries or the economy generally, factors that could cause actual results to differ from expectations stated in forward-looking statements include, among others, the factors described in the caption entitled "Risk Factors" in Item 1A in Headwaters' Annual Report on Form 10-K for the fiscal year ended September 30, 2010, Quarterly Reports on Form 10-Q, and other periodic filings and prospectuses.*

*Although Headwaters believes that its expectations are based on reasonable assumptions within the bounds of its knowledge of its business and operations, there can be no assurance that our results of operations will not be adversely affected by such factors. Unless legally required, we undertake no obligation to revise or update any forward-looking statements for any reason. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Our internet address is [www.headwaters.com](http://www.headwaters.com). There we make available, free of charge, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our reports can be accessed through the investor relations section of our web site.*

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