TEREX CORP
Form 10-Q
July 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

F O R M 10 – Q

(Mark One)

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

For the quarterly period ended June 30, 2014

o	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	34-1531521
(State of Incorporation)	(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 x NO o

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 x NO o

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 x Accelerated filer o Non-accelerated filer o Smaller Reporting Company o

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

Number of outstanding shares of common stock: 110.2 million as of July 21, 2014.
The Exhibit Index begins on page 57.

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TEREX CORPORATION AND SUBSIDIARIES

GENERAL

This Quarterly Report on Form 10-Q filed by Terex Corporation generally speaks as of June 30, 2014 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, 2014 (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, 2014 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
Loegering 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 (within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934) 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 negatives thereof and analogous or 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;
- 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 resource planning 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.

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 June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net sales	$2,055.1	$1,861.5	$3,709.7	$3,515.2
Cost of goods sold	(1,631.3)	(1,510.3)	(2,952.5)	(2,842.8)
Gross profit	423.8	351.2	757.2	672.4
Selling, general and administrative expenses	(262.9)	(267.7)	(521.3)	(523.3)
Income (loss) from operations	160.9	83.5	235.9	149.1
Other income (expense)				
Interest income	1.2	1.8	2.5	3.5
Interest expense	(31.7)	(31.4)	(62.1)	(64.8)
Loss on early extinguishment of debt	—	(5.2)	—	(5.2)
Other income (expense) – net	(2.0)	(2.3)	(4.9)	(3.9)
Income (loss) from continuing operations before income taxes	128.4	46.4	171.4	78.7
(Provision for) benefit from income taxes	(40.0)	(27.7)	(51.5)	(42.3)
Income (loss) from continuing operations	88.4	18.7	119.9	36.4
Income (loss) from discontinued operations – net of tax	0.5	0.9	1.4	2.5
Gain (loss) on disposition of discontinued operations – net of tax	51.5	—	53.0	3.0
Net income (loss)	140.4	19.6	174.3	41.9
Net loss (income) attributable to noncontrolling interest	(0.6)	1.7	0.5	3.3
Net income (loss) attributable to Terex Corporation	$139.8	$21.3	$174.8	$45.2
Amounts attributable to Terex Corporation common stockholders:				
Income (loss) from continuing operations	$87.8	$20.4	$120.4	$39.7
Income (loss) from discontinued operations – net of tax	0.5	0.9	1.4	2.5
Gain (loss) on disposition of discontinued operations – net of tax	51.5	—	53.0	3.0
Net income (loss) attributable to Terex Corporation	$139.8	$21.3	$174.8	$45.2
Basic Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	$0.80	$0.18	$1.09	$0.36
Income (loss) from discontinued operations – net of tax	—	0.01	0.01	0.02
Gain (loss) on disposition of discontinued operations – net of tax	0.47	—	0.48	0.03
Net income (loss) attributable to Terex Corporation	$1.27	$0.19	$1.58	$0.41
Diluted Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	$0.76	$0.17	$1.03	$0.34
Income (loss) from discontinued operations – net of tax	—	0.01	0.01	0.02
Gain (loss) on disposition of discontinued operations – net of tax	0.45	—	0.46	0.03
Net income (loss) attributable to Terex Corporation	$1.21	$0.18	$1.50	$0.39
Weighted average number of shares outstanding in per share calculation				
Basic	110.3	111.2	110.5	111.0
Diluted	115.8	115.8	116.4	115.8
Comprehensive income (loss)	$165.2	$(13.2)	$215.4	$(69.8)

Comprehensive loss (income) attributable to noncontrolling interest	(0.4)	1.7	0.9	3.3
Comprehensive income (loss) attributable to Terex Corporation	$164.8	$(11.5)	$216.3	$(66.5)
Dividends declared per common share	$0.05	$—	$0.10	$—

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, 2014	December 31, 2013
Assets		
Current assets		
Cash and cash equivalents	$364.3	$408.1
Trade receivables (net of allowance of $43.2 and $47.6 at June 30, 2014 and December 31, 2013, respectively)	1,368.4	1,176.8
Inventories	1,779.0	1,613.2
Other current assets	300.7	312.0
Current assets – discontinued operations	—	129.3
Total current assets	3,812.4	3,639.4
Non-current assets		
Property, plant and equipment – net	776.5	789.4
Goodwill	1,267.1	1,245.6
Intangible assets – net	430.5	444.8
Other assets	418.1	401.9
Non-current assets – discontinued operations	—	15.6
Total assets	$6,704.6	$6,536.7
Liabilities and Stockholders' Equity		
Current liabilities		
Notes payable and current portion of long-term debt	$190.7	$86.8
Trade accounts payable	800.8	689.1
Accrued compensation and benefits	243.4	234.3
Accrued warranties and product liability	92.6	96.2
Customer advances	334.5	302.1
Other current liabilities	333.3	270.1
Current liabilities – discontinued operations	—	46.1
Total current liabilities	1,995.3	1,724.7
Non-current liabilities		
Long-term debt, less current portion	1,731.8	1,889.9
Retirement plans	383.8	388.2
Other non-current liabilities	231.2	259.5
Non-current liabilities – discontinued operations	—	5.7
Total liabilities	4,342.1	4,268.0
Commitments and contingencies		
Redeemable noncontrolling interest	—	53.9
Stockholders' equity		
Common stock, $.01 par value – authorized 300.0 shares; issued 124.5 and 123.7 shares at June 30, 2014 and December 31, 2013, respectively	1.2	1.2
Additional paid-in capital	1,239.7	1,247.5
Retained earnings	1,851.7	1,688.1
Accumulated other comprehensive income (loss)	(75.4)	(116.5)
	(685.6)	(630.2)

Less cost of shares of common stock in treasury – 15.1 and 13.8 shares at June 30, 2014 and December 31, 2013, respectively		
Total Terex Corporation stockholders’ equity	2,331.6	2,190.1
Noncontrolling interest	30.9	24.7
Total stockholders’ equity	2,362.5	2,214.8
Total liabilities, redeemable noncontrolling interest and stockholders’ equity	$6,704.6	$6,536.7

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

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

	Six Months Ended June 30, 2014	2013
Operating Activities		
Net income	$174.3	$41.9
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	80.0	78.3
(Gain) loss on disposition of discontinued operations	(53.0)	(3.0)
Deferred taxes	(18.5)	(18.0)
Stock-based compensation expense	26.2	21.9
Changes in operating assets and liabilities (net of effects of acquisitions and divestitures):		
Trade receivables	(183.6)	(130.3)
Inventories	(162.4)	(71.8)
Trade accounts payable	108.2	120.9
Customer advances	33.7	25.0
Other assets and liabilities	(4.2)	31.5
Other operating activities, net	23.8	33.5
Net cash provided by (used in) operating activities	24.5	129.9
Investing Activities		
Capital expenditures	(37.3)	(41.4)
Proceeds from disposition of discontinued operations	162.2	0.7
Proceeds from sale of assets	2.6	40.7
Other investing activities, net	(7.4)	(1.4)
Net cash (used in) provided by investing activities	120.1	(1.4)
Financing Activities		
Repayments of debt	(637.3)	(276.3)
Proceeds from issuance of debt	580.3	45.9
Distributions to noncontrolling interest	—	(18.4)
Purchase of noncontrolling interest	(73.4)	(0.1)
Share repurchases	(54.9)	(1.0)
Dividends paid	(11.0)	—
Other financing activities, net	7.2	9.7
Net cash provided by (used in) financing activities	(189.1)	(240.2)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	0.7	(18.1)
Net Increase (Decrease) in Cash and Cash Equivalents	(43.8)	(129.8)
Cash and Cash Equivalents at Beginning of Period	408.1	678.0
Cash and Cash Equivalents at End of Period	$364.3	$548.2

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

TEREX CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2014
(unaudited)
NOTE A – BASIS OF PRESENTATION

Basis of Presentation. The accompanying unaudited Condensed Consolidated Financial Statements of Terex Corporation and subsidiaries as of June 30, 2014 and for the three and six months ended June 30, 2014 and 2013 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America to be included in full-year financial statements. The accompanying Condensed Consolidated Balance Sheet as of December 31, 2013 has been derived from and should be read in conjunction with the audited Consolidated Balance Sheet as of that date. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

The Condensed Consolidated Financial Statements include the accounts of Terex Corporation, its majority-owned subsidiaries and other controlled subsidiaries ("Terex" or the "Company"). The Company consolidates all majority-owned and controlled subsidiaries, applies the equity method of accounting for investments in which the Company is able to exercise significant influence, and applies the cost method for all other investments. All material intercompany balances, transactions and profits have been eliminated.

In the opinion of management, all adjustments considered necessary for fair statement of these interim financial statements have been made. Except as otherwise disclosed, all such adjustments consist only of those of a normal recurring nature. Operating results for the three and six months ended June 30, 2014 are not necessarily indicative of results that may be expected for the year ending December 31, 2014.

Cash and cash equivalents at June 30, 2014 and December 31, 2013 include $15.1 million and $14.5 million, respectively, which were not immediately available for use. These consist primarily of cash balances held in escrow to secure various obligations of the Company.

In Note M – "Long-Term Obligations" of the Company's Form 10-K for the year ended December 31, 2013, certain of the balances by period of maturity were misclassified in the table providing long-term debt maturities. The revised scheduled annual maturities of the principal portion of long-term debt outstanding at December 31, 2013 are approximately $125 million, $127 million and $481 million for 2015, 2016 and 2017, respectively. These revisions had no impact on the Company's primary financial statements or debt agreements and are not considered material to the previously issued financial statements.

Reclassification. Certain prior year amounts have been reclassified to conform to the current year's presentation. On May 30, 2014 the Company sold its truck business, which was consolidated in the Construction segment, to Volvo Construction Equipment for approximately $160 million. As a result, reporting of the truck business has been included in discontinued operations for all periods presented. See Note D – "Discontinued Operations" for more information on discontinued operations.

Recent Accounting Pronouncements. In March 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-05, "Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity," ("ASU 2013-05"). The objective of ASU 2013-05 is to clarify the applicable guidance for the release into net income of the cumulative translation adjustment upon derecognition of a subsidiary or group of assets within a foreign entity. ASU 2013-05 is effective for annual and interim reporting periods beginning after December 15, 2013. Adoption of this guidance did not have a significant impact on the determination or reporting of the Company's financial results. The future effects of ASU 2013-05 will depend on whether the Company derecognizes any foreign subsidiaries or groups of assets within a foreign entity.

In July 2013, the FASB issued ASU 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists," ("ASU 2013-11"), an amendment to Accounting Standards Codification ("ASC") 740, "Income Taxes." ASU 2013-11 clarifies that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax benefit is disallowed. In situations where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be netted with the deferred tax asset. The amendments in ASU 2013-11 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Adoption of this guidance did not have a significant impact on the determination or reporting of the Company's financial results.

In April 2014, the FASB issued ASU 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity," ("ASU 2014-08"). Under ASU 2014-08, only disposals representing a strategic shift in operations that have a major effect on the Company's operations and financial results should be presented as discontinued operations. Additionally, ASU 2014-08 requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities, income, and expenses of discontinued operations. The amendments in ASU 2014-08 are effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. However, ASU 2014-08 should not be applied to a component that is classified as held for sale before the effective date even if the component is disposed of after the effective date. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued. The effects of ASU 2014-08 will depend on any future disposals by the Company.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," ("ASU 2014-09"). ASU 2014-09 outlines a new, single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. This new revenue recognition model provides a five-step analysis in determining when and how revenue is recognized. The new model will require revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration a company expects to receive in exchange for those goods or services. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016, and early adoption is not permitted. The Company is evaluating the impact that adoption of this guidance will have on the determination or reporting of its financial results.

In June 2014, the FASB issued ASU 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could be Achieved after the Requisite Service Period," ("ASU 2014-12"). ASU 2014-12 requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. ASU 2014-12 is effective for reporting periods beginning after December 15, 2015. Early adoption is permitted. Adoption of this guidance is not expected to have a significant impact on the determination or reporting of the Company's financial results.

Accrued Warranties. The Company records accruals for potential warranty claims based on its claim experience. The Company's products are typically sold with a standard warranty covering defects that arise during a fixed period. Each business provides a warranty specific to the products it offers. The specific warranty offered by a business is a function of customer expectations and competitive forces. Warranty length is generally a fixed period of time, a fixed number of operating hours, or both.

A liability for estimated warranty claims is accrued at the time of sale. The non-current portion of the warranty accrual is included in Other non-current liabilities in the Company's Condensed Consolidated Balance Sheet. The liability is established using historical warranty claim experience for each product sold. Historical claim experience may be adjusted for known design improvements or for the impact of unusual product quality issues. Warranty reserves are reviewed quarterly to ensure critical assumptions are updated for known events that may affect the potential warranty liability.

The following table summarizes the changes in the consolidated product warranty liability (in millions):

	Six Months Ended June 30, 2014
Balance at beginning of period	$106.1
Accruals for warranties issued during the period	37.1
Changes in estimates	2.4
Settlements during the period	(43.1)
Foreign exchange effect/other	0.1
Balance at end of period	$102.6

Fair Value Measurements. Assets and liabilities measured at fair value on a recurring basis under the provisions of ASC 820, "Fair Value Measurement and Disclosure" ("ASC 820") include interest rate swap and foreign currency forward contracts discussed in Note I – "Derivative Financial Instruments." These contracts are valued using a market approach, which uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. ASC 820 establishes a fair value hierarchy for those instruments measured at fair value that distinguishes between assumptions based on market data (observable inputs) and the Company's assumptions (unobservable inputs). The hierarchy consists of three levels:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2 – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Determining which category an asset or liability falls within this hierarchy requires judgment. The Company evaluates its hierarchy disclosures each quarter.

NOTE B – BUSINESS SEGMENT INFORMATION

Terex is a lifting and material handling solutions company. The Company is focused on operational improvement and delivering reliable, customer-driven solutions for a wide range of commercial applications, including the construction, infrastructure, quarrying, mining, manufacturing, transportation, energy and utility industries. The Company operates in five reportable segments: (i) Aerial Work Platforms ("AWP"); (ii) Construction; (iii) Cranes; (iv) Material Handling & Port Solutions ("MHPS"); and (v) Materials Processing ("MP").

The AWP segment designs, manufactures, markets and services aerial work platform equipment, telehandlers and light towers as well as their related replacement parts and components. Customers use these products to construct and maintain industrial, commercial and residential buildings and facilities and for other commercial operations, as well as in a wide range of infrastructure projects.

The Construction segment designs, manufactures and markets compact construction and specialty equipment, as well as their related replacement parts and components. Customers use these products in construction and infrastructure projects, in building roads, bridges, homes, industrial sites and for material handling applications.

In 2013, the Company divested its roadbuilding operations, formerly a part of the Construction segment, in Brazil and Oklahoma City. On May 30, 2014, we sold our truck business, which was consolidated in the Construction segment, to Volvo Construction Equipment. The truck business manufactured and sold off-highway rigid and articulated haul trucks. Included in the transaction was the manufacturing facility in Motherwell, Scotland. As a result, the reporting of the truck business has been included in discontinued operations for all periods presented.

The Cranes segment designs, manufactures, markets, services and refurbishes rough terrain cranes, all terrain cranes, truck cranes, tower cranes, lattice boom crawler cranes, lattice boom truck cranes, truck-mounted cranes (boom trucks) and utility equipment, as well as their related replacement parts and components. Customers use these products for construction, repair and maintenance of commercial buildings, manufacturing facilities, construction and maintenance of utility and telecommunication lines, tree trimming and certain construction and foundation drilling applications and a wide range of infrastructure projects. The segment also provides service and support for industrial cranes and aerial products in North America.

The MHPS segment designs, manufactures, markets and services industrial cranes, including standard cranes, process cranes, rope and chain hoists, electric motors, light crane systems and crane components as well as a diverse portfolio of port and rail equipment including mobile harbor cranes, straddle and sprinter carriers, gantry cranes, ship-to-shore cranes, reach stackers, container handlers, general cargo lift trucks, automated stacking cranes, automated guided vehicles and terminal automation technology, including software, as well as their related replacement parts and components. The segment operates an extensive global sales and service network. Customers use these products for lifting and material handling at manufacturing and port and rail facilities.

The MP segment designs, manufactures and markets materials processing equipment, including crushers, washing systems, screens, apron feeders, biomass and hand-fed chippers and their related replacement parts and components. Customers use these products in construction, infrastructure and recycling projects, in various quarrying and mining applications, as well as in landscaping and biomass production industries.

The Company assists customers in their rental, leasing and acquisition of its products through Terex Financial Services (“TFS”). TFS uses its equipment financing experience to provide financing solutions to customers who purchase the Company’s equipment.

Business segment information is presented below (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net Sales				
AWP	$717.9	$606.6	$1,302.8	$1,115.7
Construction	227.2	228.1	422.9	438.5
Cranes	503.5	521.2	897.1	992.1
MHPS	431.4	369.8	799.6	709.0
MP	183.1	176.3	333.1	330.6
Corporate and Other / Eliminations	(8.0)	(40.5)	(45.8)	(70.7)
Total	$2,055.1	$1,861.5	$3,709.7	$3,515.2
Income (loss) from Operations				
AWP	$113.5	$101.2	$195.7	$173.6
Construction	4.0	(5.2)	(1.0)	(19.7)
Cranes	29.7	23.4	29.5	55.9
MHPS	2.7	(57.2)	(3.6)	(86.3)
MP	22.8	24.5	33.7	36.2
Corporate and Other / Eliminations	(11.8)	(3.2)	(18.4)	(10.6)
Total	$160.9	$83.5	$235.9	$149.1

	June 30, 2014	December 31, 2013
Identifiable Assets		
AWP	$1,422.8	$937.2
Construction	1,492.7	1,012.5
Cranes	2,074.6	2,040.3
MHPS	3,126.8	2,989.5
MP	918.1	945.6
Corporate and Other / Eliminations	(2,330.4)	(1,533.3)
Discontinued operations	—	144.9

Total	$6,704.6	$6,536.7

NOTE C – INCOME TAXES

During the three months ended June 30, 2014, the Company recognized income tax expense of $40.0 million on income of $128.4 million, an effective tax rate of 31.2% as compared to income tax expense of $27.7 million on income of $46.4 million, an effective tax rate of 59.7%, for three months ended June 30, 2013. The lower effective tax rate for the three months ended June 30, 2014 was primarily due to the reduced impact of losses not benefited when compared to the three months ended June 30, 2013.

During the six months ended June 30, 2014, the Company recognized income tax expense of $51.5 million on income of $171.4 million, an effective tax rate of 30.0% as compared to income tax expense of $42.3 million on income of $78.7 million an effective tax rate of 53.7%, for the six months ended June 30, 2013. The lower effective tax rate for the six months ended June 30, 2014 was primarily due to the reduced impact of losses not benefited when compared to the six months ended June 30, 2013.

NOTE D – DISCONTINUED OPERATIONS

In 2010, the Company sold all of its Atlas heavy construction equipment and knuckle-boom cranes businesses (collectively, “Atlas”).

On May 30, 2014, the Company sold its truck business, which was consolidated in the Construction segment, to Volvo Construction Equipment for approximately $160 million. The truck business manufactured and sold off-highway rigid and articulated haul trucks. Included in the transaction was the manufacturing facility in Motherwell, Scotland.

Due to the divestiture of these businesses, reporting of these businesses has been included in discontinued operations for all periods presented. Cash flows from the Company’s discontinued operations are included in the Condensed Consolidated Statement of Cash Flows.

The following amounts related to the discontinued operations were derived from historical financial information and have been segregated from continuing operations and reported as discontinued operations in the Condensed Consolidated Statement of Comprehensive Income (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net sales	$49.4	$46.8	$94.8	$116.2
Income (loss) from discontinued operations before income taxes	$0.8	$1.4	$1.7	$3.6
(Provision for) benefit from income taxes	(0.3)	(0.5)	(0.3)	(1.1)
Income (loss) from discontinued operations – net of tax	$0.5	$0.9	$1.4	$2.5
Gain (loss) on disposition of discontinued operations	$65.7	$—	$67.5	$3.5
(Provision for) benefit from income taxes	(14.2)	—	(14.5)	(0.5)
Gain (loss) on disposition of discontinued operations – net of tax	$51.5	$—	$53.0	$3.0

During the three and six months ended June 30, 2014 the Company recorded a gain of $51.5 million related to the sale of its truck business. During the six months ended June 30, 2014 and 2013 the Company recorded a gain of $1.5 million and $3.0 million, respectively, related to the sale of its Atlas business based on contractually obligated earnings based payments from the purchaser.

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The following table provides the amounts of assets and liabilities reported in discontinued operations in the Condensed Consolidated Balance Sheet (in millions) related to the truck business:

	June 30, 2014	December 31, 2013
Trade receivables, net	$—	$49.7
Inventories	—	73.6
Other current assets	—	6.0
Current assets – discontinued operations	$—	$129.3
Property, plant and equipment - net	$—	$9.5
Other assets	—	6.1
Non-current assets – discontinued operations	$—	$15.6
Trade accounts payable	$—	$35.9
Other current liabilities	—	10.2
Current liabilities – discontinued operations	$—	$46.1
Non-current liabilities – discontinued operations	$—	$5.7

NOTE E – EARNINGS PER SHARE

(in millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Income (loss) from continuing operations attributable to Terex Corporation common stockholders	$87.8	$20.4	$120.4	$39.7
Income (loss) from discontinued operations–net of tax	0.5	0.9	1.4	2.5
Gain (loss) on disposition of discontinued operations–net of tax	51.5	—	53.0	3.0
Net income (loss) attributable to Terex Corporation	$139.8	$21.3	$174.8	$45.2
Basic shares:				
Weighted average shares outstanding	110.3	111.2	110.5	111.0
Earnings per share – basic:				
Income (loss) from continuing operations	$0.80	$0.18	$1.09	$0.36
Income (loss) from discontinued operations–net of tax	—	0.01	0.01	0.02
Gain (loss) on disposition of discontinued operations–net of tax	0.47	—	0.48	0.03
Net income (loss) attributable to Terex Corporation	$1.27	$0.19	$1.58	$0.41
Diluted shares:				
Weighted average shares outstanding	110.3	111.2	110.5	111.0
Effect of dilutive securities:				
Stock options, restricted stock awards and convertible notes	5.5	4.6	5.9	4.8
Diluted weighted average shares outstanding	115.8	115.8	116.4	115.8
Earnings per share – diluted:				
Income (loss) from continuing operations	$0.76	$0.17	$1.03	$0.34
Income (loss) from discontinued operations–net of tax	—	0.01	0.01	0.02
Gain (loss) on disposition of discontinued operations–net of tax	0.45	—	0.46	0.03
Net income (loss) attributable to Terex Corporation	$1.21	$0.18	$1.50	$0.39

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The following table provides information to reconcile amounts reported on the Condensed Consolidated Statement of Comprehensive Income to amounts used to calculate earnings per share attributable to Terex Corporation common stockholders (in millions):

Reconciliation of Amounts Attributable to Common Stockholders

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Income (loss) from continuing operations	$88.4	$18.7	$119.9	$36.4
Noncontrolling interest (income) loss attributed to continuing operations	(0.6)	1.7	0.5	3.3
Income (loss) from continuing operations attributable to common stockholders	$87.8	$20.4	$120.4	$39.7

Weighted average options to purchase 0.1 million of the Company’s common stock, par value $0.01 per share (“Common Stock”), were outstanding during each of the three and six months ended June 30, 2014, but were not included in the computation of diluted shares as the effect would be anti-dilutive. Weighted average options to purchase 0.2 million of the Company’s common stock, par value $0.01 per share (“Common Stock”), were outstanding during each of the three and six months ended June 30, 2013, but were not included in the computation of diluted shares as the effect would be anti-dilutive. Weighted average restricted stock awards of 0.3 million shares were outstanding during the three and six months ended June 30, 2014, respectively, but were not included in the computation of diluted shares because the effect would be anti-dilutive or performance targets were not yet achieved for awards contingent upon performance. Weighted average restricted stock awards of 0.4 million and 0.3 million shares were outstanding during the three and six months ended June 30, 2013, respectively, but were not included in the computation of diluted shares because the effect would be anti-dilutive or performance targets were not yet achieved for awards contingent upon performance. ASC 260, “Earnings per Share,” requires that employee stock options and non-vested restricted shares granted by the Company be treated as potential common shares outstanding in computing diluted earnings per share. Under the treasury stock method, the amount the employee must pay for exercising stock options, the amount of compensation cost for future services that the Company has not yet recognized and the amount of tax benefits that would be recorded in additional paid-in capital when the award becomes deductible are assumed to be used to repurchase shares. The Company includes the impact of pro forma deferred tax assets in determining the amount of tax benefits for potential windfalls and shortfalls (the differences between tax deductions and book expense) in this calculation.

The 4% Convertible Senior Subordinated Notes due 2015 (the “4% Convertible Notes”) described in Note K – “Long-Term Obligations” are dilutive to the extent the volume-weighted average price of the Common Stock for the period evaluated was greater than $16.25 per share and earnings from continuing operations were positive. The volume-weighted average price of the Common Stock was greater than $16.25 per share for each of the three and six months ended June 30, 2014 and 2013. The number of shares that were contingently issuable for the 4% Convertible Notes during the three and six months ended June 30, 2014 was 4.7 million. The number of shares that were contingently issuable for the 4% Convertible Notes during the three and six months ended June 30, 2013 was 3.7 million. See Note K – “Long-Term Obligations.”

NOTE F – INVENTORIES

Inventories consist of the following (in millions):

	June 30, 2014	December 31, 2013
Finished equipment	$474.1	$450.0
Replacement parts	175.8	168.4

Work-in-process	626.5	527.3
Raw materials and supplies	502.6	467.5
Inventories	$1,779.0	$1,613.2

Reserves for lower of cost or market value, excess and obsolete inventory were $150.1 million and $132.5 million at June 30, 2014 and December 31, 2013, respectively.

NOTE G – PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment – net consist of the following (in millions):

	June 30, 2014	December 31, 2013
Property	$121.7	$121.2
Plant	414.4	412.5
Equipment	725.7	720.1
Property, plant and equipment – gross	1,261.8	1,253.8
Less: Accumulated depreciation	(485.3)	(464.4)
Property, plant and equipment – net	$776.5	$789.4

NOTE H – GOODWILL AND INTANGIBLE ASSETS, NET

An analysis of changes in the Company's goodwill by business segment is as follows (in millions):

	AWP	Construction	Cranes	MHPS	MP	Total
Balance at December 31, 2013, gross	$140.6	$ 274.4	$235.9	$727.5	$207.6	$1,586.0
Accumulated impairment	(38.6)	(274.4)	(4.2)	—	(23.2)	(340.4)
Balance at December 31, 2013, net	102.0	—	231.7	727.5	184.4	1,245.6
Acquisitions	—	—	—	12.0	—	12.0
Foreign exchange effect and other	0.3	—	0.1	4.0	5.1	9.5
Balance at June 30, 2014, gross	140.9	274.4	236.0	743.5	212.7	1,607.5
Accumulated impairment	(38.6)	(274.4)	(4.2)	—	(23.2)	(340.4)
Balance at June 30, 2014, net	$102.3	$ —	$231.8	$743.5	$189.5	$1,267.1

Intangible assets, net were comprised of the following as of June 30, 2014 and December 31, 2013 (in millions):

		June 30, 2014			December 31, 2013		
	Weighted Average Life (in years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets:							
Technology	8	$94.2	$ (54.1)	$ 40.1	$91.6	$ (48.7)	$42.9
Customer Relationships	15	355.4	(113.6)	241.8	354.7	(105.2)	249.5
Land Use Rights	57	18.1	(1.6)	16.5	18.4	(1.5)	16.9
Other	7	49.9	(41.1)	8.8	52.2	(40.4)	11.8
Total definite-lived intangible assets		$517.6	$ (210.4)	$ 307.2	$516.9	$ (195.8)	$321.1
Indefinite-lived intangible assets:							
Tradenames		$123.3			$123.7		
Total indefinite-lived intangible assets		$123.3			$123.7		

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2014	2013	2014	2013
Aggregate Amortization Expense	$9.8	$11.3	$19.5	$21.9

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Estimated aggregate intangible asset amortization expense (in millions) for each of the five years below is:

2014	$37.6
2015	$36.5
2016	$34.5
2017	$29.9
2018	$23.5

NOTE I – DERIVATIVE FINANCIAL INSTRUMENTS

In the normal course of business, the Company enters into two types of derivatives to hedge its interest rate exposure and foreign currency exposure: hedges of fair value exposures and hedges of cash flow exposures. Fair value exposures relate to recognized assets or liabilities and firm commitments, while cash flow exposures relate to the variability of future cash flows associated with recognized assets or liabilities or forecasted transactions.

The Company operates internationally, with manufacturing and sales facilities in various locations around the world, and uses certain financial instruments to manage its foreign currency, interest rate and fair value exposures. To qualify a derivative as a hedge at inception and throughout the hedge period, the Company formally documents the nature and relationships between hedging instruments and hedged items, as well as its risk-management objectives and strategies for undertaking various hedge transactions, and the method of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, the significant characteristics and expected terms of a forecasted transaction must be specifically identified, and it must be probable that each forecasted transaction will occur. If it is deemed probable that the forecasted transaction will not occur, then the gain or loss would be recognized in current earnings. Financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. The Company does not engage in trading or other speculative use of financial instruments.

The Company has used and may use forward contracts and options to mitigate its exposure to changes in foreign currency exchange rates on third party and intercompany forecasted transactions. The primary currencies to which the Company is exposed are the Euro, British Pound and Australian Dollar. The effective portion of unrealized gains and losses associated with forward contracts and the intrinsic value of option contracts are deferred as a component of Accumulated other comprehensive income until the underlying hedged transactions are reported in the Company’s Condensed Consolidated Statement of Comprehensive Income. The Company has used and may use interest rate swaps to mitigate its exposure to changes in interest rates related to existing issuances of variable rate debt and changes in the fair value of fixed rate debt. Primary exposure includes movements in the London Interbank Offer Rate (“LIBOR”).

Changes in the fair value of derivatives designated as fair value hedges are recognized in earnings as offsets to changes in fair value of exposures being hedged. The change in fair value of derivatives designated as cash flow hedges are deferred in Accumulated other comprehensive income and are recognized in earnings as hedged transactions occur. Contracts deemed ineffective are recognized in earnings immediately.

In the Condensed Consolidated Statement of Comprehensive Income, the Company records hedging activity related to debt instruments in interest expense and hedging activity related to foreign currency in the accounts for which the hedged items are recorded. On the Condensed Consolidated Statement of Cash Flows, the Company records cash flows from hedging activities in the same manner as it records the underlying item being hedged.

The Company is party to currency exchange forward contracts that generally mature within one year to manage its exposure to changing currency exchange rates. At June 30, 2014, the Company had $482.7 million notional amount of currency exchange forward contracts outstanding, most of which mature on or before June 30, 2015. The fair market value of these contracts at June 30, 2014 was a net gain of $0.5 million. At June 30, 2014, $416.1 million notional amount ($0.8 million of fair value gains) of these forward contracts have been designated as, and are effective as, cash flow hedges of forecasted and specifically identified transactions. During 2014 and 2013, the Company recorded the change in fair value for these cash flow hedges to Accumulated other comprehensive income and reclassified to earnings a portion of the deferred gain or loss from Accumulated other comprehensive income as the hedged transactions occurred and were recognized in earnings.

The Company records foreign exchange contracts at fair value on a recurring basis. There were no interest rate swaps recorded as of June 30, 2014 and December 31, 2013. The foreign exchange contracts designated as hedging instruments are categorized under Level 1 of the ASC 820 hierarchy and are recorded at June 30, 2014 and December 31, 2013 as a net asset of $0.5 million and $3.8 million, respectively. See Note A – "Basis of Presentation," for an explanation of the ASC 820 hierarchy. The fair values of these foreign exchange forward contracts are based on quoted forward foreign exchange prices at the reporting date. The fair values of these contracts are based on the contract rate specified at the anticipated contracts' settlement date and quoted forward foreign exchange prices at the reporting date.

The Company uses forward foreign exchange contracts to mitigate its exposure to changes in foreign currency exchange rates on third party and intercompany forecasted transactions. Certain of these contracts have not been designated as hedging instruments. The foreign exchange contracts are accounted for as financial assets or financial liabilities and measured at fair value at the balance sheet date and are categorized under Level 1 of the ASC 820 hierarchy. The fair values of these foreign exchange forward contracts are based on quoted forward foreign exchange prices at the reporting date. Changes in the fair value of these derivative financial instruments are recognized as gains or losses in Cost of goods sold or Other income (expense) – net in the Condensed Consolidated Statement of Comprehensive Income.

The following table provides the location and fair value amounts of derivative instruments designated as hedging instruments that are reported in the Condensed Consolidated Balance Sheet (in millions):

Asset Derivatives	Balance Sheet Account	June 30, 2014	December 31, 2013
Foreign exchange contracts	Other current assets	$4.3	$10.0
Liability Derivatives			
Foreign exchange contracts	Other current liabilities	3.8	6.2
Total Derivatives		$0.5	$3.8

The following table provides the location and fair value amounts of derivative instruments not designated as hedging instruments that are reported in the Condensed Consolidated Balance Sheet (in millions):

Asset Derivatives	Balance Sheet Account	June 30, 2014	December 31, 2013
Foreign exchange contracts	Other current assets	$1.7	$4.1
Liability Derivatives			
Foreign exchange contracts	Other current liabilities	0.9	0.8
Total Derivatives		$0.8	$3.3

The following tables provide the effect of derivative instruments that are designated as hedges in the Condensed Consolidated Statement of Comprehensive Income and AOCI (in millions):

Gain (Loss) Recognized in AOCI on Derivatives:	Three Months Ended June 30,		Six Months Ended June 30,	
Cash Flow Derivatives	2014	2013	2014	2013
Foreign exchange contracts	$0.5	$5.2	$(2.2)	$2.9

(Loss) Gain Reclassified from AOCI into Income (Effective):	Three Months Ended June 30,		Six Months Ended June 30,	
Account	2014	2013	2014	2013
Cost of goods sold	$0.6	$0.2	$2.1	$(0.6)
Other income (expense) – net	0.3	(0.8)	2.5	(0.8)
Total	$0.9	$(0.6)	$4.6	$(1.4)

Gain (Loss) Recognized in Income on Derivatives (Ineffective):

	Three Months Ended June 30,		Six Months Ended June 30,	
Account	2014	2013	2014	2013
Other income (expense) – net	$(0.7)	$0.8	$(2.8)	$2.1

The following table provides the effect of derivative instruments that are not designated as hedges in the Condensed Consolidated Statement of Comprehensive Income (in millions):

Gain (Loss) Recognized in Income on Derivatives not designated as hedges:	Three Months Ended June 30,		Six Months Ended June 30,	
Account	2014	2013	2014	2013
Cost of goods sold	$—	$0.8	$—	$0.3
Other income (expense) – net	0.3	—	(1.4)	—
Total	$0.3	$0.8	$(1.4)	$0.3

Counterparties to the Company's currency exchange forward contracts are major financial institutions with credit ratings of investment grade or better and no collateral is required. There are no significant risk concentrations. Management continues to monitor counterparty risk and believes the risk of incurring losses on derivative contracts related to credit risk is unlikely and any losses would be immaterial.

Unrealized net gains (losses), net of tax, included in AOCI are as follows (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Balance at beginning of period	$—	$(2.7)	$2.7	$(0.4)
Additional gains (losses) – net	0.9	4.8	0.4	1.9
Amounts reclassified to earnings	(0.4)	0.4	(2.6)	1.0
Balance at end of period	$0.5	$2.5	$0.5	$2.5

The estimated amount of existing gains for derivative contracts recorded in AOCI as of June 30, 2014 that are expected to be reclassified into earnings in the next twelve months is $0.5 million.

NOTE J – RESTRUCTURING AND OTHER CHARGES

The Company continually evaluates its cost structure to be appropriately positioned to respond to changing market conditions. From time to time the Company may initiate certain restructuring programs to better utilize its workforce and optimize facility utilization to match the demand for its products.

During the second quarter of 2013, the Company established a restructuring program in the Construction segment related to the distribution organization for Europe, the Middle East and Asia. This program resulted in a more decentralized distribution function. The program cost $1.9 million, resulted in the reduction of 19 team members and was completed in 2014.

During the second quarter of 2013, the Company established a restructuring program in the MHPS segment resulting in the consolidation of certain production facilities and the redesign of certain back office functions. The program is expected to cost $21.5 million, result in the reduction of 299 team members and be completed in 2014.

During the year ended December 31, 2012, the Company established a restructuring program in the Construction segment related to its compact construction operations in Germany to concentrate the segment on its core processes and competencies. This program resulted in the sale, closure or phase-out of several businesses in Germany. The program cost $11.7 million, resulted in the reduction of 250 team members and was completed in 2013 except for certain payments mandated by governmental agencies. During the fourth quarter of 2013, $2.6 million of restructuring reserves were reversed based on more team members staying with the sold business than originally anticipated.

During the fourth quarter of 2012, the Company established a restructuring program in the MHPS segment to realize cost synergies and to optimize the selling, general and administrative expense structure. This program resulted in the closing of a production site in Spain and outsourcing of the related future production. The program is expected to cost $3.0 million, result in the reduction of 26 team members and is expected to be completed in 2014.

The following table provides information for all restructuring activities by segment of the amount of expense incurred during the six months ended June 30, 2014, the cumulative amount of expenses incurred since inception of the programs from 2012 through 2014 and the total amount expected to be incurred (in millions):

	Amount incurred during the six months ended June 30, 2014	Cumulative amount incurred through June 30, 2014	Total amount expected to be incurred
Construction	$—	$11.1	$11.1
MHPS	0.7	25.2	25.2
Total	$0.7	$36.3	$36.3

The following table provides information by type of restructuring activity with respect to the amount of expense incurred during the six months ended June 30, 2014, the cumulative amount of expenses incurred since inception of the programs from 2012 and the total amount expected to be incurred (in millions):

	Employee Termination Costs	Facility Exit Costs	Asset Disposal and Other Costs	Total
Amount incurred in the six months ended June 30, 2014	$0.7	$—	$—	$0.7
Cumulative amount incurred through June 30, 2014	$30.5	$0.3	$5.5	$36.3
Total amount expected to be incurred	$30.5	$0.3	$5.5	$36.3

The following table provides a roll forward of the restructuring reserve by type of restructuring activity for the six months ended June 30, 2014 (in millions):

	Employee Termination Costs	Facility Exit Costs	Asset Disposal and Other Costs	Total
Restructuring reserve at December 31, 2013	$25.4	$—	$—	$25.4
Restructuring charges	0.7	—	—	0.7
Cash expenditures	(6.2)	—	—	(6.2)
Restructuring reserve at June 30, 2014	$19.9	$—	$—	$19.9

NOTE K – LONG-TERM OBLIGATIONS

2011 Credit Agreement

The Company entered into an amended and restated credit agreement (the “2011 Credit Agreement”) on August 5, 2011, with the lenders party thereto and Credit Suisse AG, as administrative agent and collateral agent.

The 2011 Credit Agreement provided the Company with a $460.1 million term loan and a €200.0 million term loan. The term loans are scheduled to mature on April 28, 2017. In addition, the 2011 Credit Agreement provides the Company with a revolving line of credit of up to $500 million. The revolving line of credit consists of $250 million of available domestic revolving loans and $250 million of available multicurrency revolving loans. The revolving lines of credit are scheduled to mature on April 29, 2016.

On November 13, 2013, the Company and its lenders entered into an amendment of the 2011 Credit Agreement (the “2013 Amendment”). As a result of the 2013 Amendment, the Company reduced the interest rates on its U.S. Dollar and Euro denominated term loans. Additionally, the 2013 Amendment also provided greater flexibility for the Company in providing customer financing, securitizing leases and loans to customers and selling loans and leases to third parties with recourse.

The 2011 Credit Agreement allows unlimited incremental commitments, which may be extended at the option of the lenders and can be in the form of revolving credit commitments, term loan commitments, or a combination of both as long as the Company satisfies a secured debt financial ratio contained in the credit facilities.

The 2011 Credit Agreement requires the Company to comply with a number of covenants which include certain financial tests, as defined in the 2011 Credit Agreement. The minimum required levels of the interest coverage ratio shall be 2.5 to 1.0. The maximum permitted levels of the senior secured leverage ratio shall be 2.5 to 1.0.

The covenants also limit, in certain circumstances, the Company's ability to take a variety of actions, including: incur indebtedness; create or maintain liens on its property or assets; make investments, loans and advances; repurchase shares of its Common Stock; engage in acquisitions, mergers, consolidations and asset sales; redeem debt; and pay dividends and distributions. The 2011 Credit Agreement also contains customary default provisions. The Company's future compliance with its financial covenants under the 2011 Credit Agreement will depend on its ability to generate earnings and manage its interest expense and senior secured debt effectively. The 2011 Credit Agreement also has various non-financial covenants, both requiring the Company to refrain from taking certain future actions (as described above) and requiring the Company to take certain actions, such as keeping in good standing its corporate existence, maintaining insurance, and providing its bank lending group with financial information on a timely basis.

On May 16, 2013, the Company repaid $110.0 million of the outstanding U.S. dollar denominated term loan and €83.5 million of the outstanding Euro denominated term loan under the 2011 Credit Agreement. As a result of the repayment the Company recorded a loss on early extinguishment of debt of $5.2 million in the Condensed Consolidated Statement of Comprehensive Income for the three and six months ended June 30, 2013.

As of June 30, 2014 and December 31, 2013, the Company had $492.6 million and $495.3 million in U.S. dollar and Euro denominated term loans outstanding under the 2011 Credit Agreement. The weighted average interest rate on the term loans at June 30, 2014 and December 31, 2013 was 3.66%. The Company had $80.5 million and $117.7 million in U.S. dollar and Euro denominated revolving credit amounts outstanding as of June 30, 2014 and December 31, 2013, respectively. The weighted average interest rate on the revolving credit amounts at June 30, 2014 and December 31, 2013 was 5.36% and 5.30%, respectively.

The 2011 Credit Agreement incorporates facilities for issuance of letters of credit up to $300 million. Letters of credit issued under the 2011 Credit Agreement letter of credit facility decrease availability under the $500 million revolving line of credit. As of June 30, 2014 and December 31, 2013, the Company had letters of credit issued under the 2011 Credit Agreement that totaled $4.3 million and $54.2 million, respectively. The 2011 Credit Agreement also permits the Company to have additional letter of credit facilities up to $200 million, and letters of credit issued under such additional facilities do not decrease availability under the revolving line of credit. The Company had letters of credit issued under the additional letter of credit facilities of the 2011 Credit Agreement that totaled $21.9 million and $3.1 million as of June 30, 2014 and December 31, 2013, respectively.

The Company also has bilateral arrangements to issue letters of credit with various other financial institutions. These additional letters of credit do not reduce the Company's availability under the 2011 Credit Agreement. The Company had letters of credit issued under these additional arrangements of $276.1 million and $283.1 million as of June 30, 2014 and December 31, 2013, respectively.

In total, as of June 30, 2014 and December 31, 2013, the Company had letters of credit outstanding of $302.3 million and $340.4 million, respectively. The letters of credit generally serve as collateral for certain liabilities included in the Condensed Consolidated Balance Sheet. Certain letters of credit serve as collateral guaranteeing the Company's performance under contracts.

The Company and certain of its subsidiaries agreed to take certain actions to secure borrowings under the 2011 Credit Agreement. As a result, the Company and certain of its subsidiaries entered into a Guarantee and Collateral Agreement with Credit Suisse, as collateral agent for the lenders, granting security to the lenders for amounts borrowed under the 2011 Credit Agreement. The Company is required to (a) pledge as collateral the capital stock of the Company's material domestic subsidiaries and 65% of the capital stock of certain of the Company's material foreign subsidiaries, and (b) provide a first priority security interest in, and mortgages on, substantially all of the Company's domestic assets.

6-1/2% Senior Notes

On March 27, 2012, the Company sold and issued $300 million aggregate principal amount of Senior Notes Due 2020 ("6-1/2% Notes") at par. The proceeds from these notes were used for general corporate purposes, including cash requirements resulting from the termination of the Demag Cranes AG Credit Agreement. The 6-1/2% Notes are redeemable by the Company beginning in April 2016 at an initial redemption price of 103.250% of principal amount. The 6-1/2% Notes are jointly and severally guaranteed by certain of the Company's domestic subsidiaries (see Note O – "Consolidating Financial Statements").

6% Senior Notes

On November 26, 2012, the Company sold and issued $850 million aggregate principal amount of Senior Notes due 2021 (“6% Notes”) at par. The proceeds from this offering plus other cash was used to redeem all $800 million principal amount of the outstanding 8% Senior Subordinated Notes. The 6% Notes are redeemable by the Company beginning in November 2016 at an initial redemption price of 103.0% of principal amount. The 6% Notes are jointly and severally guaranteed by certain of the Company’s domestic subsidiaries (see Note O – “Consolidating Financial Statements”).

4% Convertible Senior Subordinated Notes

On June 3, 2009, the Company sold and issued $172.5 million aggregate principal amount of 4% Convertible Notes. In certain circumstances and during certain periods, the 4% Convertible Notes will be convertible at an initial conversion rate of 61.5385 shares of Common Stock per $1,000 principal amount of convertible notes, equivalent to an initial conversion price of approximately $16.25 per share of Common Stock, subject to adjustment in some events. Upon conversion, Terex will deliver cash up to the aggregate principal amount of the 4% Convertible Notes to be converted and shares of Common Stock with respect to the remainder, if any, of Terex’s convertible obligation in excess of the aggregate principal amount of the 4% Convertible Notes being converted. The 4% Convertible Notes are jointly and severally guaranteed by certain of the Company’s domestic subsidiaries (see Note O – “Consolidating Financial Statements”).

The Company, as issuer of the 4% Convertible Notes, must separately account for the liability and equity components of the 4% Convertible Notes in a manner that reflects the Company’s nonconvertible debt borrowing rate at the date of issuance for interest cost to be recognized in subsequent periods. The Company allocated $54.3 million of the $172.5 million principal amount of the 4% Convertible Notes to the equity component, which represents a discount to the debt and will be amortized into interest expense using the effective interest method through June 2015. The Company recorded a related deferred tax liability of $19.4 million on the equity component. During 2012 the Company purchased approximately 25% of the outstanding 4% convertible notes. The balance of the 4% Convertible Notes was $120.7 million at June 30, 2014. The Company recognized interest expense of $6.6 million on the 4% Convertible Notes for the six months ended June 30, 2014. The interest expense recognized for the 4% Convertible Notes will increase as the discount is amortized using the effective interest method, which accretes the debt balance over its term to $128.8 million at maturity. Interest expense on the 4% Convertible Notes throughout its term includes 4% annually of cash interest on the maturity balance of $128.8 million plus non-cash interest expense accreted to the debt balance as described.

The Company paid dividends of $0.05 per share on March 19, 2014 and June 19, 2014. Under the terms of the 4% Convertible Notes, these dividends changed the conversion ratio from 61.6206 at December 31, 2013 to 61.7672 shares of common stock at June 30, 2014.

Based on indicative price quotations from financial institutions multiplied by the amount recorded on the Company’s Condensed Consolidated Balance Sheet (“Book Value”), the Company estimates the fair values (“FV”) of its debt set forth below as of June 30, 2014, as follows (in millions, except for quotes):

	Book Value	Quote	FV
6% Notes	$850.0	$1.07500	$914
4% Convertible Notes (net of discount)	$120.7	$2.54887	$308
6-1/2% Notes	$300.0	$1.08750	$326
2011 Credit Agreement Term Loan (net of discount) – USD	$339.0	$1.00375	$340
2011 Credit Agreement Term Loan (net of discount) – EUR	$153.6	$1.00250	$154

The fair value of debt reported in the table above is based on price quotations on the debt instrument in an active market and therefore categorized under Level 1 of the ASC 820 hierarchy. See Note A – “Basis of Presentation,” for an explanation of the ASC 820 hierarchy. The Company believes that the carrying value of its other borrowings approximates fair market value based on maturities for debt of similar terms. The fair value of these other borrowings are categorized under Level 2 of the ASC 820 hierarchy.

NOTE L – RETIREMENT PLANS AND OTHER BENEFITS

The Company maintains defined benefit plans in the United States, France, Germany, India, Switzerland and the United Kingdom for some of its subsidiaries including a nonqualified Supplemental Executive Retirement Plan (“SERP”) in the United States. In Austria and Italy there are mandatory termination indemnity plans providing a benefit that is payable upon termination of employment in substantially all cases of termination. The Company also has several programs that provide postemployment benefits, including health and life insurance benefits, to certain former salaried and hourly employees. Information regarding the Company’s plans, including the SERP, was as follows (in millions):

	Three Months Ended June 30,						Six Months Ended June 30,					
	2014			2013			2014			2013		
	U.S. Pension	Non-U.S. Pension	Other	U.S. Pension	Non-U.S. Pension	Other	U.S. Pension	Non-U.S. Pension	Other	U.S. Pension	Non-U.S. Pension	Other
Components of net periodic cost:												
Service cost	$0.2	$ 1.1	$—	$0.2	$ 2.1	$—	$0.4	$ 2.5	$—	$0.5	$ 4.1	$—
Interest cost	1.8	4.1	—	1.7	4.1	—	3.6	9.1	0.1	3.4	8.1	0.1
Expected return on plan assets	(2.4)	(1.6)	—	(2.3)	(1.7)	—	(4.6)	(3.9)	—	(4.5)	(3.4)	—
Amortization of prior service cost	0.1	—	—	0.1	—	—	0.1	—	—	0.1	—	—
Amortization of actuarial loss	0.8	0.8	—	1.1	1.4	0.1	1.5	1.6	—	2.2	2.7	0.1
Other costs	—	—	—	—	(0.1)	—	—	—	—	—	(0.2)	—
Net periodic cost	$0.5	$ 4.4	$—	$0.8	$ 5.8	$0.1	$1.0	$ 9.3	$0.1	$1.7	$ 11.3	$0.2

NOTE M – LITIGATION AND CONTINGENCIES

General

The Company is involved in various legal proceedings, including product liability, general liability, workers’ compensation liability, employment, commercial and intellectual property litigation, which have arisen in the normal course of operations. The Company is insured for product liability, general liability, workers’ compensation, employer’s liability, property damage and other insurable risk required by law or contract, with retained liability or deductibles. The Company has recorded and maintains an estimated liability in the amount of management’s estimate of the Company’s aggregate exposure for such retained liabilities and deductibles. For such retained liabilities and deductibles, the Company determines its exposure based on probable loss estimations, which requires such losses to be both probable and the amount or range of probable loss to be estimable. The Company believes it has made appropriate and adequate reserves and accruals for its current contingencies and that the likelihood of a material loss beyond the amounts accrued is remote except for those cases disclosed below where the Company includes a range of the possible loss. The Company believes that the outcome of such matters, individually and in the aggregate, will not have a material adverse effect on its consolidated financial position. However, the outcomes of lawsuits cannot be predicted and, if determined adversely, could ultimately result in the Company incurring significant liabilities which could have a material adverse effect on its results of operations.

ERISA, Securities and Stockholder Derivative Lawsuits

The Company has received complaints seeking certification of class action lawsuits in an ERISA lawsuit, a securities lawsuit and a stockholder derivative lawsuit as follows:

- A consolidated complaint in the ERISA lawsuit was filed in the United States District Court, District of Connecticut on September 20, 2010 and is entitled In Re Terex Corp. ERISA Litigation.

- A consolidated class action complaint for violations of securities laws in the securities lawsuit was filed in the United States District Court, District of Connecticut on November 18, 2010 and is entitled Sheet Metal Workers Local 32 Pension Fund and Ironworkers St. Louis Council Pension Fund, individually and on behalf of all others similarly situated v. Terex Corporation, et al.

- A stockholder derivative complaint for violation of the Securities and Exchange Act of 1934, breach of fiduciary duty, waste of corporate assets and unjust enrichment was filed on April 12, 2010 in the United States District Court, District of Connecticut and is entitled Peter Derrer, derivatively on behalf of Terex Corporation v. Ronald M. DeFeo, Phillip C. Widman, Thomas J. Riordan, G. Chris Andersen, Donald P. Jacobs, David A. Sachs, William H. Fike, Donald DeFosset, Helge H. Wehmeier, Paula H.J. Cholmondeley, Oren G. Shaffer, Thomas J. Hansen, and David C. Wang, and Terex Corporation.

These lawsuits generally cover the period from February 2008 to February 2009 and allege, among other things, that certain of the Company's SEC filings and other public statements contained false and misleading statements which resulted in damages to the Company, the plaintiffs and the members of the purported class when they purchased the Company's securities and in the ERISA lawsuit and the stockholder derivative complaint, that there were breaches of fiduciary duties and of ERISA disclosure requirements. The stockholder derivative complaint also alleges waste of corporate assets relating to the repurchase of the Company's shares in the market and unjust enrichment as a result of securities sales by certain officers and directors. The complaints all seek, among other things, unspecified compensatory damages, costs and expenses. As a result, the Company is unable to estimate a possible loss or a range of losses for these lawsuits. The stockholder derivative complaint also seeks amendments to the Company's corporate governance procedures in addition to unspecified compensatory damages from the individual defendants in its favor.

The Company believes that the allegations in the suits are without merit, and Terex, its directors and the named executives will continue to vigorously defend against them. The Company believes that it has acted, and continues to act, in compliance with federal securities laws and ERISA law with respect to these matters. Accordingly, on November 19, 2010 the Company filed a motion to dismiss the ERISA lawsuit and on January 18, 2011 the Company filed a motion to dismiss the securities lawsuit. These motions are currently pending before the court. The plaintiff in the stockholder derivative lawsuit has agreed with the Company to put this lawsuit on hold pending the outcome of the motion to dismiss in connection with the securities lawsuit.

Other

The Company is involved in various other legal proceedings, including workers' compensation liability and intellectual property litigation, which have arisen in the normal course of its operations. The Company has recorded provisions for estimated losses in circumstances where a loss is probable and the amount or range of possible amounts of the loss is estimable.

Credit Guarantees

Customers of the Company from time to time may fund the acquisition of the Company's equipment through third-party finance companies. In certain instances, the Company may provide a credit guarantee to the finance company, by which the Company agrees to make payments to the finance company should the customer default. The maximum liability of the Company is generally limited to its customer's remaining payments due to the finance company at the time of default. In the event of customer default, the Company is generally able to recover and dispose of the equipment at a minimum loss, if any, to the Company.

As of June 30, 2014 and December 31, 2013, the Company's maximum exposure to such credit guarantees was $53.5 million and $53.6 million, respectively, including total guarantees issued by Terex Cranes Germany GmbH, part of the Cranes segment, of $31.8 million and $34.7 million, respectively. The terms of these guarantees coincide with the financing arranged by the customer and generally do not exceed five years. Given the Company's position as the original equipment manufacturer and its knowledge of end markets, the Company, when called upon to fulfill a guarantee, generally has been able to liquidate the financed equipment at a minimal loss, if any, to the Company.

There can be no assurance that historical credit default experience will be indicative of future results. The Company's ability to recover losses experienced from its guarantees may be affected by economic conditions in effect at the time of loss.

Residual Value and Buyback Guarantees

The Company issues residual value guarantees under sales-type leases. A residual value guarantee involves a guarantee that a piece of equipment will have a minimum fair market value at a future date. The maximum exposure for residual value guarantees issued by the Company totaled $2.4 million and $2.7 million as of June 30, 2014 and December 31, 2013, respectively. The Company is generally able to mitigate some of the risk associated with these guarantees because the maturity of the guarantees is staggered, limiting the amount of used equipment entering the marketplace at any one time.

The Company from time to time guarantees that it will buy equipment from its customers in the future at a stated price if certain conditions are met by the customer. Such guarantees are referred to as buyback guarantees. These conditions generally pertain to the functionality and state of repair of the machine. As of June 30, 2014 and December 31, 2013, the Company's maximum exposure pursuant to buyback guarantees was $33.9 million and $46.7 million, respectively, including total guarantees issued by entities in the MHPS segment of $29.2 million and $35.1 million, respectively. The Company is generally able to mitigate some of the risk of these guarantees because the maturity of the guarantees is staggered, limiting the amount of used equipment entering the marketplace at any one time and through leveraging its access to the used equipment markets provided by the Company's original equipment manufacturer status.

The Company has recorded an aggregate liability within Other current liabilities and Other non-current liabilities in the Condensed Consolidated Balance Sheet of approximately $3 million and $4 million as of June 30, 2014 and December 31, 2013, respectively for the estimated fair value of all guarantees provided.

There can be no assurance that the Company's historical experience in used equipment markets will be indicative of future results. The Company's ability to recover losses experienced from its guarantees may be affected by economic conditions in the used equipment markets at the time of loss.

NOTE N – STOCKHOLDERS' EQUITY

Total non-stockholder changes in equity (comprehensive income) include all changes in equity during a period except those resulting from investments by, and distributions to, stockholders. The specific components include: net income, deferred gains and losses resulting from foreign currency translation, pension liability adjustments, equity security adjustments and deferred gains and losses resulting from derivative hedging transactions. Total non-stockholder changes in equity were as follows (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income (loss)	$140.4	$19.6	$174.3	$41.9
Other comprehensive income (loss), net of tax:				
Cumulative translation adjustment, net of (provision for) benefit from taxes of $1.3, $(0.3), $1.8 and $(3.0), respectively	23.5	(38.9)	41.7	(117.1)
Derivative hedging adjustment, net of (provision for) benefit from taxes of $0.2, $(0.6), $1.0 and $0.6, respectively	0.5	5.2	(2.2)	2.9
Debt and equity securities adjustment, net of (provision for) benefit from taxes of $0.0, $0.0, $0.0 and $0.6, respectively	—	—	—	(1.9)
Pension liability adjustment:				
Amortization of actuarial (gain) loss, net of provision for (benefit from) taxes of $(0.5), $(0.9), $(1.0) and $(1.6), respectively	1.2	1.8	2.2	3.6
	(0.4)	(0.9)	(0.6)	0.8

Foreign exchange and other effects, net of (provision for) benefit from taxes of $(1.4). $0.5, $(1.4) and $(0.2), respectively				
Total pension liability adjustment	0.8	0.9	1.6	4.4
Other comprehensive income (loss)	24.8	(32.8)	41.1	(111.7)
Comprehensive income (loss)	165.2	(13.2)	215.4	(69.8)
Comprehensive loss (income) attributable to noncontrolling interest	(0.4)	1.7	0.9	3.3
Comprehensive income (loss) attributable to Terex Corporation	$164.8	$(11.5)	$216.3	$(66.5)

Changes in Accumulated Other Comprehensive Income

The table below presents changes in AOCI by component for the three and six months ended June 30, 2014. All amounts are net of tax (in millions).

	Cumulative Translation Adjustments	Derivative Hedging Adjustments	Unrealized Gains and Losses on Debt and Equity Securities	Pension Liability Adjustments	Total
Beginning balance - January 1, 2014	$ (7.9)	$ 2.7	$—	$ (111.3)	$(116.5)
Other comprehensive income before reclassifications	18.2	(0.5)	—	(0.2)	17.5
Amounts reclassified from AOCI (1)	—	(2.2)	—	1.0	(1.2)
Net Other Comprehensive Income (Loss)	18.2	(2.7)	—	0.8	16.3
Ending balance - March 31, 2014	$ 10.3	$ —	$—	$ (110.5)	$(100.2)
Other comprehensive income before reclassifications	19.5	0.9	—	(0.4)	20.0
Amounts reclassified from AOCI (1)	4.0	(0.4)	—	1.2	4.8
Net Other Comprehensive Income (Loss)	23.5	0.5	—	0.8	24.8
Ending balance - June 30, 2014	$ 33.8	$ 0.5	$—	$ (109.7)	$(75.4)

The table below presents changes in AOCI by component for the three and six months ended June 30, 2013. All amounts are net of tax (in millions).

	Cumulative Translation Adjustments	Derivative Hedging Adjustments	Unrealized Gains and Losses on Debt and Equity Securities	Pension Liability Adjustments	Total
Beginning balance - January 1, 2013	$ 14.1	$ (0.4)	$1.9	$ (139.7)	$(124.1)
Other comprehensive income before reclassifications	(75.6)	(2.9)	—	1.7	(76.8)
Amounts reclassified from AOCI (1)	(2.6)	0.6	(1.9)	1.8	(2.1)
Net Other Comprehensive Income (Loss)	(78.2)	(2.3)	(1.9)	3.5	(78.9)
Ending balance - March 31, 2013	$ (64.1)	$ (2.7)	$—	$ (136.2)	$(203.0)
Other comprehensive income before reclassifications	(38.9)	4.8	—	(0.9)	(35.0)
Amounts reclassified from AOCI (1)	—	0.4	—	1.8	2.2
Net Other Comprehensive Income (Loss)	(38.9)	5.2	—	0.9	(32.8)
Ending balance - June 30, 2013	$ (103.0)	$ 2.5	$—	$ (135.3)	$(235.8)

(1) See table on the next page for details about these reclassifications.

The table below presents reclassifications out of AOCI for the three and six months ended June 30, 2014 and 2013 (in millions).

Details about AOCI components	Three Months Ended June 30, 2014 Amounts reclassified from AOCI	Three Months Ended June 30, 2013 Amounts reclassified from AOCI	Six Months Ended June 30, 2014 Amounts reclassified from AOCI	Six Months Ended June 30, 2013 Amounts reclassified from AOCI	Affected line item in the statement where net income is presented
Cumulative translation adjustments:					
Gain (loss) on sale of business	$—	$—	$—	$2.5	Other income (expense) - net
	(6.7)	—	(6.7)	—	Gain (loss) on disposition of discontinued operations
	2.7	—	2.7	0.1	(Provision for) benefit from income taxes
	$(4.0)	$—	$(4.0)	$2.6	Net of tax
Derivative hedging adjustment:					
Foreign exchange contracts	$0.6	$0.2	$2.1	$(0.6)	Cost of goods sold
	0.4	(0.7)	2.4	(0.7)	Other income (expense) - net
	(0.6)	0.1	(1.9)	0.3	(Provision for) benefit from income taxes
	$0.4	$(0.4)	$2.6	$(1.0)	Net of tax
Unrealized gains and losses on debt and equity securities:					
Gain on sale of securities	$—	$—	$—	$2.5	Other income (expense) - net
	—	—	—	(0.6)	(Provision for) benefit from income taxes
	$—	$—	$—	$1.9	Net of tax
Pension liability adjustment:					
Actuarial gain (losses)	$(1.7)	$(2.7)	$(3.2)	$(5.2)	(1)
	0.5	0.9	1.0	1.6	(Provision for) benefit from income taxes
	$(1.2)	$(1.8)	$(2.2)	$(3.6)	Net of tax
Total reclassifications	$(4.8)	$(2.2)	$(3.6)	$(0.1)	Net of tax

(1) These AOCI components are included in the computation of net periodic benefit cost. See Note L - Retirement Plans and Other Benefits for additional details.

Stock-Based Compensation

During the six months ended June 30, 2014, the Company granted 1.0 million shares of restricted stock to its employees with a weighted average grant date fair value of $44.61 per share. Approximately 62% of these restricted stock awards vest ratably over a three year period and approximately 38% cliff vest at the end of a three year period. Approximately 12% of the shares granted are based on performance targets containing a market condition. The Company used the Monte Carlo method to determine grant date fair value of $53.17 per share for the awards with a market condition granted on February 26, 2014. The Monte Carlo method is a statistical simulation technique used to provide the grant date fair value of an award. The following table presents the weighted-average assumptions used in the valuation:

	Grant date February 26, 2014	
Dividend yields	0.46	%
Expected volatility	56.84	%
Risk free interest rate	0.63	%
Expected life (in years)	3	

Share Repurchases and Dividends

In December 2013, the Company's Board of Directors authorized the repurchase of up to $200 million of the Company's outstanding shares of common stock through December 31, 2015. During the six months ended June 30, 2014 the Company repurchased approximately 1.3 million shares for approximately $54 million under this program. In total, the Company has purchased approximately 2 million shares under this program for approximately $84 million through June 30, 2014. In each of February, May and July of 2014, the Company's Board of Directors declared a $0.05 cash dividend to its shareholders.

Redeemable Noncontrolling Interest

Noncontrolling interest with redemption features that are not solely within the Company's control ("redeemable noncontrolling interest") are presented separately from Total stockholders' equity in the Condensed Consolidated Balance Sheet at the maximum redemption value. If the maximum redemption value is greater than carrying value, the increase is adjusted directly to additional paid in capital and does not impact net income.

The following is a summary of redeemable noncontrolling interest as of June 30, 2014 (in millions):

Balance at January 1, 2014	$53.9	
Purchases	(53.7	)
Foreign currency translation	(0.2	)
Balance at June 30, 2014	$—	

In January 2014, the Company paid $71.3 million for the remaining outstanding shares of Terex Material Handling & Port Solutions AG ("TMHPS"), of which $53.7 million was recorded as a reduction of redeemable noncontrolling interest and $17.6 million was recorded as a reduction in additional paid-in capital for the excess of the purchase price over the carrying value of redeemable noncontrolling interest. The Company now owns 100% of TMHPS.

NOTE O – CONSOLIDATING FINANCIAL STATEMENTS

During 2009 the Company sold and issued the 4% Convertible Notes and during 2012 sold and issued the 6% Notes and the 6-1/2% Notes (collectively the “Notes”) (see Note K – “Long-Term Obligations”). The Notes are jointly and severally guaranteed by the following wholly-owned subsidiaries of the Company (the “Wholly-owned Guarantors”): A.S.V., Inc., CMI Terex Corporation, Fantuzzi Noell USA, Inc., Genie Financial Services, Inc., Genie Holdings, Inc., Genie Industries, Inc., Genie International, Inc., GFS National, Inc., Loegering Mfg. Inc., Powerscreen Holdings USA Inc., Powerscreen International LLC, Powerscreen North America Inc., Powerscreen USA, LLC, Schaeff Incorporated, Schaeff of North America, Inc., Terex Advance Mixer, Inc., Terex Aerials, Inc., Terex Financial Services, Inc., Terex South Dakota, Inc., Terex USA, LLC, Terex Utilities, Inc. and Terex Washington, Inc. Wholly-owned Guarantors are 100% owned by the Company. All of the guarantees are full and unconditional. The guarantees of the Wholly-owned Guarantors are subject to release in limited circumstances only upon the occurrence of certain customary conditions. No subsidiaries of the Company except the Wholly-owned Guarantors have provided a guarantee of the Notes.

The following summarized condensed consolidating financial information for the Company segregates the financial information of Terex Corporation, the Wholly-owned Guarantors and the non-guarantor subsidiaries. The results and financial position of businesses acquired are included from the dates of their respective acquisitions.

Terex Corporation consists of parent company operations. Subsidiaries of the parent company are reported on the equity basis. Wholly-owned Guarantors combine the operations of the Wholly-owned Guarantor subsidiaries. Subsidiaries of Wholly-owned Guarantors that are not themselves guarantors are reported on the equity basis. Non-guarantor subsidiaries combine the operations of subsidiaries which have not provided a guarantee of the Notes. Subsidiaries of non-guarantor subsidiaries that are guarantors are reported on the equity basis. Debt and goodwill allocated to subsidiaries are presented on a “push-down” accounting basis.

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME
THREE MONTHS ENDED JUNE 30, 2014
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$1.1	$ 1,018.6	$ 1,320.9	$(285.5)	$2,055.1
Cost of goods sold	(0.9)	(820.9)	(1,095.0)	285.5	(1,631.3)
Gross profit	0.2	197.7	225.9	—	423.8
Selling, general and administrative expenses	(4.9)	(64.2)	(193.8)	—	(262.9)
Income (loss) from operations	(4.7)	133.5	32.1	—	160.9
Interest income	32.3	18.7	0.8	(50.6)	1.2
Interest expense	(42.3)	(4.3)	(35.7)	50.6	(31.7)
Income (loss) from subsidiaries	152.5	0.4	(0.3)	(152.6)	—
Other income (expense) – net	(11.8)	2.3	7.5	—	(2.0)
Income (loss) from continuing operations before income taxes	126.0	150.6	4.4	(152.6)	128.4
(Provision for) benefit from income taxes	10.6	(46.2)	(4.4)	—	(40.0)
Income (loss) from continuing operations	136.6	104.4	—	(152.6)	88.4
Income (loss) from discontinued operations – net of tax	0.7	—	(0.2)	—	0.5
Gain (loss) on disposition of discontinued operations – net of tax	2.5	—	49.0	—	51.5
Net income (loss)	139.8	104.4	48.8	(152.6)	140.4
Net loss (income) attributable to noncontrolling interest	—	—	(0.6)	—	(0.6)
Net income (loss) attributable to Terex Corporation	$139.8	$ 104.4	$ 48.2	$(152.6)	$139.8
Comprehensive income (loss), net of tax	$164.8	$ 104.6	$ 48.7	$(152.9)	$165.2
Comprehensive loss (income) attributable to noncontrolling interest	—	—	(0.4)	—	(0.4)
Comprehensive income (loss) attributable to Terex Corporation	$164.8	$ 104.6	$ 48.3	$(152.9)	$164.8

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME
SIX MONTHS ENDED JUNE 30, 2014
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$39.9	$ 1,802.4	$ 2,441.4	$(574.0)	$3,709.7
Cost of goods sold	(37.0)	(1,459.3)	(2,030.2)	574.0	(2,952.5)
Gross profit	2.9	343.1	411.2	—	757.2
Selling, general and administrative expenses	(4.9)	(134.0)	(382.4)	—	(521.3)
Income (loss) from operations	(2.0)	209.1	28.8	—	235.9
Interest income	63.8	36.6	1.7	(99.6)	2.5
Interest expense	(82.8)	(8.5)	(70.4)	99.6	(62.1)
Income (loss) from subsidiaries	199.7	4.1	(1.7)	(202.1)	—
Other income (expense) – net	(23.0)	2.5	15.6	—	(4.9)
Income (loss) from continuing operations before income taxes	155.7	243.8	(26.0)	(202.1)	171.4
(Provision for) benefit from income taxes	16.0	(74.1)	6.6	—	(51.5)
Income (loss) from continuing operations	171.7	169.7	(19.4)	(202.1)	119.9
Income (loss) from discontinued operations – net of tax	0.6	—	0.8	—	1.4
Gain (loss) on disposition of discontinued operations – net of tax	2.5	—	50.5	—	53.0
Net income (loss)	174.8	169.7	31.9	(202.1)	174.3
Net loss attributable to noncontrolling interest	—	—	0.5	—	0.5
Net income (loss) attributable to Terex Corporation	$174.8	$ 169.7	$ 32.4	$(202.1)	$174.8
Comprehensive income (loss), net of tax	$216.3	$ 170.4	$ 44.3	$(215.6)	$215.4
Comprehensive loss (income) attributable to noncontrolling interest	—	—	0.9	—	0.9
Comprehensive income (loss) attributable to Terex Corporation	$216.3	$ 170.4	$ 45.2	$(215.6)	$216.3

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME
THREE MONTHS ENDED JUNE 30, 2013
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$43.8	$ 846.9	$ 1,247.2	$(276.4)	$1,861.5
Cost of goods sold	(41.1)	(679.7)	(1,065.9)	276.4	(1,510.3)
Gross profit	2.7	167.2	181.3	—	351.2
Selling, general and administrative expenses	(4.4)	(55.8)	(207.5)	—	(267.7)
Income (loss) from operations	(1.7)	111.4	(26.2)	—	83.5
Interest income	67.4	80.2	2.7	(148.5)	1.8
Interest expense	(103.3)	(37.9)	(38.7)	148.5	(31.4)
Loss on early extinguishment of debt	—	—	(5.2)	—	(5.2)
Income (loss) from subsidiaries	56.9	3.8	(0.2)	(60.5)	—
Other income (expense) – net	(14.0)	7.8	3.9	—	(2.3)
Income (loss) from continuing operations before income taxes	5.3	165.3	(63.7)	(60.5)	46.4
(Provision for) benefit from income taxes	14.9	(46.8)	4.2	—	(27.7)
Income (loss) from continuing operations	20.2	118.5	(59.5)	(60.5)	18.7
Income (loss) from discontinued operations – net of tax	1.1	—	(0.2)	—	0.9
Net income (loss)	21.3	118.5	(59.7)	(60.5)	19.6
Net loss (income) attributable to noncontrolling interest	—	—	1.7	—	1.7
Net income (loss) attributable to Terex Corporation	$21.3	$ 118.5	$ (58.0)	$(60.5)	$21.3
Comprehensive income (loss), net of tax	$(11.5)	$ 118.2	$ (105.6)	$(14.3)	$(13.2)
Comprehensive loss (income) attributable to noncontrolling interest	—	—	1.7	—	1.7
Comprehensive income (loss) attributable to Terex Corporation	$(11.5)	$ 118.2	$ (103.9)	$(14.3)	$(11.5)

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME
SIX MONTHS ENDED JUNE 30, 2013
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$83.0	$ 1,611.3	$ 2,348.3	$(527.4)	$3,515.2
Cost of goods sold	(79.2)	(1,304.9)	(1,986.1)	527.4	(2,842.8)
Gross profit	3.8	306.4	362.2	—	672.4
Selling, general and administrative expenses	(10.5)	(113.3)	(399.5)	—	(523.3)
Income (loss) from operations	(6.7)	193.1	(37.3)	—	149.1
Interest income	132.1	153.4	4.9	(286.9)	3.5
Interest expense	(199.3)	(72.3)	(80.1)	286.9	(64.8)
Loss on early extinguishment of debt	—	—	(5.2)	—	(5.2)
Income (loss) from subsidiaries	104.3	1.4	(0.2)	(105.5)	—
Other income (expense) – net	(21.3)	4.7	12.7	—	(3.9)
Income (loss) from continuing operations before income taxes	9.1	280.3	(105.2)	(105.5)	78.7
(Provision for) benefit from income taxes	33.7	(83.7)	7.7	—	(42.3)
Income (loss) from continuing operations	42.8	196.6	(97.5)	(105.5)	36.4
Income (loss) from discontinued operations – net of tax	2.4	—	0.1	—	2.5
Gain (loss) on disposition of discontinued operations – net of tax	—	—	3.0	—	3.0
Net income (loss)	45.2	196.6	(94.4)	(105.5)	41.9
Net loss (income) attributable to noncontrolling interest	—	—	3.3	—	3.3
Net income (loss) attributable to Terex Corporation	$45.2	$ 196.6	$ (91.1)	$(105.5)	$45.2
Comprehensive income (loss), net of tax	$(66.5)	$ 195.9	$ (151.9)	$(47.3)	$(69.8)
Comprehensive loss (income) attributable to noncontrolling interest	—	—	3.3	—	3.3
Comprehensive income (loss) attributable to Terex Corporation	$(66.5)	$ 195.9	$ (148.6)	$(47.3)	$(66.5)

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TEREX CORPORATION
CONDENSED CONSOLIDATING BALANCE SHEET
JUNE 30, 2014
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Assets					
Current assets					
Cash and cash equivalents	$12.4	$ 3.5	$ 348.4	$—	$364.3
Trade receivables – net	14.3	457.4	896.7	—	1,368.4
Intercompany receivables	74.1	159.3	99.0	(332.4)	—
Inventories	—	412.4	1,366.6	—	1,779.0
Other current assets	72.4	45.3	183.0	—	300.7
Total current assets	173.2	1,077.9	2,893.7	(332.4)	3,812.4
Property, plant and equipment – net	68.9	126.6	581.0	—	776.5
Goodwill	—	170.1	1,097.0	—	1,267.1
Non-current intercompany receivables	1,601.3	2,305.3	43.0	(3,949.6)	—
Investment in and advances to (from) subsidiaries	4,226.3	200.0	156.8	(4,496.9)	86.2
Other assets	32.5	212.8	517.1	—	762.4
Total assets	$6,102.2	$ 4,092.7	$ 5,288.6	$(8,778.9)	$6,704.6
Liabilities and Stockholders' Equity					
Current liabilities					
Notes payable and current portion of long-term debt	$120.8	$ 0.7	$ 69.2	$—	$190.7
Trade accounts payable	6.8	266.9	527.1	—	800.8
Intercompany payables	13.1	86.0	233.3	(332.4)	—
Accruals and other current liabilities	108.6	142.1	753.1	—	1,003.8
Total current liabilities	249.3	495.7	1,582.7	(332.4)	1,995.3
Long-term debt, less current portion	1,162.0	6.5	563.3	—	1,731.8
Non-current intercompany payables	2,289.2	41.8	1,618.6	(3,949.6)	—
Retirement plans and other non-current liabilities	70.1	27.0	517.9	—	615.0
Total stockholders' equity	2,331.6	3,521.7	1,006.1	(4,496.9)	2,362.5
Total liabilities, redeemable noncontrolling interest and stockholders' equity	$6,102.2	$ 4,092.7	$ 5,288.6	$(8,778.9)	$6,704.6

TEREX CORPORATION
CONDENSED CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2013
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Assets					
Current assets					
Cash and cash equivalents	$16.3	$ 3.9	$ 387.9	$—	$408.1
Trade receivables – net	34.9	328.2	813.7	—	1,176.8
Intercompany receivables	52.8	121.8	124.0	(298.6)	—
Inventories	28.6	392.6	1,192.0	—	1,613.2
Other current assets	90.4	40.7	180.9	—	312.0
Current assets – discontinued operations	21.3	—	108.0	—	129.3
Total current assets	244.3	887.2	2,806.5	(298.6)	3,639.4
Property, plant and equipment – net	72.5	118.6	598.3	—	789.4
Goodwill	—	170.1	1,075.5	—	1,245.6
Non-current intercompany receivables	1,586.4	2,157.8	42.0	(3,786.2)	—
Investment in and advances to (from) subsidiaries	3,874.9	191.7	162.3	(4,138.9)	90.0
Other assets	36.7	178.2	541.8	—	756.7
Non-current assets – discontinued operations	1.2	—	14.4	—	15.6
Total assets	$5,816.0	$ 3,703.6	$ 5,240.8	$(8,223.7)	$6,536.7
Liabilities and Stockholders' Equity					
Current liabilities					
Notes payable and current portion of long-term debt	$3.7	$ 0.7	$ 82.4	$—	$86.8
Trade accounts payable	14.0	221.7	453.4	—	689.1
Intercompany payables	46.9	97.2	154.5	(298.6)	—
Accruals and other current liabilities	68.1	130.9	703.7	—	902.7
Current liabilities – discontinued operations	3.9	—	42.2	—	46.1
Total current liabilities	136.6	450.5	1,436.2	(298.6)	1,724.7
Long-term debt, less current portion	1,271.0	4.8	614.1	—	1,889.9
Non-current intercompany payables	2,143.2	41.8	1,601.2	(3,786.2)	—
Retirement plans and other non-current liabilities	75.1	27.1	545.5	—	647.7
Non-current liabilities – discontinued operations	—	—	5.7	—	5.7
Redeemable noncontrolling interest	—	—	53.9	—	53.9
Total stockholders' equity	2,190.1	3,179.4	984.2	(4,138.9)	2,214.8
Total liabilities, redeemable noncontrolling interest and stockholders' equity	$5,816.0	$ 3,703.6	$ 5,240.8	$(8,223.7)	$6,536.7

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TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2014
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net cash provided by (used in) operating activities	$(187.4)	$ 175.6	$ 36.3	$—	$24.5
Cash flows from investing activities					
Capital expenditures	(3.0)	(13.8)	(20.5)	—	(37.3)
Proceeds from disposition of discontinued operations	31.3	—	130.9	—	162.2
Proceeds from sale of assets	—	2.1	0.5	—	2.6
Intercompany investing activities (1)	211.1	—	—	(211.1)	—
Other investing activities, net	—	—	(7.4)	—	(7.4)
Net cash provided by (used in) investing activities	239.4	(11.7)	103.5	(211.1)	120.1
Cash flows from financing activities					
Repayments of debt	(513.8)	(0.9)	(122.6)	—	(637.3)
Proceeds from issuance of debt	518.0	2.7	59.6	—	580.3
Purchase of noncontrolling interest	—	—	(73.4)	—	(73.4)
Share repurchases	(54.9)	—	—	—	(54.9)
Dividends paid	(11.0)	—	—	—	(11.0)
Intercompany financing activities (1)	—	(166.1)	(45.0)	211.1	—
Other financing activities, net	5.8	—	1.4	—	7.2
Net cash provided by (used in) financing activities	(55.9)	(164.3)	(180.0)	211.1	(189.1)
Effect of exchange rate changes on cash and cash equivalents	—	—	0.7	—	0.7
Net increase (decrease) in cash and cash equivalents	(3.9)	(0.4)	(39.5)	—	(43.8)
Cash and cash equivalents at beginning of period	16.3	3.9	387.9	—	408.1
Cash and cash equivalents at end of period	$12.4	$ 3.5	$ 348.4	$—	$364.3

(1) Intercompany investing and financing activities include cash pooling activity between Terex Corporation and Wholly-Owned Guarantors.

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2013
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net cash provided by (used in) operating activities	$246.3	$ (170.0)	$ 53.6	$—	$129.9
Cash flows from investing activities					
Capital expenditures	(5.0)	(12.0)	(24.4)	—	(41.4)
Proceeds from disposition of discontinued operations	(2.8)	—	3.5	—	0.7
Proceeds from sale of assets	4.4	30.4	5.9	—	40.7
Intercompany investing activities	(189.7)	(18.7)	(0.6)	209.0	—
Other investing activities, net	—	—	(1.4)	—	(1.4)
Net cash provided by (used in) investing activities	(193.1)	(0.3)	(17.0)	209.0	(1.4)
Cash flows from financing activities					
Repayments of debt	—	—	(276.3)	—	(276.3)
Proceeds from issuance of debt	—	—	45.9	—	45.9
Purchase of noncontrolling interest	—	—	(0.1)	—	(0.1)
Distributions to noncontrolling interest	—	—	(18.4)	—	(18.4)
Share repurchases	(1.0)	—	—	—	(1.0)
Intercompany financing activities	—	174.0	35.0	(209.0)	—
Other financing activities, net	2.3	—	7.4	—	9.7
Net cash provided by (used in) financing activities	1.3	174.0	(206.5)	(209.0)	(240.2)
Effect of exchange rate changes on cash and cash equivalents	—	—	(18.1)	—	(18.1)
Net increase (decrease) in cash and cash equivalents	54.5	3.7	(188.0)	—	(129.8)
Cash and cash equivalents at beginning of period	39.6	0.4	638.0	—	678.0
Cash and cash equivalents at end of period	$94.1	$ 4.1	$ 450.0	$—	$548.2

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

BUSINESS DESCRIPTION

Terex is a lifting and material handling solutions company. We are focused on operational improvement and delivering reliable, customer-driven solutions for a wide range of commercial applications, including the construction, infrastructure, quarrying, mining, manufacturing, transportation, energy and utility industries. We operate in five reportable segments: (i) Aerial Work Platforms ("AWP"); (ii) Construction; (iii) Cranes; (iv) Material Handling & Port Solutions ("MHPS"); and (v) Materials Processing ("MP").

Our AWP segment designs, manufactures, markets and services aerial work platform equipment, telehandlers and light towers, as well as their related replacement parts and components. Customers use these products to construct and maintain industrial, commercial and residential buildings and facilities and for other commercial operations, as well as in a wide range of infrastructure projects.

Our Construction segment designs, manufactures and markets compact construction and specialty equipment, as well as their related replacement parts and components. Customers use these products in construction and infrastructure projects, in building roads, bridges, homes, industrial sites and for material handling applications.

In 2013, we divested our roadbuilding operations, formerly a part of the Construction segment, in Brazil and Oklahoma City. On May 30, 2014, we sold our truck business, which was consolidated in the Construction segment, to Volvo Construction Equipment for approximately $160 million. The truck business manufactured and sold off-highway rigid and articulated haul trucks. Included in the transaction was the manufacturing facility in Motherwell, Scotland. As a result of the sale, the reporting of the truck business has been included in discontinued operations for all periods presented.

Our Cranes segment designs, manufactures, markets, services and refurbishes rough terrain cranes, all terrain cranes, truck cranes, tower cranes, lattice boom crawler cranes, lattice boom truck cranes, truck-mounted cranes (boom trucks) and utility equipment, as well as their related replacement parts and components. Customers use these products for construction, repair and maintenance of commercial buildings, manufacturing facilities, construction and maintenance of utility and telecommunication lines, tree trimming and certain construction and foundation drilling applications and a wide range of infrastructure projects. The segment also provides service and support for industrial cranes and aerial products in North America.

Our MHPS segment designs, manufactures, markets and services industrial cranes, including standard cranes, process cranes, rope and chain hoists, electric motors, light crane systems and crane components as well as a diverse portfolio of port and rail equipment including mobile harbor cranes, straddle and sprinter carriers, gantry cranes, ship-to-shore cranes, reach stackers, container handlers, general cargo lift trucks, automated stacking cranes, automated guided vehicles and terminal automation technology, including software. The segment operates an extensive global sales and service network. Customers use these products for lifting and material handling at manufacturing and port and rail facilities.

Our MP segment designs, manufactures and markets materials processing equipment, including crushers, washing systems, screens, apron feeders, biomass and hand-fed chippers and their related replacement parts and components. Customers use these products in construction, infrastructure and recycling projects, in various quarrying and mining applications, as well as in landscaping and biomass production industries.

We assist customers in their rental, leasing and acquisition of our products through Terex Financial Services (“TFS”). TFS uses its equipment financing experience to provide financing solutions to our customers who purchase our equipment.

Non-GAAP Measures

In this document, we refer to various GAAP (U.S. generally accepted accounting principles) and non-GAAP financial measures. These non-GAAP measures may not be comparable to similarly titled measures disclosed by other companies. We present non-GAAP financial measures in reporting our financial results to provide investors with additional analytical tools which we believe are useful in evaluating our operating results and the ongoing performance of our underlying businesses. We do not, nor do we suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP.

Non-GAAP measures we use include the translation effect of foreign currency exchange rate changes on net sales, gross profit, Selling, General & Administrative ("SG&A") costs and operating profit excluding the impact of acquisitions.

As changes in foreign currency exchange rates have a non-operating impact on our financial results, we believe excluding the effect of these changes assists in the assessment of our business results between periods. We calculate the translation effect of foreign currency exchange rate changes by translating the current period results at the rates that the comparable prior periods were translated to isolate the foreign exchange component of the fluctuation from the operational component. Similarly, the impact of changes in our results from acquisitions that were not included in comparable prior periods is subtracted from the absolute change in results to allow for better comparability of results between periods.

We calculate a non-GAAP measure of free cash flow. In 2013, we defined this as income from operations plus certain impairments and write downs, depreciation, amortization, proceeds from the sale of assets, plus or minus cash changes in working capital, customer advances and rental/demo equipment and less capital expenditures. We changed this definition for 2014 to be Net cash provided by (used in) operating activities, less Capital expenditures, as we believe this definition more closely aligns with how our investors calculate free cash flow. We believe that the measure of free cash flow provides management and investors further information on cash generation or use.

We discuss forward looking information related to expected earnings per share ("EPS") excluding restructuring charges and other items. This adjusted EPS is a non-GAAP measure that provides guidance to investors about our EPS expectations excluding restructuring and other charges that we do not believe are reflective of our ongoing operations.

Working capital is calculated using the Condensed Consolidated Balance Sheet amounts for Trade receivables (net of allowance) plus Inventories, less Trade accounts payable and Customer Advances. We view excessive working capital as an inefficient use of resources, and seek to minimize the level of investment without adversely impacting the ongoing operations of the business. Trailing three month annualized net sales is calculated using the net sales for the most recent quarter ended multiplied by four. The ratio calculated by dividing working capital by trailing three months annualized net sales is a non-GAAP measure that we believe measures our resource use efficiency.

Non-GAAP measures we use also include Net Operating Profit After Tax ("NOPAT") as adjusted, income (loss) before income taxes as adjusted, income (loss) from operations as adjusted, (benefit from) provision for income taxes as adjusted and stockholders' equity as adjusted, which are used in the calculation of our after tax return on invested capital ("ROIC") (collectively the "Non-GAAP Measures"), which are discussed in detail below.

Overview

Overall, our performance in the first half of 2014 was mixed both from a business and geographical perspective. Our AWP segment led the overall Company performance with excellent operating results. Our Cranes segment posted significantly better operating results in the second quarter as compared to the first quarter. Our Construction and MHPS segments also both showed improved operating results for the quarter. Our MP segment continued to provide solid operating results but at a slightly lower level.

Our AWP segment had a strong second quarter, with improved net sales year-over-year in all major product categories (booms, scissors and telehandlers), and continued strong orders for its products in the North American and European rental channels, although margins were slightly lower than the prior year period primarily due to product mix changes, investments in new product development and manufacturing start-up costs. We expect this dynamic to continue for the remainder of 2014 with increasing revenue versus the prior year period.

Our Construction segment returned to profitability in the second quarter primarily as a result of portfolio rationalization and continued cost vigilance. Net sales in this segment were down slightly year-over-year due to divestitures of our roadbuilding business and portions of our compact construction businesses subsequent to the prior year quarter, partially offset by higher demand for our concrete mixer trucks. We are encouraged by these improved results and believe that this segment will continue to deliver positive operating results during the remainder of 2014.

Our Cranes segment improved significantly on a sequential basis, but remained slightly below prior year period sales levels. Stronger orders have led to increased backlog levels, as bookings were roughly equal to net sales and the order entry run rate was above the prior year level. Demand improved in Western Europe and North American shipments have improved from the low levels at the beginning of the year.

We continued to make progress in our MHPS segment this quarter. Net sales increased from the prior year period, particularly in Western Europe and North America for our port businesses. Actions taken in prior periods to reduce our cost structure for this segment also improved results. While there is more work to do, this business is on track for improved performance with recovery in our port businesses and a steady state for the material handling business. We continue to expect the segment's operating margin to improve moderately throughout the remainder of the year.

Our MP segment had another solid quarter but at a slightly lower level of profitability. Markets for this business remain soft but we expect them to improve throughout the remainder of the year.

Geographically, we continue to be encouraged with our growth in Western Europe, with sales up 35% across our segments. The North American market was our strongest market and was up 15% overall versus the prior year quarter. The remaining markets, mostly developing markets, declined in the second quarter of 2014, somewhat offsetting the growth in North America and Western Europe.

We completed the sale of our truck business in the second quarter of 2014 and used proceeds from the sale to partially pay down our revolving credit line. As a result, as of June 30, 2014 we increased our liquidity (cash and availability under our revolving credit line) by approximately $148 million as compared to March 31, 2014. Although we generated negative free cash flow of approximately $13 million in the first half of 2014, we continue to expect to generate between $200 million and $250 million in free cash flow for the full year 2014.

Capital allocation activities continued as planned. We repurchased $21 million of the Company's shares this quarter for a cumulative total of $84 million since the inception of the share buyback program in December 2013. See "Liquidity and Capital Resources" for a detailed description of liquidity and working capital levels, including the primary factors affecting such levels.

Our overall outlook for 2014 has not changed. We expect continued strength from our AWP segment and improvement from our Cranes and MHPS segments to drive improved performance for the second half of 2014 compared with the first six months. While we see a slightly weaker end-market than we originally anticipated, the impact on operating earnings is expected to be somewhat offset by both a lower effective tax rate and a lower anticipated share count. We continue to expect earnings per share for the full year 2014 of between $2.50 and $2.80, excluding restructuring and other unusual items, although now on net sales of between $7.3 billion and $7.5 billion.

ROIC continues to be a unifying metric we use to measure our performance. ROIC and Non-GAAP Measures assist in showing how effectively we utilize capital invested in our operations. After-tax ROIC is determined by dividing the sum of NOPAT for each of the previous four quarters by the average of the sum of Total Terex Corporation stockholders' equity plus Debt (as defined below) less Cash and cash equivalents for the previous five quarters. NOPAT for each quarter is calculated by multiplying Income (loss) from operations by a figure equal to one minus the effective tax rate of the Company. We believe returns on capital deployed in TFS do not represent our primary operations and, therefore, TFS finance receivable assets and results from operations have been excluded from the Non-GAAP Measures. The effective tax rate is equal to the (Provision for) benefit from income taxes divided by Income (loss) from continuing operations before income taxes for the respective quarter. Total Terex Corporation stockholders' equity is adjusted to include redeemable noncontrolling interest as this item is deemed to be temporary equity and therefore should be included in the denominator of the ROIC ratio. Debt is calculated using amounts for Notes payable and current portion of long-term debt plus Long-term debt, less current portion. We calculate ROIC using the last four quarters' NOPAT as this represents the most recent 12-month period at any given point of determination. In order for the denominator of the ROIC ratio to properly match the operational period reflected in the numerator, we include the average of five quarters' ending balance sheet amounts so that the denominator includes the average of the opening through ending balances (on a quarterly basis) thereby providing, over the same time period as the numerator, four quarters of average invested capital.

Terex management and Board of Directors use ROIC as one of the primary measures to assess operational performance, including in connection with certain compensation programs. We use ROIC as a unifying metric because we believe it measures how effectively we invest our capital and provides a better measure to compare ourselves to peer companies to assist in assessing how we drive operational improvement. We believe ROIC measures return on the amount of capital invested in our primary businesses, excluding TFS, as opposed to another metric such as return on stockholders' equity that only incorporates book equity, and is thus a more accurate and descriptive measure of our performance. We also believe adding Debt less Cash and cash equivalents to Total stockholders' equity provides a better comparison across similar businesses regarding total capitalization, and ROIC highlights the level of value creation as a percentage of capital invested. As the tables below show, our ROIC at June 30, 2014 was 10.6%.

Amounts described below are reported in millions of U.S. dollars, except for the effective tax rates. Amounts are as of and for the three months ended for the periods referenced in the tables below.

	Jun ’14	Mar ’14	Dec ’13	Sep ’13	Jun ’13
Provision for (benefit from) income taxes	$40.0	$11.5	$22.3	$22.8	
Divided by: Income (loss) before income taxes	128.4	43.0	106.0	106.6	
Effective tax rate	31.2 %	26.7 %	21.0 %	21.4 %	
Income (loss) from operations as adjusted	$162.6	$76.3	$131.5	$139.4	
Multiplied by: 1 minus Effective tax rate	68.8 %	73.3 %	79.0 %	78.6 %	
Adjusted net operating income (loss) after tax	$111.9	$55.9	$103.9	$109.6	
Debt (as defined above)	$1,922.5	$2,055.9	$1,976.7	$1,905.9	$1,870.4
Less: Cash and cash equivalents	(364.3)	(390.5)	(408.1)	(370.6)	(548.2)
Debt less Cash and cash equivalents	1,558.2	1,665.4	1,568.6	1,535.3	1,322.2
Total Terex Corporation stockholders’ equity as adjusted	2,138.5	2,012.0	2,092.4	2,002.2	2,042.7
Debt less Cash and cash equivalents plus Total Terex Corporation stockholders’ equity as adjusted	$3,696.7	$3,677.4	$3,661.0	$3,537.5	$3,364.9

June 30, 2014 ROIC	10.6 %
NOPAT as adjusted (last 4 quarters)	$381.3
Average Debt less Cash and cash equivalents plus Total Terex Corporation stockholders’ equity as adjusted (5 quarters)	$3,587.5

	Three months ended 6/30/14	Three months ended 3/31/14	Three months ended 12/31/13	Three months ended 9/30/13
Reconciliation of income (loss) from operations:				
Income (loss) from operations as reported	$160.9	$75.0	$131.4	$138.6
(Income) loss from operations for TFS	1.7	1.3	0.1	0.8
Income (loss) from operations as adjusted	$162.6	$76.3	$131.5	$139.4

Reconciliation of Terex Corporation stockholders’ equity:	As of 6/30/14	As of 3/31/14	As of 12/31/13	As of 9/30/13	As of 6/30/13
Terex Corporation stockholders’ equity as reported	$2,331.6	$2,183.2	$2,190.1	$2,094.2	$1,955.8
TFS Assets	(193.1)	(171.2)	(151.6)	(149.8)	(139.7)
Redeemable noncontrolling interest	—	—	53.9	57.8	226.6
Terex Corporation stockholders’ equity as adjusted	$2,138.5	$2,012.0	$2,092.4	$2,002.2	$2,042.7

RESULTS OF OPERATIONS

Three Months Ended June 30, 2014 Compared with Three Months Ended June 30, 2013

Consolidated

	Three Months Ended June 30, 2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$2,055.1	—		$1,861.5	—		10.4	%
Gross profit	$423.8	20.6	%	$351.2	18.9	%	20.7	%
SG&A	$262.9	12.8	%	$267.7	14.4	%	(1.8	)%
Income from operations	$160.9	7.8	%	$83.5	4.5	%	92.7	%

Net sales for the three months ended June 30, 2014 increased $193.6 million when compared to the same period in 2013. Our AWP segment had significant growth in net sales from continued rental channel replenishment. Our MHPS segment also experienced net sales growth primarily from its port solutions businesses. Our MP segment experienced improved demand in the North American market, however, Australian and Indian markets were soft. Net sales in our Cranes segment were lower in most regions, with the exception of Western Europe and partially offset net sales increases in our other segments.

Gross profit for the three months ended June 30, 2014 increased $72.6 million when compared to the same period in 2013. We experienced improvements in gross profit from all of our segments, with the largest increases in our AWP and MHPS segments.

SG&A costs for the three months ended June 30, 2014 decreased by $4.8 million when compared to the same period in 2013. Cost reduction activities taken in prior periods for our Construction, Cranes and MHPS segments are reflected in current period SG&A costs. However, higher SG&A costs in our AWP and MP segments partially offset those improvements.

Income from operations for the three months ended June 30, 2014 increased $77.4 million when compared to the same period in 2013. The increase was primarily due to improved operating performance in our AWP, Construction, Cranes and MHPS segments, partially offset by slightly weaker performance in our MP segment.

Aerial Work Platforms

	Three Months Ended June 30, 2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$717.9	—		$606.6	—		18.3	%
Gross profit	$164.2	22.9	%	$147.0	24.2	%	11.7	%
SG&A	$50.7	7.1	%	$45.8	7.6	%	10.7	%
Income from operations	$113.5	15.8	%	$101.2	16.7	%	12.2	%

Net sales for the AWP segment for the three months ended June 30, 2014 increased $111.3 million when compared to the same period in 2013. Net sales improvement was primarily due to continued replacement demand and capital expenditures for growth from the North American rental channels and continued replacement demand in Europe, partially offset by weaker demand in Latin America.

Gross profit for the three months ended June 30, 2014 increased $17.2 million when compared to the same period in 2013. Increased net sales and improved price realization, partially offset by mix of product sales, contributed approximately $12 million to improvement in gross profit. Additionally, inventory and transactional foreign exchange charges were approximately $7 million lower in the current year period. These improvements were partially offset by approximately $3 million in higher product liability and distribution charges in the current year period.

SG&A costs for the three months ended June 30, 2014 increased $4.9 million when compared to the same period in 2013. Increased spending on engineering along with higher selling and marketing costs associated with higher net sales increased SG&A spending by approximately $2 million as compared to the prior year period. Additionally, allocation of corporate costs was approximately $2 million higher in the current year period.

Income from operations for the three months ended June 30, 2014 increased $12.3 million when compared to the same period in 2013. The increase was due to items noted above, particularly increased net sales volume and improved price realization.

Construction

	Three Months Ended June 30,								
	2014			2013					
		% of Sales				% of Sales		% Change In Reported Amounts	
	($ amounts in millions)								
Net sales	$227.2	—		$228.1		—		(0.4	)%
Gross profit	$26.5	11.7	%	$25.8		11.3	%	2.7	%
SG&A	$22.5	9.9	%	$31.0		13.6	%	(27.4	)%
Income (loss) from operations	$4.0	1.8	%	$(5.2	)	(2.3	)%	*	

*Not meaningful as a percentage

Net sales in the Construction segment for the three months ended June 30, 2014 decreased by $0.9 million when compared to the same period in 2013. Net sales decreased due to divestitures of our roadbuilding business and portions of our compact construction business subsequent to the prior year quarter, mostly offset by higher demand for our concrete mixer trucks. Net sales in the North American market were generally flat, increased in Europe and were down in the developing markets.

Gross profit for the three months ended June 30, 2014 increased $0.7 million when compared to the same period in 2013 as net sales were essentially unchanged period over period.

SG&A costs for the three months ended June 30, 2014 decreased $8.5 million when compared to the same period in 2013. Cost reduction activities taken in prior periods also contributed to approximately $5 million of lower SG&A costs in the current year period. The impact of divestitures subsequent to the prior year quarter decreased SG&A costs in the current year period by approximately $2 million. Additionally, there was approximately $2 million of lower bad debt charges partially due to recoveries in the current year period.

Income (loss) from operations for the three months ended June 30, 2014 improved $9.2 million when compared to the same period in 2013. Improvement was primarily due to the impact of decreased SG&A costs.

Cranes

	Three Months Ended June 30,				% Change In Reported Amounts
	2014		2013		
		% of Sales		% of Sales	
	($ amounts in millions)				
Net sales	$503.5	—	$521.2	—	(3.4)%
Gross profit	$89.9	17.9 %	$84.8	16.3 %	6.0 %
SG&A	$60.2	12.0 %	$61.4	11.8 %	(2.0)%
Income from operations	$29.7	5.9 %	$23.4	4.5 %	26.9 %

Net sales for the Cranes segment for the three months ended June 30, 2014 decreased by $17.7 million when compared to the same period in 2013. We have experienced declines in demand for mobile cranes in North America and Latin America and pick and carry cranes in Australia. In addition, we had lower sales into the Middle East and Southeast Asia. This was partially offset by improving sales of tower cranes. Our strongest market was Europe, with revenue growing over 50% compared with the prior year period.

Gross profit for the three months ended June 30, 2014 increased by $5.1 million when compared to the same period in 2013. In the prior year period, we recorded a $15 million charge for restructuring and related charges. Product sales mix and lower volume had a negative impact on gross profit when compared to the same period in 2013.

SG&A costs for the three months ended June 30, 2014 decreased $1.2 million over the same period in 2013. Lower selling and marketing costs were partially offset by increased engineering costs, primarily related to Tier 4 compliance and new product development in the current year period.

Income from operations for the three months ended June 30, 2014 increased $6.3 million when compared to the same period in 2013, resulting primarily from lower restructuring and related charges.

Material Handling & Port Solutions

	Three Months Ended June 30,				% Change In Reported Amounts
	2014		2013		
		% of Sales		% of Sales	
	($ amounts in millions)				
Net sales	$431.4	—	$369.8	—	16.7 %
Gross profit	$97.2	22.5 %	$48.6	13.1 %	100.0 %
SG&A	$94.5	21.9 %	$105.8	28.6 %	(10.7)%
Income (loss) from operations	$2.7	0.6 %	$(57.2)	(15.5)%	*

*Not meaningful as a percentage

Net sales for the MHPS segment for the three months ended June 30, 2014 increased $61.6 million when compared to the same period in 2013. The increase was driven by general improvement in net sales for our port solutions equipment across our businesses, with the largest increase in Western Europe. Demand in our material handling businesses was essentially flat compared to the prior year period.

Gross profit for the three months ended June 30, 2014 increased $48.6 million when compared to the same period in 2013. Increased net sales and improved price realization contributed approximately $16 million to the improvement in gross profit. Restructuring and related charges were approximately $16 million lower in the current year period. Additionally, inventory charges were approximately $8 million lower in the current year period, contributing to the increase in gross profit.

SG&A costs for the three months ended June 30, 2014 decreased $11.3 million when compared to the same period in 2013. This decrease was primarily due to lower restructuring and related charges in the current year period.

Income (loss) from operations for the three months ended June 30, 2014 improved $59.9 million when compared to the same period in 2013. Improvement was primarily driven by improved net sales and lower restructuring and related costs in the current year period.

Materials Processing

	Three Months Ended June 30, 2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$183.1	—		$176.3	—		3.9	%
Gross profit	$43.7	23.9	%	$42.0	23.8	%	4.0	%
SG&A	$20.9	11.4	%	$17.5	9.9	%	19.4	%
Income from operations	$22.8	12.5	%	$24.5	13.9	%	(6.9	)%

Net sales for the MP segment for the three months ended June 30, 2014 increased by $6.8 million when compared to the same period in 2013. Net sales improvements were primarily in the North American market, partially offset by lower net sales in Australia and Latin America.

Gross profit for the three months ended June 30, 2014 increased by $1.7 million when compared to the same period in 2013. This slight improvement was primarily due to improved net sales in the current year period.

SG&A costs for the three months ended June 30, 2014 increased by $3.4 million when compared to the same period in 2013 primarily due to reversal of an accrual of approximately $2 million related to a legal case in the prior year period.

Income from operations for the three months ended June 30, 2014 decreased $1.7 million when compared to the same period in 2013. This was driven primarily by higher SG&A costs in the current year period.

Corporate / Eliminations

	Three Months Ended June 30, 2014			2013			
			% of Sales			% of Sales	% Change In Reported Amounts
	($ amounts in millions)						
Net sales	$(8.0	)	—	$(40.5	)	—	*
Loss from operations	$(11.8	)	*	$(3.2	)	*	*

*Not meaningful as a percentage

Net sales amounts include elimination of intercompany sales activity among segments.

Interest Expense, Net of Interest Income

During the three months ended June 30, 2014, our interest expense net of interest income was $30.5 million, or $0.9 million higher than the same period in the prior year. This reflects slightly higher outstanding borrowing under our revolving credit agreement in the current year period, partially offset by reductions in the amount and interest rates on our term debt.

Loss on early extinguishment of debt

On May 16, 2013, we repaid $110.0 million of outstanding U.S. dollar denominated senior term bank debt and €83.5 million of outstanding Euro denominated term bank debt under the 2011 Credit Agreement. A loss of $5.2 million on early extinguishment of debt was recorded in the three months ended June 30, 2013, related to acceleration of unamortized debt acquisition costs and original issue discount associated with the term debt.

Other Income (Expense) – Net

Other income (expense) – net for the three months ended June 30, 2014 was expense of $2.0 million, or $0.3 million lower expense when compared to the same period in the prior year.

Income Taxes

During the three months ended June 30, 2014, we recognized income tax expense of $40.0 million on income of $128.4 million, an effective tax rate of 31.2%, as compared to income tax expense of $27.7 million on income of $46.4 million, an effective tax rate of 59.7%, for the three months ended June 30, 2013. The lower effective tax rate for the three months ended June 30, 2014 was primarily due to the reduced impact of losses not benefited when compared to the three months ended June 30, 2013.

Income (Loss) from Discontinued Operations

Income (loss) from discontinued operations for the three months ended June 30, 2014 decreased by approximately $0.4 million when compared to the same period in the prior year.

Gain (Loss) on Disposition of Discontinued Operations

Gain (loss) on disposition of discontinued operations increased by $51.5 million due to the sale of the truck business in the current year period.

Six Months Ended June 30, 2014 Compared with Six Months Ended June 30, 2013

Consolidated

	Six Months Ended June 30, 2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$3,709.7	—		$3,515.2	—		5.5	%
Gross profit	$757.2	20.4	%	$672.4	19.1	%	12.6	%
SG&A	$521.3	14.1	%	$523.3	14.9	%	(0.4	)%
Income from operations	$235.9	6.4	%	$149.1	4.2	%	58.2	%

Net sales for the six months ended June 30, 2014 increased $194.5 million when compared to the same period in 2013. Our AWP segment had significant growth in net sales from continued rental channel replenishment. Our MHPS segment also experienced net sales growth primarily from its port solutions businesses. Net sales in our Cranes segment were lower in most regions, with the exception of Western Europe and, combined with lower net sales in our Construction segment, partially offset net sales increases in our other segments.

Gross profit for the six months ended June 30, 2014 increased $84.8 million when compared to the same period in 2013. We experienced improvements in gross profit from most of our segments, led by our AWP and MHPS segments. Overall improvement was partially offset by weak performance in our Cranes segment, particularly in the beginning of the year.

SG&A costs decreased for the six months ended June 30, 2014 by $2.0 million when compared to the same period in 2013. Cost reduction activities taken in prior periods in our Construction and MHPS segments are reflected in current period SG&A costs. However, higher SG&A costs in our AWP, Cranes and MP segments partially offset those improvements.

Income from operations increased for the six months ended June 30, 2014 by $86.8 million when compared to the same period in 2013. The increase was primarily due to improved operating performance in our AWP, Construction and MHPS segments, partially offset by weaker performance in our Cranes and to a lesser extent MP segments.

Aerial Work Platforms

	Six Months Ended June 30,							
	2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$1,302.8	—		$1,115.7	—		16.8	%
Gross profit	$297.3	22.8	%	$265.5	23.8	%	12.0	%
SG&A	$101.6	7.8	%	$91.9	8.2	%	10.6	%
Income from operations	$195.7	15.0	%	$173.6	15.6	%	12.7	%

Net sales for the AWP segment for the six months ended June 30, 2014 increased $187.1 million when compared to the same period in 2013. Net sales improvement was primarily due to continued replacement demand and capital expenditures for growth from the North American rental channels and continued replacement demand in Europe, partially offset by weaker demand in Latin America.

Gross profit for the six months ended June 30, 2014 was $297.3 million, an increase of $31.8 million when compared to the same period in 2013. Increased net sales, improved price realization, partially offset by the mix of product sales, contributed approximately $25 million to the improvement in gross profit.

SG&A costs for the six months ended June 30, 2014 increased $9.7 million when compared to the same period in 2013. Higher selling and marketing costs associated with higher net sales increased SG&A spending by approximately $3 million as compared to the prior year period. There was approximately $3 million higher engineering costs in the current year period. Additionally, allocation of corporate costs was approximately $3 million higher in the current year period.

Income from operations for the six months ended June 30, 2014 increased $22.1 million when compared to the same period in 2013. The increase was due to items noted above, particularly increased net sales volume, partially offset by higher SG&A costs.

Construction

	Six Months Ended June 30, 2014		2013		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$422.9	—	$438.5	—	(3.6)%
Gross profit	$45.6	10.8%	$40.4	9.2%	12.9%
SG&A	$46.6	11.0%	$60.1	13.7%	(22.5)%
Loss from operations	$(1.0)	(0.2)%	$(19.7)	(4.5)%	*

*Not meaningful as a percentage

Net sales in the Construction segment for the six months ended June 30, 2014 decreased by $15.6 million when compared to the same period in 2013. The majority of the decline was due to divestitures of our roadbuilding business and portions of our compact construction business subsequent to the prior year quarter, partially offset by higher demand for our concrete mixer trucks.

Gross profit for the six months ended June 30, 2014 was $45.6 million, an increase of $5.2 million when compared to the same period in 2013. The increase was primarily due to approximately $3 million of charges taken in the prior year period in connection with the sale of a portion of the roadbuilding business, which did not recur.

SG&A costs for the six months ended June 30, 2014 decreased $13.5 million when compared to the same period in 2013. The impact of divestitures subsequent to the prior year quarter decreased SG&A costs in the current year period by approximately $5 million. Cost reduction activities taken in prior periods also contributed to approximately $3 million of lower SG&A costs in the current year period. Additionally, there was approximately $2 million of lower bad debt charges partially due to recoveries in the current year period. The allocation of corporate costs was approximately $2 million lower in the current year period.

Loss from operations for the six months ended June 30, 2014 improved $18.7 million when compared to the same period in 2013. Improvement was primarily due to the impact of lower SG&A cost and lower costs in the current year period as a result of the sale of the divested businesses.

Cranes

	Six Months Ended June 30, 2014		2013		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$897.1	—	$992.1	—	(9.6)%
Gross profit	$149.9	16.7%	$170.7	17.2%	(12.2)%
SG&A	$120.4	13.4%	$114.8	11.6%	4.9%
Income from operations	$29.5	3.3%	$55.9	5.6%	(47.2)%

Net sales for the Cranes segment for the six months ended June 30, 2014 decreased by $95.0 million when compared to the same period in 2013. We have experienced declines in demand for mobile cranes in North America and Latin America and pick and carry cranes in Australia. In addition, we had lower sales into the Middle East and Southeast Asia. This was partially offset by improving sales for large crawler cranes and tower cranes, as well as an improving demand environment in Europe.

Gross profit for the six months ended June 30, 2014 decreased by $20.8 million when compared to the same period in 2013. In the prior year period, we recorded a $15 million charge for restructuring and related charges. Product sales mix and lower volume had a negative impact on gross profit when compared to the same period in 2013. Additionally, lower production levels at the end of 2013 have affected profitability from fixed costs having a larger impact on margins in the beginning of the current year period.

SG&A costs for the six months ended June 30, 2014 increased $5.6 million over the same period in 2013. Approximately $4 million higher engineering costs primarily related to Tier 4 compliance and new product development were incurred in the current year period.

Income from operations for the six months ended June 30, 2014 decreased $26.4 million when compared to the same period in 2013, resulting primarily from lower net sales and higher SG&A costs.

Material Handling & Port Solutions

	Six Months Ended June 30,				
	2014		2013		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$799.6	—	$709.0	—	12.8 %
Gross profit	$181.8	22.7 %	$117.3	16.5 %	55.0 %
SG&A	$185.4	23.2 %	$203.6	28.7 %	(8.9)%
Loss from operations	$(3.6)	(0.5)%	$(86.3)	(12.2)%	*

* Not meaningful as a percentage

Net sales for the MHPS segment for the six months ended June 30, 2014 increased $90.6 million when compared to the same period in 2013. The increase was driven by improvement in net sales for our port solutions businesses, with the largest increase in Western Europe. Demand in our material handling businesses was essentially flat compared to the prior year period.

Gross profit for the six months ended June 30, 2014 increased $64.5 million when compared to the same period in 2013. Increased net sales and improved price realization contributed approximately $27 million to the improvement in gross profit. Restructuring and related charges were approximately $16 million lower in the current year period. Additionally, inventory charges were approximately $8 million lower in the current year period, contributing to the increase in gross profit.

SG&A costs for the six months ended June 30, 2014 decreased $18.2 million when compared to the same period in 2013. This decrease was primarily due to lower restructuring and related charges in the current year period.

Loss from operations for the six months ended June 30, 2014 decreased $82.7 million when compared to the same period in 2013. Improvement was primarily driven by improved net sales and lower restructuring costs and related charges in the current year period.

Materials Processing

	Six Months Ended June 30, 2014			2013				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$333.1	—		$330.6	—		0.8	%
Gross profit	$75.9	22.8	%	$73.7	22.3	%	3.0	%
SG&A	$42.2	12.7	%	$37.5	11.3	%	12.5	%
Income from operations	$33.7	10.1	%	$36.2	10.9	%	(6.9	)%

Net sales in the MP segment for the six months ended June 30, 2014 increased by $2.5 million when compared to the same period in 2013. Net sales improvements were primarily in the North American market but were partially offset by lower net sales in Australia and Latin America as well as lower parts sales in the current year period.

Gross profit for the six months ended June 30, 2014 increased by $2.2 million when compared to the same period in 2013. This slight improvement was primarily due to improved net sales and product mix in the current year period.

SG&A costs for the six months ended June 30, 2014 increased by $4.7 million when compared to the same period in 2013 due to the reversal of an accrual of approximately $2 million related to a legal case in the prior year period. Additionally, higher selling and marketing costs associated with trade show activity in the beginning of the year increased SG&A costs from the prior year period.

Income from operations for the six months ended June 30, 2014 was $33.7 million, a decrease of $2.5 million from the comparable period in 2013. The decrease was driven primarily by higher SG&A costs in the current year period.

Corporate / Eliminations

	Six Months Ended June 30, 2014			2013			
			% of Sales			% of Sales	% Change In Reported Amounts
	($ amounts in millions)						
Net sales	$(45.8	)	—	$(70.7	)	—	*
Loss from operations	$(18.4	)	*	$(10.6	)	*	*

*Not meaningful as a percentage

Net sales amounts include elimination of intercompany sales activity among segments.

Interest Expense, Net of Interest Income

During the six months ended June 30, 2014, our interest expense net of interest income was $59.6 million or $1.7 million lower than the same period in the prior year. This improvement was primarily driven by lower interest rates on our debt.

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Loss on early extinguishment of debt

On May 16, 2013, we repaid $110.0 million of outstanding U.S. dollar denominated senior term bank debt and €83.5 million of outstanding Euro denominated term bank debt under the 2011 Credit Agreement. A loss of $5.2 million on early extinguishment of debt was recorded in the six months ended June 30, 2013, related to acceleration of unamortized debt acquisition costs and original issue discount associated with the term debt.

Other Income (Expense) – Net

Other income (expense) – net for the six months ended June 30, 2014 was expense of $4.9 million, an increase of $1.0 million when compared to the same period in the prior year. The higher expense was primarily due to foreign exchange losses in the current year period compared to gains in the prior year period.

Income Taxes

During the six months ended June 30, 2014, we recognized income tax expense of $51.5 million on income of $171.4 million, an effective tax rate of 30.0%, as compared to income tax expense of $42.3 million on income of $78.7 million, an effective tax rate of 53.7%, for the six months ended June 30, 2013. The lower effective tax rate for the six months ended June 30, 2014 was primarily due to the reduced impact of losses that did not produce tax benefits in the current period.

Income (Loss) from Discontinued Operations

Income (loss) from discontinued operations for the six months ended June 30, 2014 decreased by approximately $1.1 million when compared to the same period in the prior year.

Gain (Loss) on Disposition of Discontinued Operations

Gain (loss) on disposition of discontinued operations increased by $50.0 million primarily due to the sale of the truck business in the current year period.

LIQUIDITY AND CAPITAL RESOURCES

We are continuing to focus on generating cash and promoting growth. During the second quarter of 2014 we repaid approximately $131 million under our revolving credit line with proceeds from the sale of the truck business. As a result, as of June 30, 2014 we increased our liquidity (cash and availability under our revolving credit line) by approximately $148 million as compared to March 31, 2014.

Our main sources of funding are cash generated from operations, loans from our bank credit facilities and funds raised in capital markets. We had cash and cash equivalents of $364.3 million at June 30, 2014. The majority of the cash held by our foreign subsidiaries is expected to be maintained locally because we plan to reinvest such cash and cash equivalents to support our operations and continued growth plans outside the United States through funding of capital expenditures, acquisitions, operating expenses or other similar cash needs of these operations. Such cash could be used in the U.S., if necessary. Cash repatriated to the U.S. could be subject to incremental local and U.S. taxation. Currently, there are no trends, demands or uncertainties as a result of the Company’s cash re-investment policy that are reasonably likely to have a material effect on us as a whole or that may be relevant to our financial flexibility.

We believe cash generated from operations together with access to our bank credit facilities and cash on hand, provide adequate liquidity to continue to support internal operating initiatives and meet our operating and debt service requirements. See Item 1A “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 for a detailed description of the risks resulting from our debt and our ability to generate sufficient cash flow to operate our business.

Our ability to generate cash from operations is subject to numerous factors, including the following:

- Many of our customers fund their purchases through third-party finance companies that extend credit based on the credit-worthiness of the customers and the expected residual value of our equipment. Changes either in the customers’ credit profile or used equipment values may affect the ability of customers to purchase equipment. There can be no assurance that third-party finance companies will continue to extend credit to our customers as they have in the past.
- As our sales change, the absolute amount of working capital needed to support our business may change.

- Our suppliers extend payment terms to us based on our overall credit rating. Declines in our credit rating may influence suppliers' willingness to extend terms and in turn increase the cash requirements of our business.
- Sales of our products are subject to general economic conditions, weather, competition, the translation effect of foreign currency exchange rate changes, and other factors that in many cases are outside our direct control. For example, during periods of economic uncertainty, our customers have delayed purchasing decisions, which reduces cash generated from operations.

We had negative free cash flow of approximately $13 million in the six months ended June 30, 2014. This was primarily due to a higher accounts receivable balance from increased sales that have not yet been collected. We continue to anticipate generating between $200 million and $250 million of free cash flow during 2014.

The following table reconciles Net cash provided by (used in) operating activities to free cash flow (in millions):

	Six Months Ended 6/30/2014	
Net cash provided by (used in) operating activities	24.5	
Less: Capital expenditures	(37.3	)
Free cash flow	$(12.8	)

For certain products, primarily port equipment and process cranes, we negotiate, when possible, advance payments from our customers for products with long lead times to help fund the substantial working capital investment in these products.

Typically, we have invested our cash in a combination of highly rated, liquid money market funds and in short-term bank deposits with large, highly rated banks. Our investment objective is to preserve capital and liquidity while earning a market rate of interest. For several years, we have used a portion of our cash to take advantage of early payment discounts offered by our suppliers where the returns were greater than the amount that would have been earned on such cash if invested in money market funds and short-term bank deposits. We expect to continue this practice in 2014, although we may discontinue it at any time.

Our investment in financial services assets was approximately $193 million, net at June 30, 2014. We remain focused on expanding financing solutions in key markets like the U.S., Europe and China. We also anticipate using TFS to drive incremental sales by increasing direct customer financing through TFS in certain instances.

During 2014, our cash used in inventory was approximately $162 million as we made investments in businesses showing improved order and inquiry activity. Working capital as percent of trailing three month annualized net sales was 24.5% at June 30, 2014.

The following tables show the calculation of our working capital and trailing three months annualized sales as of June 30, 2014 (in millions):

	Three Months Ended 6/30/2014
Net Sales	$2,055.1
x	4
Trailing Three Month Annualized Net Sales	$8,220.4

	As of 6/30/14	
Inventories	$1,779.0	
Trade Receivables	1,368.4	
Less: Trade Accounts Payable	(800.8	)

Less: Customer Advances	(334.5)
Total Working Capital	$2,012.1

We have a credit agreement that provides us with a revolving line of credit of up to $500 million. The revolving line of credit consists of $250 million of available domestic revolving loans and $250 million of available multicurrency revolving loans. See Note K – "Long-Term Obligations," in our Condensed Consolidated Financial Statements for information concerning an amendment to our credit agreement in November 2013. We had $415.2 million available for borrowing under our revolving credit facilities at June 30, 2014. The credit agreement also allows incremental commitments, which may be extended at the option of the lenders and can be in the form of revolving credit commitments, term loan commitments, or a combination of both as long as we satisfy a secured debt financial ratio contained in the credit facilities. We had $80.5 million of outstanding borrowings under our revolving credit facilities as well as U.S. dollar and Euro denominated term loans in the amount of $492.6 million under our credit agreement as of June 30, 2014.

Interest rates charged under our credit agreement are subject to adjustment based on our consolidated leverage ratio. The U.S. dollar term loans bear interest at a rate of London Interbank Offer Rate ("LIBOR") plus 2.75%, with a floor of 0.75% on LIBOR. The Euro term loans bear interest at a rate of Euro Interbank Offer Rate ("EURIBOR") plus 3.25%, with a floor of 0.75% on EURIBOR. At June 30, 2014, the weighted average interest rate on these term loans was 3.66%. The weighted average interest rate on our revolving credit amounts at June 30, 2014 was 5.36%.

We manage our interest rate risk by maintaining a balance between fixed and floating rate debt, including the use of interest rate derivatives when appropriate. Over the long term, we believe this mix will produce lower interest cost than a purely fixed rate mix while reducing interest rate risk.

The revolving line of credit under our credit facility matures in April 2016 and our term loans under our credit facility mature in April 2017. Our 4% Convertible Senior Subordinated Notes mature in June 2015, our 6-1/2% Senior Notes mature April 1, 2020 and our 6% Senior Notes mature May 15, 2021. See Note K – "Long-Term Obligations," in our Condensed Consolidated Financial Statements.

In December 2013, our Board of Directors authorized the repurchase of up to $200 million of our outstanding shares of common stock through December 31, 2015. During the first half of 2014, we repurchased approximately 1.3 million shares for approximately $54 million under this program. In total, we have purchased approximately 2 million shares under this program for approximately $84 million through June 30, 2014. In each of March and June of 2014, we paid a $0.05 cash dividend to our shareholders. It is our intention to pay four quarterly dividends of $0.05 per share, for an aggregate of $0.20 per share, for the calendar year of 2014. However, future declarations of quarterly dividends and the establishment of future record of payment dates are subject to the determination of our Board of Directors.

Our ability to access the capital markets to raise funds, through the sale of equity or debt securities, is subject to various factors, some specific to us, and others related to general economic and/or financial market conditions. These include results of operations, projected operating results for future periods and debt to equity leverage. Our ability to access the capital markets is also subject to our timely filing of periodic reports with the Securities and Exchange Commission ("SEC"). In addition, the terms of our bank credit facilities, senior notes and senior subordinated notes contain restrictions on our ability to make further borrowings and to sell substantial portions of our assets.

In January 2014, we paid approximately $71 million for the remaining outstanding shares of Terex Material Handling & Port Solutions AG ("TMHPS"). We now own 100% of TMHPS.

Cash Flows

Cash provided by operations for the six months ended June 30, 2014 totaled $24.5 million, compared to cash provided by operations of $129.9 million for the six months ended June 30, 2013. The change in cash from operations was primarily driven by higher cash used in working capital, partially offset by higher net income in the six months ended

June 30, 2014 as compared to the prior year period.

Cash provided by investing activities for the six months ended June 30, 2014 was $120.1 million, compared to $1.4 million cash used in investing activities for the six months ended June 30, 2013. Proceeds from the sale of the truck business, partially offset by proceeds from the sale of portions of our roadbuilding product lines in the prior year period was the primary driver of the change.

Cash used in financing activities was $189.1 million for the six months ended June 30, 2014, compared to cash used in financing activities for the six months ended June 30, 2013 of $240.2 million. The decreased cash used in financing was primarily due to higher net debt repayments in the prior year period, partially offset by the purchase of noncontrolling interest shares, share repurchases and dividends paid in the current year period.

OFF-BALANCE SHEET ARRANGEMENTS

Guarantees

Our customers, from time to time, fund the acquisition of our equipment through third-party finance companies. In certain instances, we may provide a credit guarantee to the finance company by which we agree to make payments to the finance company should our customer default. Our maximum liability is generally limited to our customer’s remaining payments due to the finance company at the time of default. In the event of customer default, we are generally able to recover and dispose of the equipment at a minimum loss, if any, to us.

There can be no assurance that historical credit default experience will be indicative of future results. Our ability to recover losses experienced from our guarantees may be affected by economic conditions in effect at the time of loss.

We issue, from time to time, residual value guarantees under sales-type leases. A residual value guarantee involves a guarantee that a piece of equipment will have a minimum fair market value at a future date. We are generally able to mitigate the risk associated with these guarantees because the maturity of the guarantees is staggered, which limits the amount of used equipment entering the marketplace at any one time.

We guarantee, from time to time, that we will buy equipment from our customers in the future at a stated price if certain conditions are met by the customer. Such guarantees are referred to as buyback guarantees. These conditions generally pertain to the functionality and state of repair of the machine. We are generally able to mitigate the risk of these guarantees by staggering the timing of the buybacks and through leveraging our access to the used equipment markets provided by our original equipment manufacturer status.

See Note M – “Litigation and Contingencies” in the Notes to the Condensed Consolidated Financial Statements for further information regarding our guarantees.

There can be no assurance that our historical experience in used equipment markets will be indicative of future results. Our ability to recover losses from our guarantees may be affected by economic conditions in the used equipment markets at the time of loss.

CONTINGENCIES AND UNCERTAINTIES

Foreign Currencies and Interest Rate Risk

Our products are sold in over 100 countries around the world and, accordingly, our revenues are generated in foreign currencies, while the costs associated with those revenues are only partly incurred in the same currencies. The major foreign currencies, among others, in which we do business are the Euro, Australian Dollar and British Pound. We may, from time to time, hedge specifically identified committed and forecasted cash flows in foreign currencies using forward currency sale or purchase contracts. At June 30, 2014, we had foreign exchange contracts with a notional value of $482.7 million.

We manage exposure to interest rates by incurring a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintaining an ongoing balance between floating and fixed rates on this mix of indebtedness using interest rate swaps when necessary.

See “Quantitative and Qualitative Disclosures About Market Risk” below for a discussion of the impact that changes in foreign currency exchange rates and interest rates may have on our financial performance.

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Other

We are subject to a number of contingencies and uncertainties including, without limitation, product liability claims, workers' compensation liability, intellectual property litigation, self-insurance obligations, tax examinations, guarantees, class action lawsuits and other matters. See Note M – "Litigation and Contingencies" in the Notes to the Condensed Consolidated Financial Statements for more information concerning contingencies and uncertainties, including our ERISA, securities and stockholder derivative lawsuits. We are insured for product liability, general liability, workers' compensation, employer's liability, property damage, intellectual property and other insurable risk required by law or contract with retained liability to us or deductibles. Many of the exposures are unasserted or proceedings are at a preliminary stage, and it is not presently possible to estimate the amount or timing of any of our costs. However, we do not believe that these contingencies and uncertainties will, individually or in the aggregate, have a material adverse effect on our operations. For contingencies and uncertainties other than income taxes, when it is probable that a loss will be incurred and possible to make reasonable estimates of our liability with respect to such matters, a provision is recorded for the amount of such estimate or for the minimum amount of a range of estimates when it is not possible to estimate the amount within the range that is most likely to occur.

We generate hazardous and non-hazardous wastes in the normal course of our manufacturing operations. As a result, we are subject to a wide range of environmental laws and regulations. All of our employees are required to obey all health, safety and environmental laws and regulations and must observe the proper safety rules and environmental practices in work situations. These laws and regulations govern actions that may have adverse environmental effects, such as discharges to air and water, and require compliance with certain practices when handling and disposing of hazardous and non-hazardous wastes. These laws and regulations would also impose liability for the costs of, and damages resulting from, cleaning up sites, past spills, disposals and other releases of hazardous substances, should any of such events occur. We are committed to complying with these standards and monitoring our workplaces to determine if equipment, machinery and facilities meet specified safety standards. Each of our facilities is subject to an environmental audit at least once every three years to monitor compliance and no incidents have occurred which required us to pay material amounts to comply with such laws and regulations. We are dedicated to seeing that safety and health hazards are adequately addressed through appropriate work practices, training and procedures. For example, we have reduced lost time injuries in the workplace since 2007 and we continue to work toward a world-class level of safety practices in our industry.

RECENT ACCOUNTING PRONOUNCEMENTS

Please refer to Note A – "Basis of Presentation" in the accompanying Consolidated Financial Statements for a listing of recent accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks that exist as part of our ongoing business operations and we use derivative financial instruments, where appropriate, to manage these risks. As a matter of policy, we do not engage in trading or speculative transactions. For further information on accounting policies related to derivative financial instruments, refer to Note I – "Derivative Financial Instruments" in our Condensed Consolidated Financial Statements.

Foreign Exchange Risk

We are exposed to fluctuations in foreign currency cash flows related to third-party purchases and sales, intercompany product shipments and intercompany loans. We are also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, we are exposed to volatility in the translation of foreign currency earnings to U.S. Dollars. Primary exposures include the U.S. Dollar when compared to functional currencies of our major markets, which include the Euro, Australian Dollar and British

Pound. We assess foreign currency risk based on transactional cash flows, identify naturally offsetting positions and purchase hedging instruments to partially offset anticipated exposures. At June 30, 2014, we had foreign exchange contracts with a notional value of $482.7 million. The fair market value of these arrangements, which represents the cost to settle these contracts, was a net gain of $0.5 million at June 30, 2014.

At June 30, 2014, we performed a sensitivity analysis on the impact that aggregate changes in the translation effect of foreign currency exchange rate changes would have on our operating income. Based on this sensitivity analysis, we have determined that a change in the value of the U.S. dollar relative to currencies outside the U.S. by 10% to amounts already incorporated in the financial statements for the six months ended June 30, 2014 would have had an approximately $3 million impact on the translation effect of foreign currency exchange rate changes already included in our reported operating income for the period.

Interest Rate Risk

We are exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing issuances of variable rate debt. Primary exposure includes movements in the U.S. prime rate, LIBOR and EURIBOR. We manage interest rate risk by incurring a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintain an ongoing balance between floating and fixed rates on this mix of indebtedness using interest rate swaps when necessary. At June 30, 2014, approximately 33% of our debt was floating rate debt and the weighted average interest rate for all debt was 5.69%.

At June 30, 2014, we performed a sensitivity analysis for our derivatives and other financial instruments that have interest rate risk. We calculated the pretax earnings impact on our interest sensitive instruments. Based on this sensitivity analysis, we have determined that an increase of 10% in our average floating interest rates at June 30, 2014 would have increased interest expense by approximately $1 million for the six months ended June 30, 2014.

Commodities Risk

Principal materials and components that we use in our manufacturing processes include steel, castings, engines, tires, hydraulics, cylinders, drive trains, electric controls and motors, and a variety of other commodities and fabricated or manufactured items. Extreme movements in the cost and availability of these materials and components may affect our financial performance. In the first half of 2014, minor, favorable input cost changes in some areas were largely off-set by unfavorable changes in other areas.

In the absence of labor strikes or other unusual circumstances, substantially all materials and components are normally available from multiple suppliers. However, certain of our businesses receive materials and components from a single source supplier, although alternative suppliers of such materials may be generally available. Current and potential suppliers are evaluated regularly on their ability to meet our requirements and standards. We actively manage our material supply sourcing, and employ various methods to limit risk associated with commodity cost fluctuations and availability. The inability of suppliers, especially any single source suppliers for a particular business, to deliver materials and components promptly could result in production delays and increased costs to manufacture our products. We have designed and implemented plans to mitigate the impact of these risks by using alternate suppliers, expanding our supply base globally, leveraging our overall purchasing volumes to obtain favorable quantities and developing a closer working relationship with key suppliers. We are focusing on gaining efficiencies with suppliers based on our global purchasing power and resources.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports we file under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required financial disclosure. In connection with the preparation of this Quarterly Report on Form 10-Q, our management carried out an evaluation, under the supervision and with the participation of our management, including the CEO and CFO, as of June 30, 2014, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of June 30, 2014.

(b) Changes in Internal Control Over Financial Reporting

During the quarter ended June 30, 2014, we implemented an integrated suite of enterprise software at several of our businesses as part of a multi-year global implementation program. The implementation has involved changes to certain processes and related internal controls over financial reporting. We have reviewed the system and the controls affected and made appropriate changes as necessary.

The effectiveness of any system of controls and procedures is subject to certain limitations, and, as a result, there can be no assurance that our controls and procedures will detect all errors or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be attained.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in certain claims and litigation arising in the ordinary course of business, which are not considered material to our financial operations or cash flow. For information concerning litigation and other contingencies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingencies and Uncertainties."

Item 1A. Risk Factors

There have been no material changes in the quarterly period ended June 30, 2014 in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013.

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

(a) Not applicable

(b) Not applicable

(c) The following table provides information about our purchases during the quarter ended June 30, 2014 of our common stock that is registered by us pursuant to the Exchange Act.

Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	(d) Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands) (1)
April 1, 2014 - April 30, 2014	425,949	$42.26	1,969,802	$119,000
May 1, 2014 - May 31, 2014	71,252	$42.10	2,041,054	$116,000
June 1, 2014 - June 31, 2014	—	$—	2,041,054	$116,000
Total	497,201	$42.24	2,041,054	$116,000

(1) In December 2013, our Board of Directors authorized and the Company publicly announced the repurchase of up to $200 million of the Company's outstanding common shares through December 31, 2015.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The exhibits set forth on the accompanying Exhibit Index have been filed as part of this Form 10-Q.

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.

TEREX CORPORATION
(Registrant)

Date: July 24, 2014	/s/ Kevin P. Bradley Kevin P. Bradley Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Date: July 24, 2014	/s/ Mark I. Clair Mark I. Clair Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

EXHIBIT INDEX

3.1	Restated Certificate of Incorporation of Terex Corporation (incorporated by reference to Exhibit 3.1 of the Form S-1 Registration Statement of Terex Corporation, Registration No. 33-52297).
3.2	Certificate of Elimination with respect to the Series B Preferred Stock (incorporated by reference to Exhibit 4.3 of the Form 10-K for the year ended December 31, 1998 of Terex Corporation, Commission File No. 1-10702).
3.3	Certificate of Amendment to Certificate of Incorporation of Terex Corporation dated September 5, 1998 (incorporated by reference to Exhibit 3.3 of the Form 10-K for the year ended December 31, 1998 of Terex Corporation, Commission File No. 1-10702).
3.4	Certificate of Amendment of the Certificate of Incorporation of Terex Corporation dated July 17, 2007 (incorporated by reference to Exhibit 3.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated July 17, 2007 and filed with the Commission on July 17, 2007).
3.5	Amended and Restated Bylaws of Terex Corporation (incorporated by reference to Exhibit 3.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated December 5, 2013 and filed with the Commission on December 10, 2013).
4.1	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to senior debt securities (incorporated by reference to Exhibit 4.1 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.2	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to subordinated debt securities (incorporated by reference to Exhibit 4.2 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.3	Second Supplemental Indenture, dated June 3, 2009, between Terex Corporation and HSBC Bank USA, National Association relating to 4% Convertible Senior Subordinated Notes Due 2015 (incorporated by reference to Exhibit 4.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated June 3, 2009 and filed with the Commission on June 8, 2009).
4.4	Supplemental Indenture, dated as of February 7, 2011, to the Second Supplemental Indenture dated as of June 3, 2009 to the Subordinated Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to the 4% Convertible Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.3 of the Form 8-K Current Report, Commission File No. 1-10702, dated February 7, 2011 and filed with the Commission on February 10, 2011).
4.5	Third Supplemental Indenture, dated as of March 27, 2012, to Senior Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to the 6.50% Senior Notes due 2020 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated March 27, 2012 and filed with the Commission on March 30, 2012).
4.6	Fourth Supplemental Indenture, dated as of November 26, 2012, to the Senior Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to 6% Senior Notes due 2021 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated November 26, 2012 and filed with the Commission on November 30, 2012).

10.1	Terex Corporation Amended and Restated Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 of the Form 10-Q for the quarter ended June 30, 2007 of Terex Corporation, Commission File No. 1-10702). ***
10.2	1996 Terex Corporation Long Term Incentive Plan (incorporated by reference to Exhibit 10.1 of the Form S-8 Registration Statement of Terex Corporation, Registration No. 333-03983). ***
10.3	Amendment No. 1 to 1996 Terex Corporation Long Term Incentive Plan (incorporated by reference to Exhibit 10.5 of the Form 10-K for the year ended December 31, 1999 of Terex Corporation, Commission File No. 1-10702). ***
10.4	Amendment No. 2 to 1996 Terex Corporation Long Term Incentive Plan (incorporated by reference to Exhibit 10.6 of the Form 10-K for the year ended December 31, 1999 of Terex Corporation, Commission File No. 1-10702). ***
10.5	Terex Corporation Amended and Restated 2000 Incentive Plan (incorporated by reference to Exhibit 10.3 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 14, 2008 and filed with the Commission on October 17, 2008). ***

10.6	Form of Restricted Stock Agreement under the Terex Corporation 2000 Incentive Plan between Terex Corporation and participants of the 2000 Incentive Plan (incorporated by reference to Exhibit 10.4 of the Form 8-K Current Report, Commission File No. 1-10702, dated January 1, 2005 and filed with the Commission on January 5, 2005). ***
10.7	Form of Option Agreement under the Terex Corporation 2000 Incentive Plan between Terex Corporation and participants of the 2000 Incentive Plan (incorporated by reference to Exhibit 10.5 of the Form 8-K Current Report, Commission File No. 1-10702, dated January 1, 2005 and filed with the Commission on January 5, 2005). ***
10.8	Terex Corporation Amended and Restated Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.10 of the Form 10-K for the year ended December 31, 2008 of Terex Corporation, Commission File No. 1-10702). ***
10.9	Terex Corporation Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10.11 of the Form 10-Q for the quarter ended June 30, 2004 of Terex Corporation, Commission File No. 1-10702). ***
10.10	Amendment to the Terex Corporation Amended and Restated Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 14, 2008 and filed with the Commission on October 17, 2008). ***
10.11	Terex Corporation Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated May 9, 2013 and filed with the Commission on May, 14, 2013). ***
10.12	Terex Corporation Amended and Restated 2009 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated May 9, 2013 and filed with the Commission on May, 14, 2013). ***
10.13	Form of Restricted Stock Agreement (time based) under the Terex Corporation Amended and Restated 2009 Omnibus Incentive Plan between Terex Corporation and participants of the 2009 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.17 of the Form 10-K for the year ended December 31, 2011 of Terex Corporation, Commission File No. 1-10702). ***
10.14	Form of Restricted Stock Agreement (performance based) under the Terex Corporation Amended and Restated 2009 Omnibus Incentive Plan between Terex Corporation and participants of the 2009 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.18 of the Form 10-K for the year ended December 31, 2011 of Terex Corporation, Commission File No. 1-10702). ***
10.15	Amended and Restated Credit Agreement dated as of August 5, 2011, among Terex Corporation, certain of its subsidiaries, the Lenders named therein and Credit Suisse AG, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 5, 2011 and filed with the Commission August 10, 2011).
10.16	Amendment No. 1, dated as of October 12, 2012, to the Amended and Restated Credit Agreement dated as of August 5, 2011, among Terex Corporation, certain of its subsidiaries, the Lenders named therein and Credit Suisse AG, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 12, 2012 and filed with the

	Commission October 15, 2012.
10.17	Amendment No. 2, dated as of November 13, 2013, to the Amended and Restated Credit Agreement dated as of August 5, 2011, among Terex Corporation, certain of its subsidiaries, the Lenders named therein and Credit Suisse AG, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated November 13, 2013 and filed with the Commission November 14, 2013.
10.18	Guarantee and Collateral Agreement dated as of August 11, 2011, among Terex Corporation, certain of its subsidiaries, and Credit Suisse AG, as Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 11, 2011 and filed with the Commission August 16, 2011).
10.19	Underwriting Agreement, dated March 22, 2012, among Terex Corporation and Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., RBS Securities Inc. and UBS Securities LLC, as representatives for the several underwriters named therein (incorporated by reference to Exhibit 1.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated March 22, 2012 and filed with the Commission March 27, 2012).
10.20	Underwriting Agreement, dated November 8, 2012, among Terex Corporation and Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., RBS Securities Inc. and UBS Securities LLC, as representatives for the several underwriters named therein (incorporated by reference to Exhibit 1.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated November 7, 2012 and filed with the Commission November 13, 2012).

10.21	Amended and Restated Employment and Compensation Agreement, dated August 9, 2012, between Terex Corporation and Ronald M. DeFeo (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 9, 2012 and filed with the Commission on August 13, 2012). ***
10.22	Life Insurance Agreement, dated as of October 13, 2006, between Terex Corporation and Ronald M. DeFeo (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 13, 2006 and filed with the Commission on October 16, 2006). ***
10.23	Transition and Retirement Agreement between Terex Corporation and Phillip C. Widman, dated October 19, 2012 (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated October 19, 2012 and filed with the Commission on October 22, 2012). ***
10.24	Form of Change in Control and Severance Agreement between Terex Corporation and certain executive officers (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated March 29, 2011 and filed with the Commission on March 31, 2011). ***
10.25	Form of Change in Control and Severance Agreement between Terex Corporation and certain executive officers (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated March 29, 2011 and filed with the Commission on March 31, 2011). ***
12	Calculation of Ratio of Earnings to Fixed Charges. *
31.1	Chief Executive Officer Certification pursuant to Rule 13a-14(a)/15d-14(a). *
31.2	Chief Financial Officer Certification pursuant to Rule 13a-14(a)/15d-14(a). *
32	Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes –Oxley Act of 2002. **
101.INS	XBRL Instance Document. *
101.SCH	XBRL Taxonomy Extension Schema Document. *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document. *
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. *
101.LAB	XBRL Taxonomy Extension Label Linkbase Document. *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. *

*	Exhibit filed with this document.
**	Exhibit furnished with this document.
***	Denotes a management contract or compensatory plan or arrangement.