

TEREX CORP  
Form 10-Q  
July 26, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2013

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

Commission file number 1-10702

Terex Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

34-1531521  
(IRS Employer Identification No.)

200 Nyala Farm Road, Westport, Connecticut 06880  
(Address of principal executive offices)

(203) 222-7170  
(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, 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 filed and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES

NO

Number of outstanding shares of common stock: 111.3 million as of July 24, 2013.

The Exhibit Index begins on page 60.

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## INDEX

## TEREX CORPORATION AND SUBSIDIARIES

## GENERAL

This Quarterly Report on Form 10-Q filed by Terex Corporation generally speaks as of June 30, 2013 unless specifically noted otherwise, and includes financial information with respect to the subsidiaries of the Company listed below (all of which are 100%-owned) which were guarantors on June 30, 2013 (the “Guarantors”) of the Company’s 4% Convertible Senior Subordinated Notes due 2015 (the “4% Convertible Notes”), its 6% Senior Notes Due 2021 (the “6% Notes”) and its 6-1/2% Senior Notes Due 2020 (the “6-1/2% Notes”). See Note O – “Consolidating Financial Statements” to the Company’s June 30, 2013 Condensed Consolidated Financial Statements included in this Quarterly Report. Unless otherwise indicated, Terex Corporation, together with its consolidated subsidiaries, is hereinafter referred to as “Terex,” the “Registrant,” “us,” “we,” “our” or the “Company.”

## Guarantor Information

Guarantor	State or other jurisdiction of incorporation or organization	I.R.S. employer identification number
A.S.V., Inc.	Minnesota	41-1459569
CMI Terex Corporation	Oklahoma	73-0519810
Fantuzzi Noell USA, Inc.	Illinois	36-3865231
Genie Financial Services, Inc.	Washington	91-1712115
Genie Holdings, Inc.	Washington	91-1666966
Genie Industries, Inc.	Washington	91-0815489
Genie International, Inc.	Washington	91-1975116
GFS National, Inc.	Washington	91-1959375
Loeering Mfg. Inc.	North Dakota	45-0310755
Powerscreen Holdings USA Inc.	Delaware	61-1265609
Powerscreen International LLC	Delaware	61-1340898
Powerscreen North America Inc.	Delaware	61-1340891
Powerscreen USA, LLC	Kentucky	31-1515625
Schaeff Incorporated	Iowa	42-1097891
Schaeff of North America, Inc.	Delaware	75-2852436
Terex Advance Mixer, Inc.	Delaware	06-1444818
Terex Aerials, Inc.	Wisconsin	39-1028686
Terex Financial Services, Inc.	Delaware	45-0497096
Terex South Dakota, Inc.	South Dakota	41-1603748
Terex USA, LLC	Delaware	75-3262430
Terex Utilities, Inc.	Oregon	93-0557703
Terex Washington, Inc.	Washington	91-1499412

## Forward-Looking Information

Certain information in this Quarterly Report includes forward-looking statements regarding future events or our future financial performance that involve certain contingencies and uncertainties, including those discussed below in the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Contingencies and Uncertainties.” In addition, when included in this Quarterly Report or in documents incorporated herein by reference, the words “may,” “expects,” “should,” “intends,” “anticipates,” “believes,” “plans,” “projects,” “estimates” and other similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean that the statement is not forward-looking. We have based these forward-looking statements on current expectations and projections about future events. These statements are not guarantees of future performance. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Such risks and uncertainties, many of which are beyond our control, include, among others:

- our business is cyclical and weak general economic conditions affect the sales of our products and financial results;
- our ability to successfully integrate acquired businesses, including Terex Material Handling & Port Solutions AG;
- the need to comply with restrictive covenants contained in our debt agreements;
- our ability to generate sufficient cash flow to service our debt obligations and operate our business;
- our ability to access the capital markets to raise funds and provide liquidity;
- our business is sensitive to government spending;
  - our business is very competitive and is affected by our cost structure, pricing, product initiatives and other actions taken by competitors;
- our ability to timely manufacture and deliver products to customers;
- our retention of key management personnel;
- the financial condition of suppliers and customers, and their continued access to capital;
- our providing financing and credit support for some of our customers;
- we may experience losses in excess of recorded reserves;
- the carrying value of our goodwill and other indefinite-lived intangible assets could become impaired;
- our ability to obtain parts and components from suppliers on a timely basis at competitive prices;
- our business is global and subject to changes in exchange rates between currencies, regional economic conditions and trade restrictions;
- our operations are subject to a number of potential risks that arise from operating a multinational business, including
  - compliance with changing regulatory environments, the Foreign Corrupt Practices Act and other similar laws, and political instability;
  - a material disruption to one of our significant facilities;
  - possible work stoppages and other labor matters;
  - compliance with changing laws and regulations, particularly environmental and tax laws and regulations;
  - litigation, product liability claims, patent claims, class action lawsuits and other liabilities;
  - our ability to comply with an injunction and related obligations resulting from the settlement of an investigation by the United States Securities and Exchange Commission (“SEC”);
  - our implementation of a global enterprise system and its performance; and
  - other factors.

Actual events or our actual future results may differ materially from any forward-looking statement due to these and other risks, uncertainties and significant factors. The forward-looking statements contained herein speak only as of the date of this Quarterly Report and the forward-looking statements contained in documents incorporated herein by reference speak only as of the date of the respective documents. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained or incorporated by reference in this Quarterly Report to reflect any change in our expectations with regard thereto or any change in events,

conditions or circumstances on which any such statement is based.

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## PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 TEREX CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
 (unaudited)  
 (in millions, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net sales	\$1,908.2	\$2,011.5	\$3,631.3	\$3,830.9
Cost of goods sold	(1,551.7 )	(1,582.9 )	(2,947.3 )	(3,071.5 )
Gross profit	356.5	428.6	684.0	759.4
Selling, general and administrative expenses	(271.2 )	(253.6 )	(530.3 )	(520.6 )
Income (loss) from operations	85.3	175.0	153.7	238.8
Other income (expense)				
Interest income	1.8	2.5	3.5	5.1
Interest expense	(31.4 )	(46.9 )	(64.8 )	(87.4 )
Loss on early extinguishment of debt	(5.2 )	(2.4 )	(5.2 )	(2.4 )
Other income (expense) – net	(2.8 )	(3.6 )	(4.9 )	0.9
Income (loss) from continuing operations before income taxes	47.7	124.6	82.3	155.0
(Provision for) benefit from income taxes	(28.1 )	(44.1 )	(43.4 )	(52.9 )
Income (loss) from continuing operations	19.6	80.5	38.9	102.1
Income (loss) from discontinued operations – net of tax	—	—	—	2.5
Gain (loss) on disposition of discontinued operations – net of tax	—	2.3	3.0	2.3
Net income (loss)	19.6	82.8	41.9	106.9
Net loss (income) attributable to noncontrolling interest	1.7	3.1	3.3	2.0
Net income (loss) attributable to Terex Corporation	\$21.3	\$85.9	\$45.2	\$108.9
Amounts attributable to Terex Corporation common stockholders:				
Income (loss) from continuing operations	\$21.3	\$83.6	\$42.2	\$104.1
Income (loss) from discontinued operations – net of tax	—	—	—	2.5
Gain (loss) on disposition of discontinued operations – net of tax	—	2.3	3.0	2.3
Net income (loss) attributable to Terex Corporation	\$21.3	\$85.9	\$45.2	\$108.9
Basic Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	\$0.19	\$0.76	\$0.38	\$0.95
Income (loss) from discontinued operations – net of tax	—	—	—	0.02
Gain (loss) on disposition of discontinued operations – net of tax	—	0.02	0.03	0.02
Net income (loss) attributable to Terex Corporation	\$0.19	\$0.78	\$0.41	\$0.99
Diluted Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	\$0.18	\$0.75	\$0.36	\$0.94
Income (loss) from discontinued operations – net of tax	—	—	—	0.02
Gain (loss) on disposition of discontinued operations – net of tax	—	0.02	0.03	0.02
Net income (loss) attributable to Terex Corporation	\$0.18	\$0.77	\$0.39	\$0.98
Weighted average number of shares outstanding in per share calculation				
Basic	111.2	110.4	111.0	110.2
Diluted	115.8	111.4	115.8	111.5

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Comprehensive income (loss)	(13.2	)	(9.7	)	(69.8	)	80.3
Comprehensive loss (income) attributable to noncontrolling interest	1.7		3.1		3.3		2.0
Comprehensive income (loss) attributable to Terex Corporation	\$(11.5	)	\$(6.6	)	\$(66.5	)	\$82.3

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

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TEREX CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEET  
 (unaudited)  
 (in millions, except par value)

	June 30, 2013	December 31, 2012
Assets		
Current assets		
Cash and cash equivalents	\$548.2	\$678.0
Trade receivables (net of allowance of \$34.9 and \$38.8 at June 30, 2013 and December 31, 2012, respectively)	1,179.7	1,077.7
Inventories	1,670.0	1,715.6
Other current assets	310.7	326.1
Total current assets	3,708.6	3,797.4
Non-current assets		
Property, plant and equipment – net	780.1	813.3
Goodwill	1,207.5	1,245.3
Intangible assets – net	447.2	474.4
Other assets	411.6	415.8
Total assets	\$6,555.0	\$6,746.2
Liabilities and Stockholders' Equity		
Current liabilities		
Notes payable and current portion of long-term debt	\$70.3	\$83.8
Trade accounts payable	735.8	635.5
Accrued compensation and benefits	239.2	226.2
Accrued warranties and product liability	96.8	97.6
Customer advances	331.1	312.9
Other current liabilities	365.8	352.8
Total current liabilities	1,839.0	1,708.8
Non-current liabilities		
Long-term debt, less current portion	1,800.1	2,014.9
Retirement plans	421.9	430.7
Other non-current liabilities	285.4	313.6
Total liabilities	4,346.4	4,468.0
Commitments and contingencies		
Redeemable noncontrolling interest	226.6	246.9
Stockholders' equity		
Common stock, \$.01 par value – authorized 300.0 shares; issued 123.5 and 122.9 shares at June 30, 2013 and December 31, 2012, respectively	1.2	1.2
Additional paid-in capital	1,277.2	1,260.7
Retained earnings	1,512.9	1,467.7
Accumulated other comprehensive income (loss)	(235.8)	(124.1)
Less cost of shares of common stock in treasury – 13.0 shares at June 30, 2013 and December 31, 2012	(599.7)	(597.8)
Total Terex Corporation stockholders' equity	1,955.8	2,007.7
Noncontrolling interest	26.2	23.6

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Total stockholders' equity	1,982.0	2,031.3
Total liabilities, redeemable noncontrolling interest and stockholders' equity	\$6,555.0	\$6,746.2

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

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TEREX CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
(unaudited)  
(in millions)

Six Months Ended  
June 30,