

DXP ENTERPRISES INC
Form 10-Q
November 01, 2011

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 September 30, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934. For the transition period from

Commission file number 0-21513
DXP Enterprises, Inc.
(Exact name of registrant as specified in its charter)

| | |
|--|---|
| Texas | 76-0509661 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification Number) |
| 7272 Pinemont, Houston, Texas 77040 | (713) 996-4700 |
| (Address of principal executive offices) | 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 (§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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

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Number of shares of registrant's Common Stock outstanding as of November 1, 2011: 14,097,677.

PART I: FINANCIAL INFORMATION
ITEM 1: FINANCIAL STATEMENTS

| DXP ENTERPRISES, INC., AND SUBSIDIARIES UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS (In Thousands, Except Share and Per Share Amounts) | | |
|--|--------------------|----------------------|
| | September 30, 2011 | December 31, 2010 |
| ASSETS | | |
| Current assets: | | |
| Cash | \$ 1,685 | \$ 770 |
| Trade accounts receivable, net of allowances for doubtful accounts of \$5,093 in 2011 and \$3,540 in 2010 | 121,247 | 99,781 |
| Inventories, net | 79,112 | 75,887 |
| Prepaid expenses and other current assets | 3,048 | 2,550 |
| Federal income tax receivable | - | 402 |
| Deferred income taxes | 4,067 | 5,919 |
| Total current assets | 209,159 | 185,309 |
| Property and equipment, net | 15,670 | 14,917 |
| Goodwill | 85,942 | 84,942 |
| Other intangibles, net of accumulated amortization of \$24,408 in 2011 and \$19,603 in 2010 | 27,431 | 32,236 |
| Non-current deferred income taxes | 1,882 | 2,289 |
| Other assets | 941 | 931 |
| Total assets | \$ 341,025 | \$ 320,624 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current portion of long-term debt | \$ 692 | \$ 10,930 |
| Trade accounts payable | 61,170 | 55,019 |
| Accrued wages and benefits | 13,039 | 11,826 |
| Customer advances | 5,528 | 10,271 |
| Federal income taxes payable | 1,479 | - |
| Other accrued liabilities | 12,003 | 4,837 |
| Total current liabilities | 93,911 | 92,883 |
| Long-term debt, less current portion | 100,904 | 103,621 |
| Shareholders' equity: | | |
| Series A preferred stock, 1/10th vote per share; \$1.00 par value; | 1 | |

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| | | |
|---|------------|------------|
| liquidation preference of \$100 per share (\$112 at September 30, 2011); 1,122 shares designated, issued and outstanding | | 1 |
| Series B convertible preferred stock, 1/10th vote per share; \$.0001 par value; \$100 stated value; liquidation preference of \$100 per share (\$1,500 at September 30, 2011); 15,000 shares designated, issued and outstanding | - | 15 |
| Common stock, \$0.01 par value, 100,000,000 shares authorized; 14,088,077 in 2011 and 14,079,608 in 2010 shares outstanding, and 50,000 shares in treasury stock | 141 | 140 |
| Paid-in capital | 73,736 | 72,616 |
| Retained earnings | 73,506 | 51,348 |
| Treasury stock, at cost | (1,174) | - |
| Total shareholders' equity | 146,210 | 124,120 |
| Total liabilities and shareholders' equity | \$ 341,025 | \$ 320,624 |

See notes to condensed consolidated financial statements.

DXP ENTERPRISES, INC. AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME
 (IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|------------|------------------------------------|------------|
| | 2011 | 2010 | 2011 | 2010 |
| Sales | \$ 207,855 | \$ 172,249 | \$ 588,617 | \$ 486,533 |
| Cost of sales | 148,384 | 123,360 | 419,454 | 347,786 |
| Gross profit | 59,471 | 48,889 | 169,163 | 138,747 |
| Selling, general and administrative expense | 45,035 | 38,731 | 129,554 | 112,713 |
| Operating income | 14,436 | 10,158 | 39,609 | 26,034 |
| Other income | 4 | 29 | 40 | 243 |
| Interest expense | (760) | (1,425) | (2,805) | (4,023) |
| Income before income taxes | 13,680 | 8,762 | 36,844 | 22,254 |
| Provision for income taxes | 5,406 | 3,417 | 14,617 | 8,733 |
| Net income | 8,274 | 5,345 | 22,227 | 13,521 |
| Preferred stock dividend | (23) | (23) | (68) | (68) |
| Net income attributable to common shareholders | \$ 8,251 | \$ 5,322 | \$ 22,159 | \$ 13,453 |
| Basic income per share | \$ 0.58 | \$ 0.38 | \$ 1.55 | \$ 0.98 |
| Weighted average common shares outstanding | 14,315 | 14,023 | 14,307 | 13,710 |
| Diluted income per share | \$ 0.55 | \$ 0.36 | \$ 1.47 | \$ 0.93 |
| Weighted average common and common equivalent shares outstanding | 15,155 | 15,056 | 15,147 | 14,764 |

See notes to condensed consolidated financial statements.

DXP ENTERPRISES, INC. AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (IN THOUSANDS)

| | NINE MONTHS ENDED | |
|---|-------------------|-----------|
| | SEPTEMBER 30, | |
| | 2011 | 2010 |
| OPERATING ACTIVITIES: | | |
| Net income | \$ 22,227 | \$ 13,521 |
| Adjustments to reconcile net income to net cash provided | | |
| by operating activities – net of acquisitions and divestitures | | |
| Depreciation | 2,715 | 2,782 |
| Amortization of intangibles | 4,805 | 4,339 |
| Compensation expense for restricted stock | 928 | 716 |
| Tax benefit related to exercise of stock options and vesting of restricted stock | (194) | (408) |
| Deferred income taxes | 2,259 | (223) |
| Gain on sale of property and equipment | - | (188) |
| Changes in operating assets and liabilities, net of assets and liabilities acquired in business combinations: | | |
| Trade accounts receivable | (21,466) | (16,124) |
| Inventories | (3,225) | 6,496 |
| Prepaid expenses and other current assets | (1,314) | 891 |
| Accounts payable and accrued expenses | 11,659 | 6,852 |
| Net cash provided by operating activities | 18,394 | 18,654 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of property and equipment | (3,476) | (901) |
| Purchase of businesses, net of cash acquired | - | (10,965) |
| Proceeds from the sale of business | - | 1,428 |
| Net cash used in investing activities | (3,476) | (10,438) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Proceeds from debt | 147,695 | 96,723 |

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| | | |
|--|-----------|-----------|
| Principal payments on revolving line of credit and other long-term debt | (160,650) | (106,540) |
| Dividends paid in cash | (68) | (68) |
| Proceeds from exercise of stock options | - | 125 |
| Purchase of treasury stock | (1,174) | - |
| Tax benefit related to exercise of stock options and vesting of restricted stock | 194 | 408 |
| Net cash used in financing activities | (14,003) | (9,352) |
| INCREASE IN CASH | 915 | (1,136) |
| CASH AT BEGINNING OF PERIOD | 770 | 2,344 |
| CASH AT END OF PERIOD | \$ 1,685 | \$ 1,208 |

Purchase of businesses and proceeds from debt exclude \$14 million of common stock and convertible notes issued in connection with an acquisition during 2010. Proceeds from debt exclude \$6.3 million of convertible notes issued in connection with an acquisition in 2010 and converted to common stock in 2010.

See notes to condensed consolidated financial statements.

DXP ENTERPRISES, INC. AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (IN THOUSANDS)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|----------|-------------------|-----------|
| | September 30, | | September 30, | |
| | 2011 | 2010 | 2011 | 2010 |
| Net income | \$ 8,274 | \$ 5,345 | \$ 22,227 | \$ 13,521 |
| Gain from interest rate swap, net of income taxes | - | - | - | 26 |
| Comprehensive income | \$ 8,274 | \$ 5,345 | \$ 22,227 | \$ 13,547 |

See notes to consolidated condensed financial statements.

DXP ENTERPRISES INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, 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. DXP Enterprises, Inc. (together with its subsidiaries) believes that the presentations and disclosures herein are adequate to make the information not misleading. The condensed consolidated financial statements reflect all elimination entries and adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of the interim periods.

The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

NOTE 2: THE COMPANY

DXP Enterprises, Inc., a Texas corporation, was incorporated on July 26, 1996, to be the successor to SEPCO Industries, Inc.. DXP Enterprises, Inc. and its subsidiaries ("DXP" or the "Company") is engaged in the business of distributing maintenance, repair and operating ("MRO") products, equipment and service to industrial customers. The Company is organized into three segments: Service Centers, Supply Chain Services ("SCS") and Innovative Pumping Solutions ("IPS"). See Note 8 for discussion of the business segments.

NOTE 3: RECENT ACCOUNTING PRONOUNCEMENTS

In October 2009, the Financial Accounting Standards Board ("FASB") issued new standards for revenue recognition with multiple deliverables. These new standards impact the determination of when the individual deliverables included in a multiple-element arrangement may be treated as separate units for accounting purposes. Additionally, these new standards modify the manner in which the arrangement consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration. These new standards were adopted in the first quarter of 2011. The adoption of these new standards did not significantly impact our consolidated financial statements.

NOTE 4: STOCK-BASED COMPENSATION

Stock Options

No future grants will be made under the Company's stock option plans. No grants of stock options have been made by the Company since July 1, 2005. As of January 1, 2011, no options were outstanding.

Restricted Stock.

Under the restricted stock plan approved by our shareholders in July 2005, (the "Restricted Stock Plan") directors, consultants and employees may be awarded shares of DXP's common stock. The shares of restricted stock granted to employees as of September 30, 2011 vest 100% one year after date of grant, 33.3% each year for three years after date

of grant, 20% each year for five years after the grant date or 10% each year for ten years after the grant date. The Restricted Stock Plan provides that on each July 1 during the term of the plan each non-employee director of DXP will be granted the number of whole shares calculated by dividing \$75,000 by the closing price of the common stock on such July 1. The shares of restricted stock granted to non-employee directors of DXP vest one year after the grant date. The fair value of restricted stock awards is measured based upon the closing prices of DXP's common stock on the grant dates and is recognized as compensation expense over the vesting period of the awards.

The following table provides certain information regarding the shares authorized and outstanding under the Restricted Stock Plan at September 30, 2011:

| | |
|--|-----------|
| Number of shares authorized for grants | 600,000 |
| Number of shares granted | (580,899) |
| Number of shares forfeited | 60,414 |
| Number of shares available for future grants | 79,515 |
| Weighted-average grant price of granted shares | \$16.39 |

Changes in restricted stock for the nine months ended September 30, 2011 were as follows:

| | Number of Shares | Weighted Average Grant Price |
|----------------------------------|------------------|------------------------------|
| Non-vested at December 31, 2010 | 180,056 | \$ 16.15 |
| Granted | 86,237 | \$ 22.12 |
| Forfeited | (363) | \$ 17.54 |
| Vested | (58,469) | \$ 13.66 |
| Non-vested at September 30, 2011 | 207,461 | \$ 19.33 |

Compensation expense, associated with restricted stock, recognized in the nine months ended September 30, 2011 and 2010 was \$928,000 and \$716,000, respectively. Unrecognized compensation expense under the Restricted Stock Plan was \$3,390,000 and \$2,423,000 at September 30, 2011 and December 31, 2010, respectively. As of September 30, 2011, the weighted average period over which the unrecognized compensation expense is expected to be recognized is 30 months.

NOTE 5: INVENTORY

The carrying values of inventories are as follows (in thousands):

| | September 30, 2011 | December 31, 2010 |
|--|--------------------|-------------------|
| | \$ 74,016 | \$ 73,421 |

| | | |
|-----------------|-----------|-----------|
| Finished goods | | |
| Work in process | 5,096 | 2,466 |
| Inventories | \$ 79,112 | \$ 75,887 |

NOTE 6: GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill and other intangibles during the nine months ended September 30, 2011 are as follows (in thousands):

| | Total | Goodwill | Other Intangibles |
|----------------------------------|------------|-----------|-------------------|
| Balance as of December 31, 2010 | \$ 117,178 | \$ 84,942 | \$ 32,236 |
| Acquired during the year | - | - | - |
| Payment of earn out | 1,000 | 1,000 | - |
| Amortization | (4,805) | - | (4,805) |
| Balance as of September 30, 2011 | \$ 113,373 | \$ 85,942 | \$ 27,431 |

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A summary of amortizable intangible assets follows (in thousands):

| | As of September 30, 2011 | | As of December 31, 2010 | |
|----------------------------------|--------------------------|--------------------------|-------------------------|--------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| V e n d o r agreements | \$ 2,496 | \$ (925) | \$ 2,496 | \$ (831) |
| C u s t o m e r relationships | 47,363 | (21,834) | 47,363 | (17,237) |
| N o n - c o m p e t e agreements | 1,980 | (1,649) | 1,980 | (1,535) |
| Total | \$ 51,839 | \$ (24,408) | \$ 51,839 | \$ (19,603) |

Other intangible assets are generally amortized on a straight line basis over the useful lives of the assets.

NOTE 7. EARNINGS PER SHARE DATA

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated.

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|------------------------------------|--------------|-----------------------------------|---------------|
| | 2011 | 2010 | 2011 | 2010 |
| Basic: | | | | |
| Weighted average shares outstanding | 14,315,074 | 14,022,657 | 14,307,192 | 13,709,961 |
| Net income | \$ 8,274,000 | \$ 5,345,000 | \$ 22,227,000 | \$ 13,521,000 |
| Convertible preferred stock dividend | (23,000) | (23,000) | (68,000) | (68,000) |
| Net income attributable to common shareholders | \$ 8,251,000 | \$ 5,322,000 | \$ 22,159,000 | \$ 13,453,000 |
| Per share amount | \$ 0.58 | \$ 0.38 | \$ 1.55 | \$ 0.98 |
| Diluted: | | | | |
| Weighted average shares outstanding | 14,315,074 | 14,022,657 | 14,307,192 | 13,709,961 |
| Net effect of dilutive stock options – based on the treasury stock method | - | - | - | 9,625 |
| Assumed conversion of convertible notes | - | 193,420 | - | 204,341 |
| Assumed conversion of convertible preferred stock | 840,000 | 840,000 | 840,000 | 840,000 |

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| | | | | |
|---|--------------|--------------|---------------|---------------|
| Total | 15,155,074 | 15,056,077 | 15,147,192 | 14,763,927 |
| Net income attributable to common shareholders | \$ 8,251,000 | \$ 5,322,000 | \$ 22,159,000 | \$ 13,453,000 |
| Interest on convertible notes, after income taxes | - | 47,000 | - | 142,000 |
| Convertible preferred stock dividend | 23,000 | 23,000 | 68,000 | 68,000 |
| Net income for diluted earnings per share | \$ 8,274,000 | \$ 5,392,000 | \$ 22,227,000 | \$ 13,663,000 |
| Per share amount | \$ 0.55 | \$ 0.36 | \$ 1.47 | \$ 0.93 |

NOTE 8: SEGMENT REPORTING

The Service Centers segment is engaged in providing maintenance, repair and operating products, equipment and integrated services, including logistics capabilities, to industrial customers. The Service Centers segment provides a wide range of MRO products in the rotating equipment, bearing, power transmission, hose, fluid power, industrial supply and safety products and services categories. The Innovative Pumping Solutions segment fabricates and assembles custom-made engineered pump packages. The Supply Chain Services segment manages all or part of customer supply chains, including inventories.

The high degree of integration of the Company's operations necessitates the use of a substantial number of allocations and apportionments in the determination of business segment information. Sales are shown net of intersegment eliminations. All business segments operate primarily in the United States.

Financial information relating the Company's segments is as follows for the periods indicated:

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | | | |
|--|----------------------------------|----------------------|----------------|----------------|---------------------------------|-----------------|----------------------|----------------|----------------|------------|
| | Service Centers | Innovative Solutions | Supply Pumping | Chain Services | Total | Service Centers | Innovative Solutions | Supply Pumping | Chain Services | Total |
| 2011 | | | | | | | | | | |
| Sales | \$ 141,817 | \$ 31,342 | \$ 34,696 | | \$ 207,855 | \$ 412,871 | \$ 69,841 | \$ 105,905 | | \$ 588,617 |
| Operating income for reportable segments | 15,866 | 4,812 | 2,024 | 22,702 | 47,987 | 10,755 | 6,074 | 64,816 | | |
| 2010 | | | | | | | | | | |
| Sales | \$ 117,739 | \$ 22,574 | \$ 31,936 | | \$ 172,249 | \$ 338,124 | \$ 53,596 | \$ 94,813 | | \$ 486,533 |
| Operating income for reportable segments | 13,538 | 2,368 | 1,828 | 17,734 | 37,078 | 7,147 | 5,370 | 49,595 | | |

A reconciliation of operating income for reportable segments to the consolidated income before taxes is as follows for the periods indicated (in thousands):

| | Three Months Ended September 30 | | Nine months Ended September 30 | |
|--|------------------------------------|-----------|-----------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Operating income for reportable segments | \$ 22,702 | \$ 17,734 | \$ 64,816 | \$ 49,595 |
| Adjustment for: | | | | |
| Amortization of intangibles | 1,595 | 1,520 | 4,805 | 4,339 |
| Corporate and other expense, net | 6,671 | 6,056 | 20,402 | 19,222 |
| Total operating income | 14,436 | 10,158 | 39,609 | 26,034 |
| Interest expense, net | 760 | 1,425 | 2,805 | 4,023 |

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| | | | | |
|-----------------------------|--------|----------|-----------|-----------|
| Other expense (income), net | (4) | (29) | (40) | (243) |
| Income before income taxes | \$ | \$ 8,762 | \$ 36,844 | \$ 22,254 |
| | 13,680 | | | |

NOTE 9. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

Effective January 1, 2008, DXP adopted authoritative guidance for financial assets and liabilities measured on a recurring basis. This authoritative guidance applies to all financial assets and financial liabilities that are being measured and reported on a fair value basis. Fair value, as defined in the authoritative guidance, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The authoritative guidance affects the fair value measurement of an interest rate swap to which the Company was a party until January 11, 2010, which must be classified in one of the following categories:

Level 1 Inputs

These inputs come from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 Inputs

These inputs are other than quoted prices that are observable for an asset or liability. These inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs

These are unobservable inputs for the asset or liability which require the Company's own assumptions.

Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels.

The following presents the changes in Level 3 liabilities for the three months and nine months ended September 30, 2011 and 2010 (in thousands):

| | Interest Rate Swap | |
|---|--------------------|---------|
| | 2011 | 2010 |
| Three Months Ended September 30 | | |
| Fair value at July 1 | \$ - | \$ - |
| Realized and unrealized gains (losses) included in other comprehensive income | - | - |
| Fair value at September 30 | \$ - | \$ - |
| Nine Months Ended September 30 | | |
| Fair value at January 1 | \$ - | \$ (42) |
| Realized and unrealized gains (losses) included in other comprehensive income | - | 42 |
| | \$ - | \$ - |

Fair value at
September 30

To hedge a portion of our floating rate debt, as of January 10, 2008, DXP entered into an interest rate swap agreement with the lead bank of our credit facility. Through January 11, 2010, this interest rate swap effectively fixed the interest rate on \$40 million of floating rate LIBOR borrowings under the Facility at one-month LIBOR of 3.68% plus the margin in effect under our credit facility. This swap was designated as a cash flow hedging instrument. Changes in the fair value of the swap were included in other comprehensive income. At December 31, 2010 and September 30, 2011, the accumulated derivative loss, net of income taxes, was zero.

NOTE 10: ACQUISITIONS

On April 1, 2010, DXP acquired substantially all of the assets of Quadna, Inc ("Quadna"). On December 1, 2010, DXP acquired substantially all of the assets of D&F Distributors, Inc. ("D&F"). The pro-forma results of operations for the Company on a consolidated basis for the three months and nine months ended September 30, 2010 assuming the purchases were completed as of January 1, 2010 follows (in thousands, except per share data):

| | Three months ended September 30, 2010 | Nine months ended September 30, 2010 |
|------------------|---|--|
| Net sales | \$177,883 | \$516,249 |
| Net income | 5,666 | 14,876 |
| Per share data | | |
| Basic earnings | \$0.40 | \$1.08 |
| Diluted earnings | \$0.38 | \$1.03 |

NOTE 11: CREDIT FACILITY

Effective July 25, 2011 DXP entered into a Second Amendment to Credit Facility with Wells Fargo Bank, National Association (the "Facility"). The Second Amendment reduced interest rates; deleted the Senior Leverage Ratio; increased the maximum leverage ratio to not greater than 4.00 to 1.00 as of the last day of each quarter; allows DXP to purchase, redeem and retire equity for aggregate consideration not exceeding \$5.0 million; and modified covenants to increase DXP's ability to complete future acquisitions. The term loan was repaid using funds from the \$150 million line of credit. The Facility provides the option of interest at LIBOR plus a margin ranging from 1.25% to 2.75%, or prime plus a margin of minus 0.25% to 1.25%. Commitment fees of 0.15% to 0.40% per annum are payable on the portion of the Facility capacity not in use for borrowings or letters of credit at any given time. The asset test is defined under the Facility as the sum of 90% of the Company's net accounts receivable, 65% of net inventory, and 50% of the net book value of non real estate property and equipment. The Facility expires on July 25, 2016.

NOTE 12: SHAREHOLDERS' EQUITY

On July 26, 2011 DXP (i) reduced the number of shares designated as Series A Preferred Stock from 1,000,000 shares to 1,122 shares (which is the number of shares of Series A Preferred Stock outstanding) and returned the remaining 998,878 shares to the status of undesignated Preferred Stock, (ii) reduced the number of shares designated as Series B Preferred Stock from 1,000,000 shares to 15,000 shares (which is the number of shares of Series B Preferred Stock outstanding) and returned the remaining 985,000 shares to the status of undesignated Preferred Stock, (iii) reduced the par value per share of the Series B Preferred Stock and undesignated Preferred Stock from \$1.00 per share to \$0.0001 per share. The total number of shares of stock of all classes which DXP has authority to issue is 110,000,000 of which 100,000,000 shares with a par value of \$0.01 per share shall be designated common stock and 10,000,000 shares shall be designated serial preferred stock. The Preferred Stock may be divided into and issued in one or more series. Of the 10,000,000 authorized shares of Preferred Stock, (i) 1,122 shares have been designated as Series A Preferred Stock with a par value per share of \$1.00, (ii) 15,000 shares have been designated as Series B Preferred Stock with a par value per share of \$0.0001 and (iii) 9,983,878 shares with a par value per share of \$0.0001 are available for future designation as provided herein.

NOTE 13: SUBSEQUENT EVENTS

In May 2009, the FASB issued authoritative guidance which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The authoritative guidance provides guidance on the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The Company evaluated subsequent events through the date this report was filed with the SEC.

On October 10, 2011, DXP acquired substantially all of the assets of Kenneth Crosby ("KC"), a distributor of cutting tools, abrasives, fasteners, gauges and industrial tools. KC is headquartered in Rochester, New York and operates out of five locations in New York and Massachusetts. Sales for KC for the twelve months ended July 31, 2011 were approximately \$49 million.

ITEM 2: MANagements DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Report”) contains statements that constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such statements can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “estimates”, “will”, “should”, “planned”, “anticipates” or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and actual results may vary materially from those discussed in the forward-looking statements as a result of various factors. These factors include the effectiveness of management’s strategies and decisions, our ability to affect our internal growth strategy, general economic and business conditions, developments in technology, our ability to effectively integrate businesses we may acquire, new or modified statutory or regulatory requirements and changing prices and market conditions. This Report identifies other factors that could cause such differences. We cannot assure you that these are all of the factors that could cause actual results to vary materially from the forward-looking statements. We assume no obligation and do not intend to update these forward-looking statements.. Unless the context otherwise requires, references in this Report to the "Company", "DXP", “We” or “Our” shall mean DXP Enterprises, Inc., a Texas corporation, together with its subsidiaries.

RESULTS OF OPERATIONS

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|----------------------------------|-------|-----------|-------|---------------------------------|-------|-----------|-------|
| | 2011 | % | 2010 | % | 2011 | % | 2010 | % |
| Sales | \$207,855 | 100.0 | \$172,249 | 100.0 | \$588,617 | 100.0 | \$486,533 | 100.0 |
| Cost of sales | 148,384 | 71.4 | 123,360 | 71.6 | 419,454 | 71.3 | 347,786 | 71.5 |
| Gross profit | 59,471 | 28.6 | 48,889 | 28.4 | 169,163 | 28.7 | 138,747 | 28.5 |
| Selling, general and administrative expense | 45,035 | 21.7 | 38,731 | 22.5 | 129,554 | 22.0 | 112,713 | 23.2 |
| Operating income | 14,436 | 6.9 | 10,158 | 5.9 | 39,609 | 6.7 | 26,034 | 5.3 |
| Interest expense | (760) | (0.3) | (1,425) | (0.8) | (2,805) | (0.5) | (4,023) | (0.8) |
| Other income | 4 | - | 29 | - | 40 | - | 243 | 0.1 |
| Income before income taxes | 13,680 | 6.6 | 8,762 | 5.1 | 36,844 | 6.2 | 22,254 | 4.6 |
| Provision for income taxes | 5,406 | 2.6 | 3,417 | 2.0 | 14,617 | 2.4 | 8,733 | 1.8 |
| Net income | \$8,274 | 4.0 | \$5,345 | 3.1 | \$ 22,227 | 3.8 | \$ 13,521 | 2.8 |
| Per share amounts | | | | | | | | |
| Basic earnings per share | \$0.58 | | \$0.38 | | \$1.55 | | \$0.98 | |
| Diluted earnings per share | \$0.55 | | \$0.36 | | \$1.47 | | \$0.93 | |

Three Months Ended September 30, 2011 compared to Three Months Ended September 30, 2010

SALES. Sales for the quarter ended September 30, 2011 increased \$35.6 million, or 20.7%, to approximately \$207.9 million from \$172.2 million for the same period in 2010. Sales by D&F, acquired December 1, 2010, accounted for \$6.0 million of third quarter 2011 sales. Excluding D&F sales, sales for the third quarter of 2011 increased 17.2% from 2010.

GROSS PROFIT. Gross profit as a percentage of sales increased to 28.6% for the third quarter of 2011, compared to 28.4% for the same period in 2010. This increase is primarily the result of changes in product mix.

SELLING, GENERAL AND ADMINISTRATIVE. Selling, general and administrative expense for the quarter ended September 30, 2011 increased by approximately \$6.3 million when compared to the same period in 2010. A portion of the increase relates to \$1.1 million of selling, general and administrative expense for D&F for 2011. Excluding D&F expenses, the increase primarily resulted from increased salaries, incentive compensation, employee benefits and travel expenses compared to 2010. As a percentage of revenue, the 2011 expense decreased to 21.7%, from 22.5% for the quarter ended September 30, 2010.

INTEREST EXPENSE. Interest expense for the quarter ended September 30, 2011 decreased 47% from the same period in 2010. This decrease primarily resulted from lower average interest rates combined with a reduction in the average debt outstanding compared to the 2010 period.

SERVICE CENTERS SEGMENT. Sales for the Service Centers segment increased \$24.1 million, or 20.4%. Excluding D&F 2011 Service Centers segment sales of \$6.0 million, Service Centers segment sales for the third quarter of 2011 increased 15.3% from 2010. This sales increase is primarily due to improvement in the U.S. economy. Operating income for the Service Centers segment increased 17.2% primarily as a result of increased sales.

SUPPLY CHAIN SERVICES SEGMENT. Sales for the Supply Chain Services segment increased by \$2.8 million, or 8.6%, for the current quarter when compared to the same period in 2010. The sales increase partially resulted from sales to customers which had been added since the third quarter of 2010. Operating income for the Supply Chain Services segment increased 10.7% primarily as a result of the 8.6% increase in sales combined with reduced selling, general and administrative expense in the third quarter of 2011 compared to 2010. The expense declined despite the 8.6% sales increase primarily as the result of changes in the customer mix.

INNOVATIVE PUMPING SOLUTIONS SEGMENT. Sales for the Innovative Pumping Solutions segment increased by \$8.8 million, or 38.8%, for the current quarter when compared to the same period in 2010. The sales increase resulted from the improvement in the economy and the associated increase in capital spending by our customers. Operating income for the Innovative Pumping Solutions segment increased 103.2% as a result of the 38.8% increase in sales combined with relatively consistent selling, general and administrative expense.

Nine months Ended September 30, 2011 compared to Nine months Ended September 30, 2010

SALES. Sales for the nine months ended September 30, 2011 increased \$102.1 million, or 21.0%, to approximately \$588.6 million from \$486.5 million for the same period in 2010. First quarter 2011 sales by Quadna, acquired April 1, 2010 and first nine months 2011 sales by D&F, acquired December 1, 2010, accounted for \$31.3 million of 2011 sales. Excluding the Quadna and D&F sales, sales for the nine months ended September 30, 2011 increased 14.5%.

GROSS PROFIT. Gross profit as a percentage of sales increased to approximately 28.7% for the first nine months of 2011 from 28.5% for the same period in 2010. This increase is primarily the result of changes in product mix.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSE. Selling, general and administrative expense for the nine months ended September 30, 2011 increased by approximately \$16.8 million, or 14.9%, when compared to the same period in 2010. Selling, general and administrative expense for Quadna for the first quarter of 2011 and D&F for the nine months ended September 30, 2011 was \$5.6 million. Excluding the Quadna and D&F expenses, the increase primarily resulted from increased salaries, incentive compensation and employee benefits. As a percentage of revenue, the 2011 expense decreased to 22.0%, from 23.2% for the nine months ended September 30, 2010. This decrease primarily resulted from sales increasing 21.0% and expenses increasing only 14.9%.

INTEREST EXPENSE. Interest expense for the nine months ended September 30, 2011 decreased by 30.3% from the same period in 2010. This decrease primarily resulted from lower average interest rates combined with a reduction in the average debt outstanding compared to the 2010 period.

SERVICE CENTERS SEGMENT. Sales for the Service Centers segment increased \$74.7 million, or 22.1%. Excluding \$9.1 million of first quarter 2011 Quadna Service Centers segment sales and first nine months of 2011 sales by D&F of \$18.9 million, Service Centers segment sales for the nine months ended September 30, 2011 increased 13.8% from the same period for 2010. This sales increase is primarily due to improvement in the industrial portion of the U.S. economy. Operating income for the Service Centers segment increased 29.4%, primarily as a result of the 22.1% increase in sales combined with an increase in gross profit as a percentage of sales.

SUPPLY CHAIN SERVICES SEGMENT. Sales for the SCS segment increased by \$11.1 million, or 11.7%, for the current nine months when compared to the same period in 2010. The sales increase partially resulted from sales to customers which have been added since the third quarter of 2010. Operating income for the SCS segment increased 13.1%, primarily as a result of the 11.7% increase in sales for this segment.

INNOVATIVE PUMPING SOLUTIONS SEGMENT. Sales for the IPS segment increased by \$16.2 million, or 30.3%, for the current nine months when compared to the same period in 2010. Excluding first quarter 2011 Quadna IPS sales of \$3.3 million, IPS sales for the first nine months of 2011 increased 24.1% from the first nine months of 2010. The sales increase resulted from the increase in capital spending by our customers. Operating income for the IPS segment increased 50.5% as a result of the 30.3% increase in sales combined with relatively consistent selling, general and administrative expense.

LIQUIDITY AND CAPITAL RESOURCES

General Overview

As a distributor of MRO products, equipment and services, we require significant amounts of working capital to fund inventories and accounts receivable. Additional cash is required for capital items such as information technology and warehouse equipment. We also require cash to pay our lease obligations and to service our debt.

We generated \$18.4 million of cash in operating activities during the first nine months of 2011, which is very close to the \$18.7 million generated during the first nine months of 2010. The effect of the 2011 increase in net income was offset by the effect of increased accounts receivable and inventories compared to 2010.

During the first nine months of 2011, the amount available to be borrowed under our credit agreement with our bank lender (the "Facility") increased from \$50.0 million at December 31, 2010 to \$51.6 million at September 30, 2011. This increase in availability primarily resulted from the \$13.0 million reduction in outstanding debt offset by the effect of paying off the term loan using funds obtained from the line of credit.

On August 28, 2008, DXP entered into a credit agreement with Wells Fargo Bank, National Association, as lead arranger and administrative agent for the lenders (the "Facility"). The Facility was amended on March 15, 2010. The March 15, 2010 amendment to the Facility significantly increased the interest rates and commitment fees applicable at various leverage ratios from levels in effect before March 15, 2010. Effective July 25, 2011 DXP entered into a Second Amendment to the Credit Facility with Wells Fargo Bank, National Association (the "Facility"). The Second Amendment reduced interest rates; deleted the Senior Leverage Ratio; increased the maximum leverage ratio to not greater than 4.00 to 1.00 as of the last day of each quarter; allows DXP to purchase, redeem and retire equity for aggregate consideration not exceeding \$5.0 million; and modified covenants to increase DXP's ability to complete future acquisitions. The term loan was repaid using funds from the \$150 million line of credit. The Facility provides the option of interest at LIBOR plus a margin ranging from 1.25% to 2.75%, or prime plus a margin of minus 0.25% to 1.25%. Commitment fees of 0.15% to 0.40% per annum are payable on the portion of the Facility capacity not in use for borrowings or letters of credit at any given time. The Facility expires on July 25, 2016. The Facility consists of a revolving credit facility that provides a \$150 million line of credit to the Company. The Facility contains financial

covenants defining various financial measures and levels of these measures with which the Company must comply. Covenant compliance is assessed as of each quarter end and certain month ends for the asset test. The asset test is defined under the Facility as the sum of 90% of the Company's net accounts receivable, 65% of net inventory, and 50% of the net book value of non real estate property and equipment. The Company's borrowing and letter of credit capacity under the revolving credit portion of the Facility at any given time is \$150 million less borrowings under the revolving credit portion of the facility and letters of credit outstanding, subject to the asset test described above.

On September 30, 2011, the LIBOR based rate of the Facility was LIBOR plus 1.5%, the prime based rate of the Facility was prime plus 0.0% and the commitment fee was 0.2%. At September 30, 2011, \$95.5 million was borrowed under the Facility at a weighted average interest rate of approximately 1.73% under the LIBOR options and \$1.4 million was borrowed at 3.25% under the prime option. Borrowings under the Facility are secured by all of the Company's accounts receivable, inventory, general intangibles and non real estate property and equipment. At September 30, 2011, we had \$51.6 million available for borrowing under the Facility.

The Facility's principal financial covenants include:

Fixed Charge Coverage Ratio –The Facility requires that the Fixed Charge Coverage Ratio for the 12 month period ending on the last day of each quarter be not less than 1.50 to 1.0 with “Fixed Charge Coverage Ratio” defined as the ratio of (a) EBITDA for the 12 months ending on such date minus cash taxes, minus Capital Expenditures for such period (excluding acquisitions) to (b) the aggregate of interest expense paid in cash, scheduled principal payments in respect of long-term debt and current portion of capital leases for such 12-month period, determined in each case on a consolidated basis for DXP and its subsidiaries. At September 30, 2011, the Company's Fixed Charge Coverage Ratio was 9.44.

Leverage Ratio – The Facility requires that the Company's Leverage Ratio, determined at the end of each fiscal quarter, not exceed 4.0 to 1.0 as of the last day of each quarter. The Leverage Ratio is defined as the outstanding Indebtedness divided by EBITDA for the 12 months then ended. At September 30, 2011, the Company's Leverage Ratio was 1.67 to 1.00. Indebtedness is defined under the Facility for financial covenant purposes as: (a) all obligations of DXP for borrowed money including but not limited to senior bank debt, senior notes and subordinated debt; (b) capital leases; (c) issued and outstanding letters of credit; and (d) contingent obligations for funded indebtedness.

The following are computations of the Leverage Ratio as of September 30, 2011 (in thousands, except for ratios):

| For the Twelve Months ended September 30, 2011 | Leverage Ratio |
|--|-------------------|
| Income before taxes | \$46,722 |
| Interest expense | 3,990 |
| Depreciation and amortization | 9,967 |
| Stock compensation expense | 1,175 |
| Pro forma acquisition | 366 |
| EBITDA | |
| Reduction of closed locations accrual | (644) |
| (A) Defined EBITDA | \$61,576 |
| As of September 30, 2011 | |
| Total long-term debt | \$101,596 |
| | 1,081 |

Letters of
c r e d i t
outstanding
(B) Defined \$102,677
Indebtedness

L e v e r a g e 1.67
Ratio (B)/(A)

EBITDA as defined under the Facility for financial covenant purposes means, without duplication, for any period the consolidated net income (excluding any extraordinary gains or losses) of DXP plus, to the extent deducted in calculating consolidated net income, depreciation, amortization, other non-cash items and non-recurring items (including, without limitation, impairment charges, or asset write-offs and accruals in respect of closed locations), interest expense, and tax expense for taxes based on income and minus, to the extent added in calculating consolidated net income, any non-cash items and non-recurring items; provided that, if DXP acquires the equity interests or assets of any person during such period under circumstances permitted under the Facility, EBITDA shall be adjusted to give pro forma effect to such acquisition assuming that such transaction had occurred on the first day of such period and provided further that, if DXP divests the equity interests or assets of any person during such period under circumstances permitted under this Facility, EBITDA shall be adjusted to give pro forma effect to such divestiture assuming that such transaction had occurred on the first day of such period. Add-backs allowed pursuant to Article 11, Regulation S-X, of the Securities Act of 1933, as amended, will also be included in the calculation of EBITDA.

Borrowings

| | September 30, 2011 | December 31, 2010 | Increase (Decrease) |
|--------------------------------------|-----------------------|----------------------|------------------------|
| | (in Thousands) | | |
| Current portion of long-term debt | \$ 692 | \$ 10,930 | \$ (10,238) |
| Long-term debt, less current portion | 100,904 | 103,621 | (2,717) |
| Total long-term debt | \$ 101,596 | \$ 114,551 | (12,955)(2) |
| Amount available | \$ 51,565 | \$ 50,020(1) | 1,545(3) |

(1) Represents amount available to be borrowed at the indicated date under the Facility.

(2) The funds used to reduce debt were obtained from operations.

(3) The \$1.5 million increase in the amount available is primarily a result of the \$13.0 million reduction in the amount of debt outstanding offset by the effect of paying off the term loan using funds obtained from the line of credit.

Performance Metrics

| | September 30 2011 | September 30 2010 | Increase (Decrease) |
|---------------------------|----------------------|----------------------|------------------------|
| | (in Days) | | |
| Days of sales outstanding | 58.6 | 57.4 | 1.2 |
| Inventory turns | 7.1 | 6.6 | .5 |

Accounts receivable days of sales outstanding were 58.6 days at September 30, 2011 compared to 57.4 days at September 30, 2010. The increase resulted primarily from a change in customer mix which resulted in slower collection of accounts receivable. Annualized inventory turns were 7.1 at September 30, 2011 and 6.6 at September 30, 2010. The increase in inventory turns resulted from the increase in sales.

Funding Commitments

We believe our cash generated from operations and available under our Credit Facility will meet our normal working capital needs during the next twelve months. However, we may require additional debt or equity financing to fund potential acquisitions. Such additional financings may include additional bank debt or the public or private sale of debt or equity securities. In connection with any such financing, we may issue securities that substantially dilute the interests of our shareholders. We may not be able to obtain additional financing on attractive terms, if at all.

Acquisitions

All of the Company's acquisitions have been accounted for using the purchase method of accounting. Revenues and expenses of the acquired businesses have been included in the accompanying consolidated financial statements beginning on their respective dates of acquisition. The allocation of purchase price to the acquired assets and liabilities is based on estimates of fair market value.

DISCUSSION OF CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The significant estimates made by us in the accompanying financial statements relate to reserves for accounts receivable collectability, inventory valuations, income taxes, self-insured liability claims and self-insured medical claims. Actual results could differ from those estimates. Management periodically re-evaluates these estimates as events and circumstances change. Together with the effects of the matters discussed above, these factors may significantly impact the Company's results of operations from period-to-period.

Critical accounting policies are those that are both most important to the portrayal of a company's financial position and results of operations, and require management's subjective or complex judgments. These policies have been discussed with the Audit Committee of the Board of Directors of DXP. Below is a discussion of what we believe are our critical accounting policies.

Revenue Recognition

For binding agreements to fabricate tangible assets to customer specifications, the Company recognizes revenues using the percentage of completion method. Under this method, revenues are recognized as costs are incurred and include estimated profits calculated on the basis of the relationship between costs incurred and total estimated costs at completion. If at any time expected costs exceed the value of the contract, the loss is recognized immediately. Approximately \$7.5 million of revenues were recognized on contracts in process as of September 30, 2011. The typical time span of these contracts is approximately one to two years.

For other sales, the Company recognizes revenues when an agreement is in place, the price is fixed, title for product passes to the customer or services have been provided and collectability is reasonably assured. Revenues are recorded net of sales taxes. Revenues recognized include product sales and billings for freight and handling charges.

Allowance for Doubtful Accounts

Provisions to the allowance for doubtful accounts are made monthly and adjustments are made periodically (as circumstances warrant) based upon the expected collectability of all such accounts. Write-offs could be materially different from the reserve provided if economic conditions change or actual results deviate from historical trends.

Inventory

Inventory consists principally of finished goods and is priced at lower of cost or market, cost being determined using the first-in, first-out (FIFO) method. Reserves are provided against inventory for estimated obsolescence based upon the aging of the inventory and market trends. Actual obsolescence could be materially different from the reserve if economic conditions or market trends change significantly.

Self-insured Insurance and Medical Claims

We generally retain up to \$100,000 of risk for each claim for workers compensation, general liability, automobile and property loss. We accrue for the estimated loss on the self-insured portion of these claims. The accrual is adjusted quarterly based upon reported claims information. The actual cost could deviate from the recorded estimate.

We generally retain up to \$200,000 of risk on each medical claim for our employees and dependents. We accrue for the estimated outstanding balance of unpaid medical claims for our employees and their dependents. The accrual is adjusted monthly based on recent claims experience. The actual claims could deviate from recent claims experience and be materially different from the reserve.

The accrual for these claims at December 31, 2010 and September 30, 2011 was approximately \$1.8 million and \$2.0 million, respectively.

Impairment of Long-Lived Assets and Goodwill

Goodwill represents a significant portion of our total assets. We review goodwill for impairment annually during our fourth quarter or more frequently if certain impairment indicators arise under the provisions of authoritative guidance. We review goodwill at the reporting level unit, which is one level below an operating segment. We review the carrying value of the net assets of each reporting unit to the net present value of estimated discounted future cash flows of the reporting unit. If the carrying value exceeds the net present value of estimated discounted future cash flows, an impairment indicator exists and an estimate of the impairment loss is calculated. The fair value calculation includes multiple assumptions and estimates, including the projected cash flows and discount rates applied. Changes in these assumptions and estimates could result in goodwill impairment that could materially adversely impact our financial position or results of operations. Assets, liabilities, deferred taxes and goodwill for each reporting unit are determined using the balance sheets maintained for each reporting unit.

When estimating fair values of a reporting unit for our goodwill impairment test, we use an income approach which incorporates management's views. The income approach provides an estimated fair value based on each reporting unit's anticipated cash flows that are discounted using a weighted average cost of capital rate. The primary assumptions used in the income approach are estimated cash flows and weighted average cost of capital. Estimated cash flows are primarily based on projected revenues, operating costs and capital expenditures and are discounted based on comparable industry average rates for weighted average cost of capital.

Long-lived assets, including property, plant and equipment and amortizable intangible assets comprise a significant portion of our total assets. We evaluate the carrying value of long-lived assets when impairment indicators are present or when circumstances indicate that impairment may exist under authoritative guidance. When events or changes in circumstances indicate that a long-lived asset carrying amount may not be recoverable, a long-lived asset or assets shall be grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Depending on the circumstances, this could be at a reporting unit or segment level.

The following are examples of events or changes in circumstances that might suggest an asset or asset group should be tested for impairment:

- a. A significant decrease in the market price of a long-lived asset (asset group)
- b. A significant adverse change in the extent or manner in which a long-lived asset (asset group) is being used or in its physical condition
- c. A significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset (asset group), including an adverse action or assessment by a regulator
- d. A current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset (asset group)
- e. A current expectation that, more likely than not, a long-lived asset (asset group) will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

Estimates of future cash flows are generally used to test the recoverability of a long-lived asset (asset group), unless market information is available that would more clearly indicate the fair value of an asset or asset group. To the extent estimates of future cash flows are utilized, only the future cash flows (cash inflows less associated cash outflows) that are directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the asset (asset group) are utilized. Those estimates shall exclude interest charges that will be recognized as an expense when incurred.

These impairment tests are heavily influenced by assumptions and estimates that are subject to change as additional information becomes available. We concluded DXP did not have an impairment of long-lived assets during 2010.

Purchase Accounting

The Company estimates the fair value of assets, including property, machinery and equipment and their related useful lives and salvage values, and liabilities when allocating the purchase price of an acquisition.

Cost of Sales and Selling, General and Administrative Expense

Cost of sales includes product and product related costs, inbound freight charges, internal transfer costs and depreciation. Selling, general and administrative expense includes purchasing and receiving costs, inspection costs, warehousing costs, depreciation and amortization. DXP's gross margins may not be comparable to those of other entities, since some entities include all of the costs related to their distribution network in cost of sales and others like DXP exclude a portion of these costs from gross margin, including the costs in a line item, such as selling, general and administrative expense.

Income Taxes

Deferred income tax assets and liabilities are computed for differences between the financial statement and income tax bases of assets and liabilities. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to reverse. Valuation allowances are established to reduce deferred income tax assets to the amounts expected to be realized.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our market risk results from volatility in interest rates. Our exposure to interest rate risk relates primarily to our debt portfolio. Using floating interest rate debt outstanding at September 30, 2011, a 100 basis point change in interest rates would result in approximately a \$974,000 change in annual interest expense.

ITEM 4: CONTROLS AND PROCEDURES

As of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934) was evaluated by our management with the participation of our President and Chief Executive Officer, David R. Little (principal executive officer), and our Senior Vice President and Chief Financial Officer, Mac McConnell (principal financial officer). Messrs. Little and McConnell have concluded that our disclosure controls and procedures are effective, as of the end of the period covered by this Quarterly Report on Form 10-Q, to help ensure that information we are required to disclose in reports that we file with the SEC is accumulated and communicated to management and recorded, processed, summarized and reported within the time periods prescribed by the SEC.

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter (the quarter ended September 30, 2011) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

No material developments have occurred in the litigation with BP America Production Company disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. DXP currently believes the claim is without merit and the possibility of the claim having a material adverse effect on our business, financial condition, cash flows or results of operations is remote.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information about the Company's purchases of shares of the Company's common stock during the quarter:

| Period | Total Number of Shares Purchased(1) | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that may yet be Purchased Under the Plans or Programs |
|--|-------------------------------------|------------------------------|--|--|
| August 1, 2011 through August 31, 2011 | 40,000 | \$24.50 | - | - |
| September 1, 2011 through September 30, 2011 | 10,000 | \$19.39 | - | - |
| Totals | 50,000 | \$23.47 | - | - |

(1) Shares were purchased in non-open market transactions.

ITEM 6. EXHIBITS

- 3.1 Restated Articles of Incorporation, as amended (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (Reg. No. 333-61953), filed with Commission on August 20, 1998).
- 3.2 Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-4 (Reg. No. 333-10021), filed with the Commission on August 12, 1996).
- 3.3 Certificate of Amendment to Restated Articles of Incorporation. (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, filed with the Commission on July 27, 2011).
- 3.4 Amendment No. 1 to Bylaws of DXP Enterprises, Inc. (incorporated by reference to Exhibit A to the Company's Current Report on Form 8-K, filed with the Commission on July 28, 2011).
- 10.1 Amendment Number One to Employment Agreement dated effective June 1, 2004 between DXP Enterprises, Inc. and Mac McConnell (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 9, 2011).
- 10.2 David Little Equity Incentive Program dated May 4, 1011 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the Commission on May 9, 2011)..
- 10.3 Amendment Number Two to Credit Agreement among DXP Enterprises, Inc., as Borrower, and Bank of America, N.A., as Syndication Agent, and Wells Fargo Bank, National Association, as Lead Arranger and Administrative Agent for the Lenders and the Lenders party thereto, dated August 28, 2008 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K, filed with the Commission on July 27, 2011).

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended. (Filed herewith).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and rule 15d-14(a) of the Securities Exchange Act, as amended. (Filed herewith).

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith).

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.

DXP ENTERPRISES, INC.

(Registrant)

By: /s/MAC McCONNELL

Mac McConnell

Senior Vice-President/Finance and

Chief Financial Officer

Dated: November 1, 2011

