TEREX CORP
Form 10-Q
July 30, 2015

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, 2015

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES x NO o

Indicate by check mark whether the registrant has submitted electronically 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: 108.5 million as of July 27, 2015.
The Exhibit Index begins on page 55.

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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, 2015 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, 2015 (the "Guarantors") of the Company's 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, 2015 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
CMI Terex Corporation	Oklahoma	73-0519810
Fantuzzi Noell USA, Inc.	Illinois	36-3865231
Genie Holdings, Inc.	Washington	91-1666966
Genie Industries, Inc.	Washington	91-0815489
Genie International, Inc.	Washington	91-1975116
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
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;
- our 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 highly competitive and is affected by our cost structure, pricing, product initiatives and other actions taken by competitors;
- 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, commodity price changes, 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, intellectual property claims, class action lawsuits and other liabilities;
- our ability to comply with an injunction and related obligations imposed by the United States Securities and Exchange Commission ("SEC");
- disruption or breach in our information technology systems; and
- other factors.

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

conditions or circumstances on which any such statement is based.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

TEREX CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

(unaudited)

(in millions, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net sales	$1,828.5	$2,055.1	$3,324.1	$3,709.7
Cost of goods sold	(1,444.3)	(1,631.3)	(2,663.3)	(2,952.5)
Gross profit	384.2	423.8	660.8	757.2
Selling, general and administrative expenses	(235.9)	(262.9)	(468.3)	(521.3)
Income (loss) from operations	148.3	160.9	192.5	235.9
Other income (expense)				
Interest income	1.0	1.2	2.0	2.5
Interest expense	(27.0)	(31.7)	(55.2)	(62.1)
Other income (expense) – net	(3.0)	(2.0)	(9.9)	(4.9)
Income (loss) from continuing operations before income taxes	119.3	128.4	129.4	171.4
(Provision for) benefit from income taxes	(33.0)	(40.0)	(44.6)	(51.5)
Income (loss) from continuing operations	86.3	88.4	84.8	119.9
Income (loss) from discontinued operations – net of tax	—	0.5	—	1.4
Gain (loss) on disposition of discontinued operations – net of tax	(0.4)	51.5	2.7	53.0
Net income (loss)	85.9	140.4	87.5	174.3
Net loss (income) attributable to noncontrolling interest	(1.1)	(0.6)	(1.7)	0.5
Net income (loss) attributable to Terex Corporation	$84.8	$139.8	$85.8	$174.8
Amounts attributable to Terex Corporation common stockholders:				
Income (loss) from continuing operations	$85.2	$87.8	$83.1	$120.4
Income (loss) from discontinued operations – net of tax	—	0.5	—	1.4
Gain (loss) on disposition of discontinued operations – net of tax	(0.4)	51.5	2.7	53.0
Net income (loss) attributable to Terex Corporation	$84.8	$139.8	$85.8	$174.8
Basic Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	$0.80	$0.80	$0.78	$1.09
Income (loss) from discontinued operations – net of tax	—	—	—	0.01
Gain (loss) on disposition of discontinued operations – net of tax	—	0.47	0.03	0.48
Net income (loss) attributable to Terex Corporation	$0.80	$1.27	$0.81	$1.58
Diluted Earnings (Loss) per Share Attributable to Terex Corporation Common Stockholders:				
Income (loss) from continuing operations	$0.78	$0.76	$0.76	$1.03
Income (loss) from discontinued operations – net of tax	—	—	—	0.01
Gain (loss) on disposition of discontinued operations – net of tax	—	0.45	0.02	0.46
Net income (loss) attributable to Terex Corporation	$0.78	$1.21	$0.78	$1.50
Weighted average number of shares outstanding in per share calculation				
Basic	106.2	110.3	106.2	110.5
Diluted	109.0	115.8	109.9	116.4
Comprehensive income (loss)	$166.8	$165.2	$(31.4)	$215.4
Comprehensive loss (income) attributable to noncontrolling interest	(1.1)	(0.4)	(1.7)	0.9

Comprehensive income (loss) attributable to Terex Corporation	$165.7	$164.8	$(33.1)	$216.3
Dividends declared per common share	$0.06	$0.05	$0.12	$0.10

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

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

	June 30, 2015	December 31, 2014
Assets		
Current assets		
Cash and cash equivalents	$332.7	$478.2
Trade receivables (net of allowance of $26.9 and $30.5 at June 30, 2015 and December 31, 2014, respectively)	1,252.5	1,086.4
Inventories	1,564.2	1,460.9
Prepaid assets	260.1	248.0
Other current assets	74.8	82.7
Total current assets	3,484.3	3,356.2
Non-current assets		
Property, plant and equipment – net	680.6	690.3
Goodwill	1,073.7	1,131.0
Intangible assets – net	293.6	325.4
Other assets	474.7	425.1
Total assets	$6,006.9	$5,928.0
Liabilities and Stockholders' Equity		
Current liabilities		
Notes payable and current portion of long-term debt	$72.6	$152.5
Trade accounts payable	814.4	736.1
Accrued compensation and benefits	208.0	204.0
Accrued warranties and product liability	67.8	74.2
Customer advances	196.4	197.4
Other current liabilities	311.0	278.9
Total current liabilities	1,670.2	1,643.1
Non-current liabilities		
Long-term debt, less current portion	1,834.0	1,636.3
Retirement plans	402.7	432.5
Other non-current liabilities	150.4	177.0
Total liabilities	4,057.3	3,888.9
Commitments and contingencies		
Stockholders' equity		
Common stock, $.01 par value – authorized 300.0 shares; issued 128.8 and 124.6 shares at June 30, 2015 and December 31, 2014, respectively	1.3	1.2
Additional paid-in capital	1,256.6	1,251.5
Retained earnings	2,057.6	1,984.9
Accumulated other comprehensive income (loss)	(548.7)	(429.8)
Less cost of shares of common stock in treasury – 21.1 and 19.2 shares at June 30, 2015 and December 31, 2014, respectively	(851.8)	(801.9)
Total Terex Corporation stockholders' equity	1,915.0	2,005.9
Noncontrolling interest	34.6	33.2
Total stockholders' equity	1,949.6	2,039.1
Total liabilities and stockholders' equity	$6,006.9	$5,928.0

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,	
	2015	2014
Operating Activities		
Net income (loss)	$87.5	$174.3
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	68.9	80.0
(Gain) loss on disposition of discontinued operations	(2.7)	(53.0)
Deferred taxes	(3.9)	(18.5)
Stock-based compensation expense	21.8	26.2
Changes in operating assets and liabilities (net of effects of acquisitions and divestitures):		
Trade receivables	(196.9)	(183.6)
Inventories	(125.2)	(162.4)
Trade accounts payable	98.2	108.2
Customer advances	(0.9)	33.7
Other assets and liabilities	(63.0)	(4.2)
Other operating activities, net	31.4	23.8
Net cash provided by (used in) operating activities	(84.8)	24.5
Investing Activities		
Capital expenditures	(48.7)	(37.3)
Acquisitions of businesses, net of cash acquired	(59.8)	(7.4)
Proceeds from disposition of discontinued operations	0.7	162.2
Other investing activities, net	0.6	2.6
Net cash provided by (used in) investing activities	(107.2)	120.1
Financing Activities		
Repayments of debt	(702.9)	(637.3)
Proceeds from issuance of debt	835.7	580.3
Purchase of noncontrolling interest	—	(73.4)
Share repurchases	(50.3)	(54.9)
Dividends paid	(12.8)	(11.0)
Other financing activities, net	(1.1)	7.2
Net cash provided by (used in) financing activities	68.6	(189.1)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(22.1)	0.7
Net Increase (Decrease) in Cash and Cash Equivalents	(145.5)	(43.8)
Cash and Cash Equivalents at Beginning of Period	478.2	408.1
Cash and Cash Equivalents at End of Period	$332.7	$364.3

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, 2015
(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, 2015 and for the three and six months ended June 30, 2015 and 2014 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, 2014 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, 2014.

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, 2015 are not necessarily indicative of results that may be expected for the year ending December 31, 2015.

Cash and cash equivalents at June 30, 2015 and December 31, 2014 include $20.8 million and $13.5 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.

Recent Accounting Pronouncements. In April 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("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 were effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. 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, 2017. Early adoption is permitted for reporting periods beginning after December 15, 2016. 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.

In August 2014, the FASB issued ASU 2014-15, “Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern,” (“ASU 2014-15”). ASU 2014-15 requires management to perform interim and annual assessments of an entity’s ability to continue as a going concern for a one year period subsequent to the date of the financial statements. An entity must provide certain disclosures if conditions or events raise substantial doubt about the entity’s ability to continue as a going concern. The guidance is effective for all entities for the first annual period ending after December 15, 2016 and interim periods thereafter, with early adoption permitted. Adoption of this guidance is not expected to have any impact on the determination or reporting of the Company’s financial results.

In April 2015, the FASB issued ASU 2015-03, “Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs,” (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The guidance is effective for reporting periods beginning after December 15, 2015 and interim periods within those fiscal years with early adoption permitted. ASU 2015-03 should be applied on a retrospective basis, wherein the balance sheet of each period presented should be adjusted to reflect the effects of adoption. Adoption of this guidance is not expected to have a significant impact on the determination or reporting of the Company’s financial results.

In May 2015, the FASB issued ASU 2015-07, “Fair Value Measurement (Topic 820), Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent),” (“ASU 2015-17”). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Further, the amendments remove the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient.The guidance is effective for reporting periods beginning after December 15, 2015 and interim periods within those years with early adoption permitted. Adoption of this guidance is not expected to have a significant impact on the determination or reporting of the Company’s financial results.

In July 2015, the FASB issued ASU 2015-11, “Simplifying the Measurement of Inventory,” (“ASU 2015-11”). ASU 2015-11 requires inventory be measured at the lower of cost and net realizable value and options that currently exist for market value be eliminated. ASU 2015-11 defines net realizable value as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The guidance is effective for reporting periods beginning after December 15, 2016 and interim periods within those fiscal years with early adoption permitted. ASU 2015-11 should be applied prospectively. The Company is evaluating the impact adoption of this guidance will have on determination or reporting of its 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, 2015
Balance at beginning of period	$86.5
Accruals for warranties issued during the period	34.4
Changes in estimates	(1.4)
Settlements during the period	(39.6)
Foreign exchange effect/other	(3.0)
Balance at end of period	$76.9

Fair Value Measurements. Assets and liabilities measured at fair value on a recurring basis under the provisions of Accounting Standards Codification ("ASC") 820, "Fair Value Measurement and Disclosure" ("ASC 820") include interest rate swaps 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, services and markets aerial work platform equipment, telehandlers and light towers. 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, residential and commercial buildings, industrial sites and for material handling applications.

On May 30, 2014, the Company sold its truck business, which was consolidated in the Construction segment, to Volvo Construction Equipment for $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, the reporting of the truck business has been included in discontinued operations for all periods presented.

The Cranes segment designs, manufactures, services, refurbishes and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, lattice boom truck cranes, truck-mounted cranes (boom trucks) and utility equipment, as well as their related components and replacement parts. Customers use these products primarily for infrastructure projects, including mining and energy related projects as well as 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. The segment also provides service and support for industrial cranes and aerial products in North America.

The MHPS segment designs, manufactures, services and markets industrial cranes, including universal 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, rubber tired gantry cranes, rail mounted gantry cranes, ship-to-shore gantry cranes, reach stackers, empty container handlers, full container handlers, general cargo lift trucks, automated stacking cranes, automated guided vehicles and terminal automation technology, including software, as well as their related components and replacement parts. Customers use these products for lifting and material handling at manufacturing, port and rail facilities. The segment operates an extensive global sales and service network.

The MP segment designs, manufactures and markets materials processing equipment, including crushers, washing systems, screens, apron feeders, biomass, forestry 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,	
	2015	2014	2015	2014
Net Sales				
AWP	$677.1	$717.9	$1,184.3	$1,302.8
Construction	183.7	227.2	337.6	422.9
Cranes	463.8	503.5	850.7	897.1
MHPS	367.2	431.4	689.1	799.6
MP	167.8	183.1	313.5	333.1
Corporate and Other / Eliminations	(31.1)	(8.0)	(51.1)	(45.8)
Total	$1,828.5	$2,055.1	$3,324.1	$3,709.7
Income (loss) from Operations				
AWP	$103.9	$113.5	$147.2	$195.7
Construction	0.7	4.0	(3.8)	(1.0)
Cranes	22.6	29.7	26.2	29.5
MHPS	1.3	2.7	(3.0)	(3.6)
MP	22.0	22.8	32.7	33.7
Corporate and Other / Eliminations	(2.2)	(11.8)	(6.8)	(18.4)
Total	$148.3	$160.9	$192.5	$235.9

	June 30, 2015	December 31, 2014
Identifiable Assets		
AWP	$1,967.6	$1,143.5
Construction	1,187.3	1,246.0
Cranes	1,917.5	1,959.7
MHPS	2,597.7	2,744.0
MP	912.3	813.6
Corporate and Other / Eliminations	(2,575.5)	(1,978.8)
Total	$6,006.9	$5,928.0

NOTE C – INCOME TAXES

During the three months ended June 30, 2015, the Company recognized income tax expense of $33.0 million on income of $119.3 million, an effective tax rate of 27.7% as compared to income tax expense of $40.0 million on income of $128.4 million, an effective tax rate of 31.2%, for three months ended June 30, 2014. The lower effective tax rate for the three months ended June 30, 2015 was primarily due to geographic mix of earnings when compared to the three months ended June 30, 2014.

During the six months ended June 30, 2015, the Company recognized income tax expense of $44.6 million on income of $129.4 million, an effective tax rate of 34.5% as compared to income tax expense of $51.5 million on income of $171.4 million, an effective tax rate of 30.0%, for six months ended June 30, 2014. The higher effective tax rate for the six months ended June 30, 2015 was primarily due to increased losses not benefitted combined with lower profit before tax when compared to the six months ended June 30, 2014.

NOTE D – DISCONTINUED OPERATIONS

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 this divestiture, reporting of the truck business 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,	
	2015	2014	2015	2014
Net sales	$—	$49.4	$—	$94.8
Income (loss) from discontinued operations before income taxes	$—	$0.8	$—	$1.7
(Provision for) benefit from income taxes	—	(0.3)	—	(0.3)
Income (loss) from discontinued operations – net of tax	$—	$0.5	$—	$1.4
Gain (loss) on disposition of discontinued operations	$(0.4)	$65.7	$3.2	$67.5
(Provision for) benefit from income taxes	—	(14.2)	(0.5)	(14.5)
Gain (loss) on disposition of discontinued operations – net of tax	$(0.4)	$51.5	$2.7	$53.0

During the six months ended June 30, 2015 and 2014 the Company recorded a gain of $2.8 million and $1.5 million, respectively, related to the sale of its Atlas heavy construction equipment and knuckle-boom cranes businesses based on contractually obligated earnings based payments from the purchaser. 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.

NOTE E – EARNINGS PER SHARE

(in millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Income (loss) from continuing operations attributable to Terex Corporation common stockholders	$85.2	$87.8	$83.1	$120.4
Income (loss) from discontinued operations–net of tax	—	0.5	—	1.4
Gain (loss) on disposition of discontinued operations–net of tax	(0.4)	51.5	2.7	53.0
Net income (loss) attributable to Terex Corporation	$84.8	$139.8	$85.8	$174.8
Basic shares:				
Weighted average shares outstanding	106.2	110.3	106.2	110.5
Earnings per share – basic:				
Income (loss) from continuing operations	$0.80	$0.80	$0.78	$1.09
Income (loss) from discontinued operations–net of tax	—	—	—	0.01
Gain (loss) on disposition of discontinued operations–net of tax	—	0.47	0.03	0.48
Net income (loss) attributable to Terex Corporation	$0.80	$1.27	$0.81	$1.58
Diluted shares:				
Weighted average shares outstanding	106.2	110.3	106.2	110.5
Effect of dilutive securities:				
Stock options, restricted stock awards and convertible notes	2.8	5.5	3.7	5.9
Diluted weighted average shares outstanding	109.0	115.8	109.9	116.4
Earnings per share – diluted:				
Income (loss) from continuing operations	$0.78	$0.76	$0.76	$1.03
Income (loss) from discontinued operations–net of tax	—	—	—	0.01
Gain (loss) on disposition of discontinued operations–net of tax	—	0.45	0.02	0.46
Net income (loss) attributable to Terex Corporation	$0.78	$1.21	$0.78	$1.50

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,	
	2015	2014	2015	2014
Income (loss) from continuing operations	$86.3	$88.4	$84.8	$119.9
Noncontrolling interest (income) loss attributed to continuing operations	(1.1)	(0.6)	(1.7)	0.5
Income (loss) from continuing operations attributable to common stockholders	$85.2	$87.8	$83.1	$120.4

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 the three and six months ended June 30, 2015 and 2014, but were not included in the computation of diluted shares as the effect would be anti-dilutive. Weighted average restricted stock awards of 0.8 million and 0.9 million were outstanding during the three and six months ended June 30, 2015, 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 0.3 million were outstanding during the three and six months ended June 30, 2014, 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.

In connection with settlement of the 4% Convertible Senior Subordinated Notes due 2015 (the "4% Convertible Notes") the Company issued 3.4 million shares of common stock in June 2015. See Note K – "Long-Term Obligations." Included in the computation of diluted shares for the three and six months ended June 30, 2015 were 2.3 million and 2.8 million shares, respectively, that were contingently issuable prior to conversion. The number of shares that were contingently issuable for the three and six months ended June 30, 2014 was 4.7 million.

NOTE F – INVENTORIES

Inventories consist of the following (in millions):

	June 30, 2015	December 31, 2014
Finished equipment	$539.4	$425.7
Replacement parts	176.1	170.5
Work-in-process	445.1	454.2
Raw materials and supplies	403.6	410.5
Inventories	$1,564.2	$1,460.9

Reserves for lower of cost or market value, excess and obsolete inventory were $106.1 million and $116.3 million at June 30, 2015 and December 31, 2014, respectively.

NOTE G – PROPERTY, PLANT AND EQUIPMENT

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

	June 30, 2015	December 31, 2014
Property	$98.4	$104.3
Plant	352.8	359.5
Equipment	729.4	699.5
Property, plant and equipment – gross	1,180.6	1,163.3
Less: Accumulated depreciation	(500.0)	(473.0)
Property, plant and equipment – net	$680.6	$690.3

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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, 2014, gross	$138.5	$ 132.8	$217.6	$642.8	$198.1	$1,329.8
Accumulated impairment	(38.6)	(132.8)	(4.2)	—	(23.2)	(198.8)
Balance at December 31, 2014, net	99.9	—	213.4	642.8	174.9	1,131.0
Acquisitions	—	—	—	—	12.5	12.5
Foreign exchange effect and other	(0.9)	—	(10.8)	(59.2)	1.1	(69.8)
Balance at June 30, 2015, gross	137.6	132.8	206.8	583.6	211.7	1,272.5
Accumulated impairment	(38.6)	(132.8)	(4.2)	—	(23.2)	(198.8)
Balance at June 30, 2015, net	$99.0	$ —	$202.6	$583.6	$188.5	$1,073.7

Due to uncertainty and short-term volatility in the materials processing market, the Company reviewed the MP reporting unit at June 30, 2015 to determine if the results would be significantly different from its annual test conducted on October 1, 2014. The MP reporting unit's fair value exceeded its carrying value by approximately 20%. The Company did not find evidence of impairment at June 30, 2015, but will continue to monitor the performance of the MP reporting unit and update the test as circumstances warrant. If the MP reporting unit is unable to achieve its projected cash flows, the outcome of any prospective test may result in the Company recording goodwill impairment charges in future periods. The amount of goodwill in the MP reporting unit was $188.5 million as of June 30, 2015.

Intangible assets, net were comprised of the following as of June 30, 2015 and December 31, 2014 (in millions):

		June 30, 2015			December 31, 2014		
	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	6	$54.6	$ (38.8)	$ 15.8	$58.8	$ (38.4)	$20.4
Customer Relationships	16	233.4	(80.5)	152.9	251.9	(78.4)	173.5
Land Use Rights	57	18.0	(2.0)	16.0	18.0	(1.8)	16.2
Other	7	47.8	(39.2)	8.6	44.6	(38.2)	6.4
Total definite-lived intangible assets		$353.8	$ (160.5)	$ 193.3	$373.3	$ (156.8)	$216.5
Indefinite-lived intangible assets:							
Tradenames		$100.3			$108.9		
Total indefinite-lived intangible assets		$100.3			$108.9		

	Three Months Ended June 30,		Six Months Ended June 30,	
(in millions)	2015	2014	2015	2014
Aggregate Amortization Expense	$6.0	$9.8	$12.3	19.5

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

2015	$26.0
2016	$24.1
2017	$19.7
2018	$15.1

2019	$14.8

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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 (“AOCI”) 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”) and Commercial Paper rates.

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 AOCI 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 and hedging activity related to foreign currency and interest rate swaps 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, 2015, the Company had $199.7 million notional amount of currency exchange forward contracts outstanding that were initially designated as hedge contracts, most of which mature on or before June 30, 2016. The fair market value of these contracts at June 30, 2015 was a net gain of $0.5 million. At June 30, 2015, $146.5 million notional amount ($0.7 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 2015 and 2014, the Company recorded the change in fair value for these cash flow hedges to AOCI and reclassified to earnings a portion of the deferred gain or loss from AOCI as the hedged transactions occurred and were recognized in earnings.

The Company records foreign exchange contracts at fair value on a recurring basis. The foreign exchange contracts designated as hedging instruments are categorized under Level 2 of the ASC 820 hierarchy and are recorded at June 30, 2015 and December 31, 2014 as a net asset of $0.5 million and net liability of $0.4 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 derived using quoted forward foreign exchange prices to interpolate values of outstanding trades at the reporting date based on their maturities.

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. 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.

Concurrent with the sale of part of A.S.V., Inc. to Manitex International, Inc. (“Manitex”), the Company invested in a subordinated convertible promissory note from Manitex, which included an embedded derivative, the conversion feature. At the date of issuance, the embedded derivative was measured at fair value. The derivative is marked-to-market each period with changes in fair value recorded in Other income (expense) - net in the Condensed Consolidated Statement of Comprehensive Income.

During the second quarter of 2015, the Company entered into certain interest rate swap agreements to offset the variability of cash flows due to changes in the floating rate of borrowings under its Securitization Facility. See Note K – “Long-Term Obligations,” for additional information on the Securitization Facility. The interest rate swaps are designated as cash flow hedges of the changes in the cash flows of interest rate payments on debt associated with changes in floating interest rates. Changes in the fair value of these derivative financial instruments are recognized as gains or losses in Cost of goods sold in the Condensed Consolidated Statement of Comprehensive Income. The Company records these contracts at fair value on a recurring basis. At June 30, 2015, the Company had $143.0 million notional amount of interest rate swap contracts outstanding that were initially designated as hedge contracts and scheduled to mature in May 2022. The interest rate swap contracts designated as hedging instruments are categorized under Level 2 of the ASC 820 hierarchy and are recorded at June 30, 2015 as a net liability of $0.3 million. The fair value of these contracts are derived using quoted interest rate swap prices at the reporting date based on their maturities.

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, 2015	December 31, 2014
Foreign exchange contracts	Other current assets	$4.8	$10.1
Interest rate swap	Other assets	0.6	—
Total asset derivatives		5.4	10.1
Liability Derivatives			
Foreign exchange contracts	Other current liabilities	4.3	10.5
Interest rate swap	Other current liabilities	0.9	—
Total liability derivatives		5.2	10.5
Total Derivatives		$0.2	$(0.4)

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, 2015	December 31, 2014
Foreign exchange contracts	Other current assets	$1.1	$2.2
Debt conversion feature	Other assets	1.5	3.0
Total asset derivatives		2.6	5.2
Liability Derivatives			
Foreign exchange contracts	Other current liabilities	0.9	1.0
Total liability derivatives		0.9	1.0
Total Derivatives		$1.7	$4.2

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	2015	2014	2015	2014
Foreign exchange contracts	$0.9	$0.5	$1.2	$(2.2)
Interest rate swap	(0.1)	—	(0.1)	—
Total	$0.8	$0.5	$1.1	$(2.2)

(Loss) Gain Reclassified from AOCI into Income (Effective):	Three Months Ended June 30,		Six Months Ended June 30,	
Account	2015	2014	2015	2014
Cost of goods sold	$3.9	$0.6	$6.3	$2.1
Other income (expense) – net	1.1	0.3	(5.3)	2.5
Total	$5.0	$0.9	$1.0	$4.6

Gain (Loss) Recognized in Income on Derivatives (Ineffective):	Three Months Ended June 30,		Six Months Ended June 30,	
Account	2015	2014	2015	2014
Other income (expense) – net	$(2.0)	$(0.7)	$4.9	$(2.8)

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	2015	2014	2015	2014
Other income (expense) – net	$(1.1)	$0.3	$(3.2)	$(1.4)

Counterparties to the Company's currency exchange forward contracts and interest rate swap agreements 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,	
	2015	2014	2015	2014
Balance at beginning of period	$(0.4)	$—	$(0.7)	$2.7
Additional gains (losses) – net	5.8	0.9	3.0	0.4
Amounts reclassified to earnings	(5.0)	(0.4)	(1.9)	(2.6)
Balance at end of period	$0.4	$0.5	$0.4	$0.5

Within the unrealized net gains (losses) included in AOCI as of June 30, 2015, it is estimated that $0.2 million of losses are expected to be reclassified into earnings in the next twelve months.

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.

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During the third quarter of 2014, the Company established a restructuring program in the MHPS segment to close one of its manufacturing facilities in Germany and relocate production. The expected benefits of this move are concentration of certain production processes in a single location enabling the segment to realize synergies and optimize its expense structure. The program is expected to cost $10.7 million, result in the reduction of 84 team members at that location and be completed in 2015.

During the fourth quarter of 2014, the Company established a restructuring program in the MHPS segment primarily focused on operations in Germany. The program included the consolidation of several material handling sales and service locations, and realignment of the management structure for port solutions. The program is expected to cost $24.1 million, result in the reduction of 115 team members and is expected to be completed in 2016, except for certain payments mandated by governmental agencies.

The following table provides information for all restructuring activities by segment of the amount of expense incurred during the six months ended June 30, 2015, the cumulative amount of expenses incurred since inception of the programs through June 30, 2015 and the total amount expected to be incurred (in millions):

	Amount incurred during the six months ended June 30, 2015	Cumulative amount incurred through June 30, 2015	Total amount expected to be incurred
MHPS	(0.7)	34.8	34.8
Total	$(0.7)	$34.8	$34.8

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, 2015, the cumulative amount of expenses incurred since inception of the programs and the total amount expected to be incurred (in millions):

	Employee Termination Costs	Asset Disposal and Other Costs	Total
Amount incurred in the six months ended June 30, 2015	$(0.7)	$—	$(0.7)
Cumulative amount incurred through June 30, 2015	$31.1	$3.7	$34.8
Total amount expected to be incurred	$31.1	$3.7	$34.8

The following table provides a roll forward of the restructuring reserve by type of restructuring activity for the six months ended June 30, 2015 (in millions):

	Employee Termination Costs	Asset Disposal and Other Costs	Total
Restructuring reserve at December 31, 2014	$40.1	$—	$40.1
Restructuring charges	(0.7)	—	(0.7)
Cash expenditures	(2.1)	—	(2.1)
Foreign exchange	(3.2)	—	(3.2)
Restructuring reserve at June 30, 2015	$34.1	$—	$34.1

NOTE K – LONG-TERM OBLIGATIONS

2014 Credit Agreement

On August 13, 2014 the Company entered into a new credit agreement (the “2014 Credit Agreement”), with the lenders party thereto and Credit Suisse AG, as administrative agent and collateral agent. In connection with the 2014 Credit

Agreement, the Company terminated its existing amended and restated credit agreement, dated as of August 5, 2011, as amended (the "2011 Credit Agreement"), among the Company and certain of its subsidiaries, the lenders thereunder and Credit Suisse AG, as administrative agent and collateral agent, and related agreements and documents.

The 2014 Credit Agreement provides the Company with a senior secured revolving line of credit of up to $600 million that is available through August 13, 2019, a $230.0 million senior secured term loan and a €200.0 million senior secured term loan, which both mature on August 13, 2021. The 2014 Credit Agreement allows unlimited incremental commitments, which may be extended at the option of the existing or new 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 senior secured debt financial ratio contained in the 2014 Credit Agreement.

The 2014 Credit Agreement requires the Company to comply with a number of covenants. The covenants limit, in certain circumstances, the Company's ability to take a variety of actions, including but not limited to: 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. If the Company's borrowings under its revolving line of credit are greater than 30% of the total revolving credit commitments, the 2014 Credit Agreement requires the Company to comply with certain financial tests, as defined in the 2014 Credit Agreement. If applicable, the minimum required levels of the interest coverage ratio would be 2.5 to 1.0 and the maximum permitted levels of the senior secured leverage ratio would be 2.75 to 1.0. The 2014 Credit Agreement also contains customary default provisions. The 2014 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 its corporate existence in good standing, maintaining insurance, and providing its bank lending group with financial information on a timely basis.

On May 29, 2015, the Company entered into an Incremental Assumption Agreement and Amendment No. 1 to the 2014 Credit Agreement which lowered the interest rate on the Company's €200.0 million Euro denominated term loan from Euro Interbank Offered Rate ("EURIBOR") plus 3.25% with a 0.75% EURIBOR floor to EURIBOR plus 2.75% with a 0.75% EURIBOR floor.

As of June 30, 2015 and December 31, 2014, the Company had $447.0 million and $467.9 million, respectively, in U.S. dollar and Euro denominated term loans outstanding under the 2014 Credit Agreement. The weighted average interest rate on the term loans at June 30, 2015 and December 31, 2014 was 3.50% and 3.76%, respectively. The Company had $114.8 million in U.S. dollar denominated revolving credit amounts outstanding as of June 30, 2015. The Company had no outstanding U.S. dollar and Euro denominated revolving credit amounts at December 31, 2014. The weighted average interest rate on the revolving credit amounts at June 30, 2015 was 2.63%.

The 2014 Credit Agreement incorporates facilities for issuance of letters of credit up to $400 million. Letters of credit issued under the 2014 Credit Agreement letter of credit facility decrease availability under the $600 million revolving line of credit. As of June 30, 2015 and December 31, 2014 the Company had no letters of credit issued under the 2014 Credit Agreement. The 2014 Credit Agreement also permits the Company to have additional letter of credit facilities up to $300 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 2014 Credit Agreement that totaled $25.0 million and $30.4 million as of June 30, 2015 and December 31, 2014, 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 2014 Credit Agreement. The Company had letters of credit issued under these additional arrangements of $218.8 million and $261.5 million as of June 30, 2015 and December 31, 2014, respectively.

In total, as of June 30, 2015 and December 31, 2014, the Company had letters of credit outstanding of $243.8 million and $291.9 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 2014 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 2014 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. 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. At issuance, the Company was required to separately account for the liability and equity components of the 4% Convertible Notes in a manner that reflected 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 represented a discount to the debt and was amortized into interest expense using the effective interest method through settlement. 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 $128.8 million at settlement on June 1, 2015. The Company recognized interest expense of $5.7 million on the 4% Convertible Notes for the six months ended June 30, 2015. Interest expense on the 4% Convertible Notes throughout its term included 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.

On June 1, 2015 the Company paid cash of $131.1 million (including accrued interest of $2.3 million) and issued 3.4 million shares of its $.01 par value common stock to settle the 4% Convertible Notes.

2015 Securitization Facility

On May 28, 2015, the Company, through certain of its subsidiaries, entered into a Loan and Security Agreement (the "Securitization Facility") with lenders party thereto. The borrower under the Securitization Facility is a bankruptcy remote subsidiary of the Company (the "Borrower").

Under the Securitization Facility, the Borrower may, from time to time, request the conduit lender thereunder to make loans to the Borrower. Such loans will be secured by and payable from collateral of the Borrower (primarily equipment loans and leases to Terex customers originated by TFS and transferred to the Borrower). Any such loan may be made by the conduit lender in its sole discretion and if not made by the conduit lender, shall be made by the committed lender under the Securitization Facility. The facility limit for such loans is $350 million. The scheduled termination date for the Securitization Facility is May 28, 2017, but it may be extended by agreement of the parties per the terms of the loan agreement. The Securitization Facility also contains customary representations, warranties and covenants.

As of June 30, 2015, the Company had $146.2 million in loans outstanding under the Securitization Facility. The weighted average interest rate on the Securitization Facility at June 30, 2015 was 1.25%. The Company is party to certain derivative interest rate swap agreements entered into to hedge its exposure to variable interest rates related to the Securitization Facility. The effective interest rate on the Securitization Facility when combined with the interest rate swap agreements is 2.20%. For further information on the interest rate swap agreements see Note I – “Derivative Financial Instruments.”

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, 2015, as follows (in millions, except for quotes):

	Book Value	Quote	FV
6% Notes	$850.0	$1.00000	$850
6-1/2% Notes	$300.0	$1.04250	$313
2014 Credit Agreement Term Loan (net of discount) – USD	$226.6	$1.00000	$227
2014 Credit Agreement Term Loan (net of discount) – EUR	$220.4	$0.99250	$219

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, including amounts outstanding for the revolving credit line under the 2014 Credit Agreement, 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,					
	2015			2014			2015			2014		
	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	$0.3	$ 1.6	$—	$0.2	$ 1.1	$—	$0.6	$ 3.2	$—	$0.4	$ 2.5	$—
Interest cost	1.8	3.2	—	1.8	4.1	—	3.6	6.4	0.1	3.6	9.1	0.1
Expected return on plan assets	(2.4)	(1.9)	—	(2.4)	(1.6)	—	(4.9)	(3.9)	—	(4.6)	(3.9)	—
Amortization of prior service cost	—	—	—	0.1	—	—	—	—	—	0.1	—	—
Amortization of actuarial loss	0.9	1.9	—	0.8	0.8	—	1.9	3.8	—	1.5	1.6	—
Net periodic cost	$0.6	$ 4.8	$—	$0.5	$ 4.4	$—	$1.2	$ 9.5	$0.1	$1.0	$ 9.3	$0.1

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 records 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. The Company believes that the outcome of such matters, individually and in the aggregate, will not have a material adverse effect on its financial statements as a whole. 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, the Company has filed motions to dismiss the ERISA lawsuit and the securities lawsuit. While these motions are currently pending before the court, an agreement in principle has been reached to settle the ERISA lawsuit for $2.5 million which will be funded primarily by insurance. The proceeds of the settlement (after deduction of legal fees) will be distributed to putative class participants. 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 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, 2015 and December 31, 2014, the Company's maximum exposure to such credit guarantees was $40.9 million and $42.6 million, respectively, including total guarantees issued by Terex Cranes Germany GmbH, part of the Cranes segment, of $23.3 million and $23.4 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.

Buyback Guarantees

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, 2015 and December 31, 2014, the Company's maximum exposure pursuant to buyback guarantees was $18.7 million and $24.3 million, respectively, including total guarantees issued by entities in the MHPS segment of $15.1 million and $20.1 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 as of June 30, 2015 and December 31, 2014, 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,	
	2015	2014	2015	2014
Net income (loss)	$85.9	$140.4	$87.5	$174.3
Other comprehensive income (loss), net of tax:				
Cumulative translation adjustment (CTA), net of (provision for) benefit from taxes of $2.4, $1.3 and $9.2 and $1.8, respectively	85.4	23.5	(126.2)	41.7
Derivative hedging adjustment, net of (provision for) benefit from taxes of $(0.2), $0.2, $0.0 and $1.0, respectively	0.8	0.5	1.1	(2.2)
Debt and equity securities adjustment, net of (provision for) benefit from taxes of $0.1, $0.0, $0.1 and $0.0, respectively	(2.3)	—	(5.4)	—
Pension liability adjustment:				
Amortization of actuarial (gain) loss, net of provision for (benefit from) taxes of $(0.4), $(0.5), $(0.8) and $(1.0), respectively	2.4	1.2	4.9	2.2
Foreign exchange and other effects, net of (provision for) benefit from taxes of $1.1, $(1.4), $(1.3) and $(1.4), respectively	(5.4)	(0.4)	6.7	(0.6)
Total pension liability adjustment	(3.0)	0.8	11.6	1.6
Other comprehensive income (loss)	80.9	24.8	(118.9)	41.1
Comprehensive income (loss)	166.8	165.2	(31.4)	215.4
Comprehensive loss (income) attributable to noncontrolling interest	(1.1)	(0.4)	(1.7)	0.9
Comprehensive income (loss) attributable to Terex Corporation	$165.7	$164.8	$(33.1)	$216.3

Changes in Accumulated Other Comprehensive Income

The table below presents changes in AOCI by component for the three and six months ended June 30, 2015 and 2014. All amounts are net of tax (in millions).

	Three months ended June 30, 2015					Three months ended June 30, 2014				
	CTA	Deriv. Hedging Adj.	Debt & Equity Securities Adj.	Pension Liability Adj.	Total	CTA	Deriv. Hedging Adj.	Debt & Equity Securities Adj.	Pension Liability Adj.	Total
Beginning balance	$(457.1)	$(0.4)	$(1.5)	$(170.6)	$(629.6)	$10.3	$—	$—	$(110.5)	$(100.2)
Other comprehensive income before reclassifications	85.4	5.8	(2.3)	(5.4)	83.5	19.5	0.9	—	(0.4)	20.0
Amounts reclassified from AOCI	—	(5.0)	—	2.4	(2.6)	4.0	(0.4)	—	1.2	4.8
Net other comprehensive Income (Loss)	85.4	0.8	(2.3)	(3.0)	80.9	23.5	0.5	—	0.8	24.8
Ending balance	$(371.7)	$0.4	$(3.8)	$(173.6)	$(548.7)	$33.8	$0.5	$—	$(109.7)	$(75.4)

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	Six months ended June 30, 2015					Six months ended June 30, 2014				
	CTA	Deriv. Hedging Adj.	Debt & Equity Securities Adj.	Pension Liability Adj.	Total	CTA	Deriv. Hedging Adj.	Debt & Equity Securities Adj.	Pension Liability Adj.	Total
Beginning balance	$(245.5)	$(0.7)	$ 1.6	$(185.2)	$(429.8)	$(7.9)	$2.7	$ —	$(111.3)	$(116.5)
Other comprehensive income before reclassifications	(126.2)	3.0	(5.4)	6.7	(121.9)	37.7	0.4	—	(0.6)	37.5
Amounts reclassified from AOCI	—	(1.9)	—	4.9	3.0	4.0	(2.6)	—	2.2	3.6
Net Other Comprehensive Income (Loss)	(126.2)	1.1	(5.4)	11.6	(118.9)	41.7	(2.2)	—	1.6	41.1
Ending balance	$(371.7)	$0.4	$ (3.8)	$(173.6)	$(548.7)	$33.8	$0.5	$ —	$(109.7)	$(75.4)

Stock-Based Compensation

During the six months ended June 30, 2015, the Company granted 1.4 million shares of restricted stock to its employees with a weighted average grant date fair value of $26.46 per share. Approximately 63% of these restricted stock awards vest ratably over a three year period and approximately 37% cliff vest at the end of a three year period. Approximately 11% of the shares granted are based on performance targets containing a market condition and determined over either a two or three year period. The Company used the Monte Carlo method to determine grant date fair value of $28.10 and $25.60 per share, respectively, for the three and two year awards with a market condition granted on March 5, 2015. 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 March 5, 2015		Grant date March 5, 2015	
Dividend yields	0.91	%	0.91	%
Expected volatility	45.48	%	37.00	%
Risk free interest rate	0.98	%	0.58	%
Expected life (in years)	3		2	

Share Repurchases and Dividends

In February 2015, the Company announced authorization by its Board of Directors for the repurchase of up to $200 million of the Company’s outstanding shares of common stock. During the six months ended June 30, 2015 the Company repurchased approximately 1.9 million shares for approximately $50 million under this program. In each of the first two quarters of 2015, the Company’s Board of Directors also declared a dividend of $0.06 per share, which was paid to its shareholders.

Redeemable Noncontrolling Interest

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

On June 1, 2015 the company settled the 4% Convertible Notes. During 2012, the Company 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"): CMI Terex Corporation, Fantuzzi Noell USA, Inc., Genie Holdings, Inc., Genie Industries, Inc., Genie International, Inc., Powerscreen Holdings USA Inc., Powerscreen International LLC, Powerscreen North America Inc., Powerscreen USA, LLC, 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 (LOSS)
THREE MONTHS ENDED JUNE 30, 2015
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$4.7	$ 911.8	$ 1,175.0	$(263.0)	$1,828.5
Cost of goods sold	(3.9)	(731.5)	(971.9)	263.0	(1,444.3)
Gross profit	0.8	180.3	203.1	—	384.2
Selling, general and administrative expenses	1.8	(68.4)	(169.3)	—	(235.9)
Income (loss) from operations	2.6	111.9	33.8	—	148.3
Interest income	25.6	17.2	0.1	(41.9)	1.0
Interest expense	(38.6)	(1.6)	(28.7)	41.9	(27.0)
Income (loss) from subsidiaries	106.7	0.3	1.0	(108.0)	—
Other income (expense) – net	(22.0)	4.8	14.2	—	(3.0)
Income (loss) from continuing operations before income taxes	74.3	132.6	20.4	(108.0)	119.3
(Provision for) benefit from income taxes	10.5	(39.0)	(4.5)	—	(33.0)
Income (loss) from continuing operations	84.8	93.6	15.9	(108.0)	86.3
Gain (loss) on disposition of discontinued operations – net of tax	—	—	(0.4)	—	(0.4)
Net income (loss)	84.8	93.6	15.5	(108.0)	85.9
Net loss (income) attributable to noncontrolling interest	—	—	(1.1)	—	(1.1)
Net income (loss) attributable to Terex Corporation	$84.8	$ 93.6	$ 14.4	$(108.0)	$84.8
Comprehensive income (loss), net of tax	$165.7	$ 93.9	$ 30.0	$(122.8)	$166.8
Comprehensive loss (income) attributable to noncontrolling interest	—	—	(1.1)	—	(1.1)
Comprehensive income (loss) attributable to Terex Corporation	$165.7	$ 93.9	$ 28.9	$(122.8)	$165.7

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)
SIX MONTHS ENDED JUNE 30, 2015
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net sales	$5.5	$ 1,644.5	$ 2,154.7	$(480.6)	$3,324.1
Cost of goods sold	(4.1)	(1,356.5)	(1,783.3)	480.6	(2,663.3)
Gross profit	1.4	288.0	371.4	—	660.8
Selling, general and administrative expenses	13.9	(139.8)	(342.4)	—	(468.3)
Income (loss) from operations	15.3	148.2	29.0	—	192.5
Interest income	52.7	34.2	1.1	(86.0)	2.0
Interest expense	(78.6)	(2.6)	(60.0)	86.0	(55.2)
Income (loss) from subsidiaries	118.2	(0.8)	0.6	(118.0)	—
Other income (expense) – net	(38.1)	(3.8)	32.0	—	(9.9)
Income (loss) from continuing operations before income taxes	69.5	175.2	2.7	(118.0)	129.4
(Provision for) benefit from income taxes	16.3	(47.7)	(13.2)	—	(44.6)
Income (loss) from continuing operations	85.8	127.5	(10.5)	(118.0)	84.8
Gain (loss) on disposition of discontinued operations – net of tax	—	—	2.7	—	2.7
Net income (loss)	85.8	127.5	(7.8)	(118.0)	87.5
Net loss (income) attributable to noncontrolling interest	—	—	(1.7)	—	(1.7)
Net income (loss) attributable to Terex Corporation	$85.8	$ 127.5	$ (9.5)	$(118.0)	$85.8
Comprehensive income (loss), net of tax	$(33.1)	$ 127.6	$ (131.0)	$5.1	$(31.4)
Comprehensive loss (income) attributable to noncontrolling interest	—	—	(1.7)	—	(1.7)
Comprehensive income (loss) attributable to Terex Corporation	$(33.1)	$ 127.6	$ (132.7)	$5.1	$(33.1)

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF COMPREHENSIVE INCOME (LOSS)
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 (LOSS)
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 (income) 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 BALANCE SHEET
JUNE 30, 2015
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Assets					
Current assets					
Cash and cash equivalents	$6.1	$ 4.0	$ 322.6	$—	$332.7
Trade receivables – net	9.8	422.5	820.2	—	1,252.5
Intercompany receivables	78.7	122.5	86.1	(287.3)	—
Inventories	0.2	501.1	1,062.9	—	1,564.2
Prepaid assets	64.1	40.3	155.7	—	260.1
Other current assets	51.7	—	23.1	—	74.8
Total current assets	210.6	1,090.4	2,470.6	(287.3)	3,484.3
Property, plant and equipment – net	62.9	130.8	486.9	—	680.6
Goodwill	—	181.6	892.1	—	1,073.7
Non-current intercompany receivables	1,399.5	2,312.1	0.8	(3,712.4)	—
Investment in and advances to (from) subsidiaries	3,856.1	196.6	191.7	(4,138.7)	105.7
Other assets	39.1	87.1	536.4	—	662.6
Total assets	$5,568.2	$ 3,998.6	$ 4,578.5	$(8,138.4)	$6,006.9
Liabilities and Stockholders' Equity					
Current liabilities					
Notes payable and current portion of long-term debt	$—	$ 1.3	$ 71.3	$—	$72.6
Trade accounts payable	13.4	306.7	494.3	—	814.4
Intercompany payables	2.9	85.3	199.1	(287.3)	—
Accruals and other current liabilities	63.8	138.9	580.5	—	783.2
Total current liabilities	80.1	532.2	1,345.2	(287.3)	1,670.2
Long-term debt, less current portion	1,264.9	2.5	566.6	—	1,834.0
Non-current intercompany payables	2,248.4	22.4	1,441.6	(3,712.4)	—
Retirement plans and other non-current liabilities	59.8	27.3	466.0	—	553.1
Total stockholders' equity	1,915.0	3,414.2	759.1	(4,138.7)	1,949.6
Total liabilities and stockholders' equity	$5,568.2	$ 3,998.6	$ 4,578.5	$(8,138.4)	$6,006.9

TEREX CORPORATION
CONDENSED CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2014
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Assets					
Current assets					
Cash and cash equivalents	$99.0	$ 1.9	$ 377.3	$—	$478.2
Trade receivables – net	7.7	307.4	771.3	—	1,086.4
Intercompany receivables	55.3	85.9	136.3	(277.5)	—
Inventories	—	374.5	1,086.4	—	1,460.9
Prepaid assets	100.8	32.9	114.3	—	248.0
Other current assets	65.7	0.1	16.9	—	82.7
Total current assets	328.5	802.7	2,502.5	(277.5)	3,356.2
Property, plant and equipment – net	65.4	117.0	507.9	—	690.3
Goodwill	—	170.1	960.9	—	1,131.0
Non-current intercompany receivables	1,501.4	2,059.9	41.9	(3,603.2)	—
Investment in and advances to (from) subsidiaries	3,564.2	199.3	152.0	(3,809.2)	106.3
Other assets	43.8	142.7	457.7	—	644.2
Total assets	$5,503.3	$ 3,491.7	$ 4,622.9	$(7,689.9)	$5,928.0
Liabilities and Stockholders' Equity					
Current liabilities					
Notes payable and current portion of long-term debt	$125.0	$ 2.0	$ 25.5	$—	$152.5
Trade accounts payable	18.0	212.6	505.5	—	736.1
Intercompany payables	19.8	117.8	139.9	(277.5)	—
Accruals and other current liabilities	74.6	118.1	561.8	—	754.5
Total current liabilities	237.4	450.5	1,232.7	(277.5)	1,643.1
Long-term debt, less current portion	1,150.0	7.6	478.7	—	1,636.3
Non-current intercompany payables	2,047.1	41.8	1,514.3	(3,603.2)	—
Retirement plans and other non-current liabilities	62.9	27.2	519.4	—	609.5
Total stockholders' equity	2,005.9	2,964.6	877.8	(3,809.2)	2,039.1
Total liabilities and stockholders' equity	$5,503.3	$ 3,491.7	$ 4,622.9	$(7,689.9)	$5,928.0

TEREX CORPORATION
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
SIX MONTHS ENDED JUNE 30, 2015
(in millions)

	Terex Corporation	Wholly-owned Guarantors	Non-guarantor Subsidiaries	Intercompany Eliminations	Consolidated
Net cash provided by (used in) operating activities	$(393.2)	$ 315.3	$ 133.4	$(140.3)	$(84.8)
Cash flows from investing activities					
Capital expenditures	(0.4)	(20.5)	(27.8)	—	(48.7)
Proceeds from disposition of discontinued operations	(2.5)	—	3.2	—	0.7
Acquisition of businesses, net of cash acquired	—	(48.3)	(11.5)	—	(59.8)
Intercompany investing activities (1)	380.8	—	(141.3)	(239.5)	—
Other investing activities, net	(1.0)	—	7.5	(5.9)	0.6
Net cash provided by (used in) investing activities	376.9	(68.8)	(169.9)	(245.4)	(107.2)
Cash flows from financing activities					
Repayments of debt	(682.3)	(5.9)	(14.7)	—	(702.9)
Proceeds from issuance of debt	668.2	—	167.5	—	835.7
Share repurchases	(50.3)	—	—	—	(50.3)
Dividends paid	(12.8)	—	—	—	(12.8)
Intercompany financing activities (1)	—	(238.5)	(147.2)	385.7	—
Other financing activities, net	0.6	—	(1.7)	—	(1.1)
Net cash provided by (used in) financing activities	(76.6)	(244.4)	3.9	385.7	68.6
Effect of exchange rate changes on cash and cash equivalents	—	—	(22.1)	—	(22.1)
Net increase (decrease) in cash and cash equivalents	(92.9)	2.1	(54.7)	—	(145.5)
Cash and cash equivalents at beginning of period	99.0	1.9	377.3	—	478.2
Cash and cash equivalents at end of period	$6.1	$ 4.0	$ 322.6	$—	$332.7

(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, 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)
Acquisition of businesses, net of cash acquired	—	—	(7.4)	—	(7.4)
Proceeds from disposition of discontinued operations	31.3	—	130.9	—	162.2
Intercompany investing activities (1)	211.1	—	—	(211.1)	—
Other investing activities, net	—	2.1	0.5	—	2.6
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.

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"). Please refer to Note B – "Business Segment Information" in the accompanying Condensed Consolidated Financial Statements for a description of our segments.

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, as well as the net sales, gross profit, 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. We define free cash flow as Net cash provided by (used in) operating activities, plus (minus) increases (decreases) in Terex Financial Services ("TFS") finance receivable assets, plus (minus) decreases (increases) in cash balances held for settlement on securitized assets, less Capital expenditures. The definition reflects our entry into a securitization facility in the second quarter of 2015. We believe that the measure of free cash flow provides management and investors further information on cash generation or use in our primary operations.

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

Our performance in the second quarter of 2015 was generally in-line with our expectations for most of our businesses. Net sales were down approximately 2% on a currency neutral basis. As expected, the margins of our AWP and MP segments returned to double digits in the second quarter, both with strong sequential incremental margins. This highlights some of the early successes our internal initiatives are having on our results. Performance across our remaining businesses was also generally consistent with our expectations. However, our profitability declined, largely due to lower net sales as the overall environment continues to be challenging.

Our AWP segment had a strong second quarter as manufacturing efficiency issues of the previous quarters have now generally been resolved. We are seeing pricing pressure in the market place, but to date that has been mostly offset by reductions in material pricing. We continue to expect strong margins throughout the remainder of the year and are encouraged by AWP's backlog which is 4% higher than the prior year level. However, from a net sales perspective, current uncertainties in the marketplace cause us to be a little more cautious with our expectations for the fourth quarter of 2015.

Our Construction segment had a small operating profit in the second quarter, with pressure on operating results continuing to come from the German and Indian compact construction and material scrap handling businesses. Net sales in this segment declined year-over-year due to divestiture of our majority interest in the compact track loader business and the negative impact of foreign exchange rates, partially offset by higher demand for our concrete mixer trucks. Strength in our North American concrete truck business and dumper business is expected to be offset by weakness in our German and Indian compact construction businesses throughout the remainder of 2015.

Our Cranes segment performed generally as expected for the second quarter, with higher net sales of utility products in North America more than offset by the negative impact of foreign currency exchange rate changes and continued softness for our rough terrain and Australian crane businesses. Geographic and product mix negatively impacted operating margins for the Cranes segment in the second quarter. Although we expect our Utilities business to continue to perform well in the second half of the year, the overall market for Cranes products remains challenging and we are not anticipating any near term improvements.

Our MHPS segment had a small operating profit in the second quarter, which was slightly below our expectations. The negative impact of foreign exchange rates and the decrease in port automation sales were the primary drivers of the decline in net sales. However, we are encouraged by an improved mobile harbor crane order book and that our new products appear to be gaining traction in the market. Similar to last year, we expect the segment's operating margin to improve in the second half of the year.

Our MP segment had a good second quarter, with improved operating margins despite lower net sales. We have been investing in expanding our environmental equipment and washing systems businesses and believe these will strengthen this segment going forward. The investment in these new product categories has helped offset some of the weakness in the commodity driven markets such as Australia, Russia and South Africa. We expect this segment to continue to have strong profitability throughout the remainder of the year.

Geographically, sales in the North American market, which is our largest market, declined approximately 8% from a year ago. Most of the other global markets were down on a reported basis, however, Western Europe, Asia and Latin America were up when the impact of currency is removed.

We continued to work to improve our capital structure in the second quarter. We settled our 4% Convertible Senior Subordinated Notes in the quarter without incurring additional borrowings under our revolving credit facility. We re-priced our European term loan and entered into a securitization facility in the quarter with significantly lower interest rates than our other long-term debt agreements. We also generated approximately $76 million in free cash flow in the second quarter and although we generated negative free cash flow of $19 million in the first half of 2015, we continue to expect to generate between $200 million and $250 million in free cash flow for the full year 2015. See "Liquidity and Capital Resources" for a detailed description of liquidity and working capital levels, including the primary factors affecting such levels.

Overall, although we had a solid second quarter performance, given where we are in the year and the challenging environment we are operating in, we now believe we will be in the low end of our previously announced earnings and

revenue guidance for the full year 2015. As a result, our 2015 guidance for earnings per share is now between $1.90 and $2.10 (excluding restructuring and unusual items) on net sales of between $6.1 billion and $6.4 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. 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' adjusted 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, 2015 was 9.9%.

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 '15	Mar '15	Dec '14	Sep '14	Jun '14
Provision for (benefit from) income taxes	$33.0	$11.6	$(41.5)	$27.7	
Divided by: Income (loss) before income taxes	119.3	10.1	39.4	86.4	
Effective tax rate	27.7%	114.9%	(105.3)%	32.1%	
Income (loss) from operations as adjusted	$147.2	$46.5	$72.3	$119.7	
Multiplied by: 1 minus Effective tax rate	72.3%	(14.9)%	205.3%	67.9%	
Adjusted net operating income (loss) after tax	$106.4	$(6.9)	$148.4	$81.3	
Debt (as defined above)	$1,906.6	$1,872.9	$1,788.8	$1,851.9	$1,922.5
Less: Cash and cash equivalents	(332.7)	(351.3)	(478.2)	(344.5)	(364.3)
Debt less Cash and cash equivalents	1,573.9	1,521.6	1,310.6	1,507.4	1,558.2
Total Terex Corporation stockholders' equity as adjusted	1,630.8	1,543.3	1,843.2	2,010.5	2,138.5
Debt less Cash and cash equivalents plus Total Terex Corporation stockholders' equity as adjusted	$3,204.7	$3,064.9	$3,153.8	$3,517.9	$3,696.7

June 30, 2015 ROIC	9.9	%
NOPAT as adjusted (last 4 quarters)	$329.2	
Average Debt less Cash and cash equivalents plus Total Terex Corporation stockholders' equity as adjusted (5 quarters)	$3,327.6	

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	Three months ended 6/30/15	Three months ended 3/31/15	Three months ended 12/31/14	Three months ended 9/30/14	
Reconciliation of income (loss) from operations:					
Income (loss) from operations as reported	$148.3	$44.2	$70.4	$116.8	
(Income) loss from operations for TFS	(1.1)	2.3	1.9	2.9	
Income (loss) from operations as adjusted	$147.2	$46.5	$72.3	$119.7	
Reconciliation of Terex Corporation stockholders' equity:	As of 6/30/15	As of 3/31/15	As of 12/31/14	As of 9/30/14	As of 6/30/14
Terex Corporation stockholders' equity as reported	$1,915.0	$1,747.8	$2,005.9	$2,217.7	$2,331.6
TFS Assets	(284.2)	(204.5)	(162.7)	(207.2)	(193.1)
Terex Corporation stockholders' equity as adjusted	$1,630.8	$1,543.3	$1,843.2	$2,010.5	$2,138.5

RESULTS OF OPERATIONS

Three Months Ended June 30, 2015 Compared with Three Months Ended June 30, 2014

Consolidated

	Three Months Ended June 30,						
	2015			2014			
		% of Sales			% of Sales		% Change In Reported Amounts
	($ amounts in millions)						
Net sales	$1,828.5	—		$2,055.1	—		(11.0)%
Gross profit	$384.2	21.0	%	$423.8	20.6	%	(9.3)%
SG&A	$235.9	12.9	%	$262.9	12.8	%	(10.3)%
Income from operations	$148.3	8.1	%	$160.9	7.8	%	(7.8)%

Net sales for the three months ended June 30, 2015 decreased $226.6 million when compared to the same period in 2014. The decline in net sales was primarily due to lower net sales in all our segments, particularly MHPS from less port automation equipment deliveries. Changes in foreign exchange rates negatively impacted net sales in all segments. This was partially offset by improvements in certain product lines or regions, particularly in our AWP, Cranes and MHPS segments.

Gross profit for the three months ended June 30, 2015 decreased $39.6 million when compared to the same period in 2014. The decrease was primarily due to declines in gross profit in our Cranes and MHPS segments. Changes in foreign exchange rates negatively impacted gross profit in all segments.

SG&A costs for the three months ended June 30, 2015 decreased by $27.0 million when compared to the same period in 2014. The majority of the decrease in SG&A costs was due to the positive impact of changes in foreign exchange rates, offset by increases in our AWP segment.

Income from operations for the three months ended June 30, 2015 decreased $12.6 million when compared to the same period in 2014. The decrease was primarily due to lower operating performance in our AWP and Cranes segments.

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Aerial Work Platforms

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$677.1	—		$717.9	—		(5.7	)%
Gross profit	$158.9	23.5	%	$164.2	22.9	%	(3.2	)%
SG&A	$55.0	8.1	%	$50.7	7.1	%	8.5	%
Income from operations	$103.9	15.3	%	$113.5	15.8	%	(8.5	)%

Net sales for the AWP segment for the three months ended June 30, 2015 decreased $40.8 million when compared to the same period in 2014. The negative impact of foreign exchange rate changes accounted for 65% of the decrease in net sales. Additionally, net sales decreased due to lower demand for boom products in North America due in part from delays in the launch of a new product and continuing softness in Latin America driven by the weak Brazilian economy. This was partially offset by increased net sales in Europe from robust replacement demand in Northern European countries.

Gross profit for the three months ended June 30, 2015 decreased $5.3 million when compared to the same period in 2014. Lower pricing and a mix of product sales with lower margins negatively impacted gross profit by approximately $15 million. Additionally, foreign exchange rate changes negatively impacted gross profit by approximately $3 million. However, approximately $12 million in lower material costs partially offset the decrease in gross profit.

SG&A costs for the three months ended June 30, 2015 increased $4.3 million when compared to the same period in 2014. The increase in SG&A costs was primarily due to approximately $5 million higher selling, marketing and general and administrative expenses and higher allocation of corporate costs of approximately $3 million, partially offset by the positive impact of foreign exchange rate changes of approximately $3 million.

Income from operations for the three months ended June 30, 2015 decreased $9.6 million when compared to the same period in 2014. The decrease was due to items noted above, particularly lower price and mix of product sales, higher SG&A costs, partially offset by lower material costs.

Construction

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$183.7	—		$227.2	—		(19.1	)%
Gross profit	$22.1	12.0	%	$26.5	11.7	%	(16.6	)%
SG&A	$21.4	11.6	%	$22.5	9.9	%	(4.9	)%
Income from operations	$0.7	0.4	%	$4.0	1.8	%	(82.5	)%

Net sales for the Construction segment for the three months ended June 30, 2015 decreased by $43.5 million when compared to the same period in 2014. The decrease in net sales was primarily due to the disposition of our majority interest in the compact track loader business in the fourth quarter of 2014, which had net sales in prior year period of approximately $28 million. Additionally, approximately $24 million of the change in net sales was due to negative

impact of foreign exchange rate changes. Offsetting these decreases was an increase of approximately $9 million in net sales primarily due to continued demand for concrete mixer trucks.

Gross profit for the three months ended June 30, 2015 decreased $4.4 million when compared to the same period in 2014, primarily due to the impact of the disposition noted above and negative impact of foreign exchange rate changes.

SG&A costs for the three months ended June 30, 2015 decreased $1.1 million when compared to the same period in 2014 primarily due to the impact of the disposition noted above and the positive impact of foreign exchange rate changes.

Income from operations for the three months ended June 30, 2015 decreased $3.3 million when compared to the same period in 2014. The decrease was due to items noted above, particularly the impact of the disposition noted above and the negative impact of foreign exchange rate changes.

Cranes

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$463.8	—		$503.5	—		(7.9	)%
Gross profit	$78.6	16.9	%	$89.9	17.9	%	(12.6	)%
SG&A	$56.0	12.1	%	$60.2	12.0	%	(7.0	)%
Income from operations	$22.6	4.9	%	$29.7	5.9	%	(23.9	)%

Net sales for the Cranes segment for the three months ended June 30, 2015 decreased by $39.7 million when compared to the same period in 2014. Negative impacts of foreign exchange rate changes on net sales and lower net sales for crane products in most regions were partially offset by higher net sales for utility products in North America and crane products in Asia.

Gross profit for the three months ended June 30, 2015 decreased by $11.3 million when compared to the same period in 2014 primarily due to negative impacts of foreign exchange rate changes and product mix.

SG&A costs for the three months ended June 30, 2015 decreased $4.2 million over the same period in 2014 primarily due to approximately $7 million from a positive impact of foreign exchange rate changes, partially offset by approximately $3 million of higher allocation of corporate costs.

Income from operations for the three months ended June 30, 2015 decreased $7.1 million when compared to the same period in 2014. The decrease was due to items noted above, particularly the negative impact of foreign exchange rate changes.

Material Handling & Port Solutions

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$367.2	—		$431.4	—		(14.9	)%
Gross profit	$78.5	21.4	%	$97.2	22.5	%	(19.2	)%

SG&A	$77.2	21.0	%	$94.5	21.9	%	(18.3	)%
Income from operations	$1.3	0.4	%	$2.7	0.6	%	(51.9	)%

Net sales for the MHPS segment for the three months ended June 30, 2015 decreased $64.2 million when compared to the same period in 2014. The decrease in net sales was primarily due to negative impact of approximately $65 million of foreign exchange rate changes and an approximately $22 million decrease in port automation sales. These decreases were partially offset by increased net sales of approximately $28 million of ship-to-shore cranes and sprinter/straddle carriers.

Gross profit for the three months ended June 30, 2015 decreased $18.7 million when compared to the same period in 2014. The decrease was primarily due to the negative impact of foreign exchange rate changes.

SG&A costs for the three months ended June 30, 2015 decreased $17.3 million when compared to the same period in 2014. The majority of the decrease was due to the positive impact of foreign exchange rate changes.

Income from operations for the three months ended June 30, 2015 decreased $1.4 million. The decrease was due to items noted above.

Materials Processing

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$167.8	—		$183.1	—		(8.4	)%
Gross profit	$43.5	25.9	%	$43.7	23.9	%	(0.5	)%
SG&A	$21.5	12.8	%	$20.9	11.4	%	2.9	%
Income from operations	$22.0	13.1	%	$22.8	12.5	%	(3.5	)%

Net sales for the MP segment for the three months ended June 30, 2015 decreased by $15.3 million when compared to the same period in 2014. The decrease was primarily due to the approximately $15 million negative impact of foreign exchange rate changes on net sales as well as continued softness in Australia and other regions. This was partially offset by approximately $9 million higher revenue from our environmental equipment business.

Gross profit for the three months ended June 30, 2015 decreased by $0.2 million, or essentially flat when compared to the same period in 2014. The improvement in gross profit percentage was primarily due to lower warranty expense and the effects of previously initiated cost reduction measures. Offsetting these improvements was the negative impact of foreign exchange rate changes.

SG&A costs for the three months ended June 30, 2015 increased by $0.6 million, or essentially flat when compared to the same period in 2014.

Income from operations for the three months ended June 30, 2015 decreased $0.8 million.

Corporate / Eliminations

	Three Months Ended June 30,							
	2015			2014				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$(31.1	)	—	$(8.0	)	—	*	
Loss from operations	$(2.2	)	*	$(11.8	)	*	*	

*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, 2015, our interest expense net of interest income was $26.0 million, or $4.5 million lower than the same period in the prior year. This reflects the impact of lower interest rates and lower debt balances in the current year period.

Other Income (Expense) – Net

Other income (expense) – net for the three months ended June 30, 2015 was expense of $3.0 million, or $1.0 million higher expense when compared to the same period in the prior year.

Income Taxes

During the three months ended June 30, 2015, we recognized income tax expense of $33.0 million on income of $119.3 million, an effective tax rate of 27.7%, as compared to income tax expense of $40.0 million on income of $128.4 million, an effective tax rate of 31.2%, for the three months ended June 30, 2014. The lower effective tax rate for the three months ended June 30, 2015 was primarily due to geographic mix of earnings when compared to the three months ended June 30, 2014.

Income (Loss) from Discontinued Operations

Income (loss) from discontinued operations for the three months ended June 30, 2015 decreased by $0.5 million when compared to the same period in the prior year as the truck business was sold in May 2014.

Gain (Loss) on Disposition of Discontinued Operations

The gain on disposition of discontinued operations was $51.9 million lower in the current year period when compared to the prior year period primarily due to the sale of the truck business in May 2014.

Six Months Ended June 30, 2015 Compared with Six Months Ended June 30, 2014

Consolidated

	Six Months Ended June 30, 2015		2014		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$3,324.1	—	$3,709.7	—	(10.4)%
Gross profit	$660.8	19.9%	$757.2	20.4%	(12.7)%
SG&A	$468.3	14.1%	$521.3	14.1%	(10.2)%
Income from operations	$192.5	5.8%	$235.9	6.4%	(18.4)%

Net sales for the six months ended June 30, 2015 decreased $385.6 million when compared to the same period in 2014. The decline in net sales was primarily due to lower net sales in AWP, Construction and MHPS. Changes in foreign exchange rates negatively impacted net sales in all segments. This was partially offset by improvements in

certain product lines or regions, within our Cranes, MHPS and MP segments.

Gross profit for the six months ended June 30, 2015 decreased $96.4 million when compared to the same period in 2014. The decrease was primarily due to declines in gross profit in our AWP and MHPS segments. Changes in foreign exchange rates negatively impacted gross profit in all segments.

SG&A costs for the six months ended June 30, 2015 decreased by $53.0 million when compared to the same period in 2014. The majority of the decrease in SG&A costs was due to the positive impact of changes in foreign exchange rates.

Income from operations for the six months ended June 30, 2015 decreased $43.4 million when compared to the same period in 2014. The decrease was primarily due to lower operating performance in our AWP segment.

Aerial Work Platforms

	Six Months Ended June 30, 2015		2014		% Change In Reported Amounts
		% of Sales		% of Sales	
	($ amounts in millions)				
Net sales	$1,184.3	—	$1,302.8	—	(9.1)%
Gross profit	$252.0	21.3%	$297.3	22.8%	(15.2)%
SG&A	$104.8	8.8%	$101.6	7.8%	3.1%
Income from operations	$147.2	12.4%	$195.7	15.0%	(24.8)%

Net sales for the AWP segment for the six months ended June 30, 2015 decreased $118.5 million when compared to the same period in 2014. The decrease in net sales was primarily due to lower boom shipments in North America, as customers were delaying deliveries due to severe weather conditions in portions of the U.S. during the first quarter of 2015, a product launch delay, overall weakened demand in Latin America, uncertainty surrounding oil and gas markets and delayed timing of deliveries for customers in Europe, the Middle East and Africa region, which were impacted by port labor issues. Additionally, approximately 36% of the change in net sales was due to the negative impact of foreign exchange rate changes.

Gross profit for the six months ended June 30, 2015 decreased $45.3 million when compared to the same period in 2014. The decrease in gross profit from lower volume was approximately $22 million and less favorable pricing and mix of product sales in the current year period also contributed approximately $20 million to the decrease in gross profit. Lower factory utilization in the current year period negatively impacted gross profit by approximately $9 million. These decreases were partially offset by lower material costs of approximately $12 million. Additionally, approximately 15% of the change in gross profit was due to the negative impact of foreign exchange rate changes.

SG&A costs for the six months ended June 30, 2015 increased $3.2 million when compared to the same period in 2014. The increase in SG&A costs was primarily due to allocation of higher corporate costs of approximately $5 million and higher general and administrative expenses, partially offset by the positive impact of foreign exchange rate changes.

Income from operations for the six months ended June 30, 2015 decreased $48.5 million when compared to the same period in 2014. The decrease was due to items noted above, particularly lower net sales and the negative impact of foreign exchange rate changes.

Construction

	Six Months Ended June 30, 2015		2014		% Change In Reported Amounts
		% of Sales		% of Sales	
	($ amounts in millions)				
Net sales	$337.6	—	$422.9	—	(20.2)%
Gross profit	$38.7	11.5%	$45.6	10.8%	(15.1)%
SG&A	$42.5	12.6%	$46.6	11.0%	(8.8)%
Loss from operations	$(3.8)	(1.1)%	$(1.0)	(0.2)%	*

* Not meaningful as a percentage

Net sales for the Construction segment for the six months ended June 30, 2015 decreased by $85.3 million when compared to the same period in 2014. The decrease in net sales was primarily due to the disposition of our majority interest in the compact track loader business in the fourth quarter of 2014, which had net sales in prior year period of approximately $58 million. Additionally, approximately $42 million of the change in net sales was due to negative impact of foreign exchange rate changes. Partially offsetting these decreases was an increase of approximately $16 million in net sales primarily due to concrete mixer trucks.

Gross profit for the six months ended June 30, 2015 decreased $6.9 million when compared to the same period in 2014, primarily due to impact of the disposition noted above and negative impact of foreign exchange rate changes. Offsetting these decreases was an increase of approximately $3 million due to increased sales noted above.

SG&A costs for the six months ended June 30, 2015 decreased $4.1 million when compared to the same period in 2014, primarily due to impact of the disposition noted above and positive impact of foreign exchange rate changes.

Loss from operations for the six months ended June 30, 2015 increased $2.8 million, compared to the same period in 2014. The increase was due to items noted above, particularly the impacts of the disposition noted above and foreign exchange rate changes.

Cranes

	Six Months Ended June 30, 2015		2014		% Change In Reported Amounts
		% of Sales		% of Sales	
	($ amounts in millions)				
Net sales	$850.7	—	$897.1	—	(5.2)%
Gross profit	$140.1	16.5%	$149.9	16.7%	(6.5)%
SG&A	$113.9	13.4%	$120.4	13.4%	(5.4)%
Income from operations	$26.2	3.1%	$29.5	3.3%	(11.2)%

Net sales for the Cranes segment for the six months ended June 30, 2015 decreased by $46.4 million when compared to the same period in 2014. Negative impacts of foreign exchange rate changes on net sales and lower net sales for crane products in most other regions were partially offset by higher net sales for utility products in North America and crane products in Asia and the Middle East.

Gross profit for the six months ended June 30, 2015 decreased by $9.8 million when compared to the same period in 2014. Improvements in inventory and warranty expense and absorption of fixed costs of approximately $11 million, were offset by negative impacts of foreign exchange rate changes and transactional foreign exchange losses of approximately $21 million.

SG&A costs for the six months ended June 30, 2015 decreased $6.5 million over the same period in 2014 primarily due to positive impact of foreign exchange rate changes of approximately $12 million, partially offset by allocation of higher corporate costs of approximately $4 million and higher general and administrative spending of approximately $2 million.

Income from operations for the six months ended June 30, 2015 decreased $3.3 million when compared to the same period in 2014. The decrease was due to items noted above, particularly the negative impact of foreign exchange rate changes and transactional foreign exchange losses.

Material Handling & Port Solutions

	Six Months Ended June 30, 2015		2014		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$689.1	—	$799.6	—	(13.8)%
Gross profit	$150.9	21.9%	$181.8	22.7%	(17.0)%
SG&A	$153.9	22.3%	$185.4	23.2%	(17.0)%
Loss from operations	$(3.0)	(0.4)%	$(3.6)	(0.5)%	*

Net sales for the MHPS segment for the six months ended June 30, 2015 decreased $110.5 million when compared to the same period in 2014. The decrease in net sales was primarily due to approximately $116 million negative impact of foreign exchange rate changes on net sales, an approximately $34 million decrease in port automation sales and approximately $17 million decrease in material handling net sales related to a business disposed of in 2014. These decreases were partially offset by increased net sales of approximately $57 million of ship-to-shore cranes and straddle/sprinter carriers. Western Europe net sales decreased primarily due to the lower port automation sales noted above.

Gross profit for the six months ended June 30, 2015 decreased $30.9 million when compared to the same period in 2014. The decrease was primarily due to the negative impact of foreign exchange rate changes.

SG&A costs for the six months ended June 30, 2015 decreased $31.5 million when compared to the same period in 2014. The majority of the decrease was due to the positive impact of foreign exchange rate changes.

Loss from operations for the six months ended June 30, 2015 decreased $0.6 million, or essentially flat when compared to the same period in 2014.

Materials Processing

	Six Months Ended June 30, 2015		2014		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$313.5	—	$333.1	—	(5.9)%
Gross profit	$76.3	24.3%	$75.9	22.8%	0.5%
SG&A	$43.6	13.9%	$42.2	12.7%	3.3%
Income from operations	$32.7	10.4%	$33.7	10.1%	(3.0)%

Net sales for the MP segment for the six months ended June 30, 2015 decreased by $19.6 million when compared to the same period in 2014. The decrease was primarily due to the approximately $23 million negative impact of foreign exchange rate changes on net sales. Additionally, we experienced continued softness in Australia and Russia. These were partially offset by approximately $9 million higher revenue from our environmental equipment business.

Gross profit for the six months ended June 30, 2015 increased by $0.4 million. The improvement in gross profit percentage was primarily due to lower warranty expense and the effects of previously initiated cost reduction measures. Offsetting these improvements was the negative impact of foreign exchange rate changes.

SG&A costs for the six months ended June 30, 2015 increased by $1.4 million. The increase was due to expenses associated with our environmental equipment business and higher allocation of corporate costs, partially offset by the positive impact of foreign exchange rate changes when compared to the same period in 2014.

Income from operations for the six months ended June 30, 2015 decreased $1.0 million. The decrease was due to items noted above, particularly higher SG&A costs when compared to the same period in 2014.

Corporate / Eliminations

	Six Months Ended June 30, 2015		2014		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$(51.1)	—	$(45.8)	—	*
Loss from operations	$(6.8)	*	$(18.4)	*	*

* 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, 2015, our interest expense net of interest income was $53.2 million, or $6.4 million lower than the same period in the prior year. This reflects the impact of lower interest rates and lower debt balances in the current year period.

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Other Income (Expense) – Net

Other income (expense) – net for the six months ended June 30, 2015 was an expense of $9.9 million, or $5.0 million higher expense when compared to the same period in the prior year primarily due to higher foreign exchange losses in the current year period.

Income Taxes

During the six months ended June 30, 2015, we recognized income tax expense of $44.6 million on income of $129.4 million, an effective tax rate of 34.5%, as compared to income tax expense of $51.5 million on income of $171.4 million, an effective tax rate of 30.0%, for the six months ended June 30, 2014. The higher effective tax rate for the six June 30, 2015 was primarily due to increased losses not benefitted combined with lower profit before tax when compared to the six months ended June 30, 2014.

Income (Loss) from Discontinued Operations

Income (loss) from discontinued operations for the six months ended June 30, 2015 decreased by $1.4 million when compared to the same period in the prior year as the truck business was sold in May 2014.

Gain (Loss) on Disposition of Discontinued Operations

The gain on disposition of discontinued operations was $50.3 million lower in the current year period when compared to the prior year period primarily due to the sale of the truck business in May 2014.

LIQUIDITY AND CAPITAL RESOURCES

We continue to focus on generating cash and improving margins. Consistent with our expectations, we used cash in the first half of the year as our businesses ramp up for deliveries later in the year. We had negative free cash flow of approximately $19 million in the six months ended June 30, 2015. This was primarily due to lower net income for the current year period and cash used in working capital. We continue to expect to generate between $200 million and $250 million in free cash flow for the full year 2015.

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

	Three Months Ended 6/30/2015	Six Months Ended 6/30/2015
Net cash provided by (used in) operating activities	$25.9	$(84.8)
Plus: Increase in TFS assets	79.7	121.5
Less: Increase in cash for securitization settlement	(6.8)	(6.8)
Less: Capital expenditures	(22.5)	(48.7)
Free cash flow	$76.3	$(18.8)

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 $332.7 million at June 30, 2015. 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, 2014 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 primarily 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.

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.

During the first half of 2015, cash used in inventory was approximately $125 million as production ramped up for deliveries expected in the second half of the year. Working capital as percent of trailing three month annualized net sales was 24.7% at June 30, 2015.

The following tables show the calculation of our working capital and trailing three months annualized sales as of June 30, 2015 (in millions):

	Three Months Ended 6/30/2015
Net Sales	$1,828.5
x	4
Trailing Three Month Annualized Net Sales	$7,314.0

	As of 6/30/15
Inventories	$1,564.2
Trade Receivables	1,252.5
Less: Trade Accounts Payable	(814.4)
Less: Customer Advances	(196.4)
Total Working Capital	$1,805.9

Our credit agreement provides us with a revolving line of credit of up to $600 million. See Note K – "Long-Term Obligations," in our Condensed Consolidated Financial Statements for information concerning our credit agreement. We had $485.2 million available for borrowing under our revolving credit facilities at June 30, 2015. 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 $114.8 million of outstanding borrowings under our revolving credit facilities as well as U.S. dollar and Euro denominated term loans totaling $447.0 million under our credit agreement as of June 30, 2015.

Interest rates charged under the revolving line of credit in 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 2.75%, with a floor of 0.75% on EURIBOR. At June 30, 2015, the weighted average interest rate on these term loans was 3.50%. The weighted average interest rate on our revolving credit amounts at June 30, 2015 was 2.63%.

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 August 2019 and our term loans under our credit facility mature in August 2021. 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.

Our investment in financial services assets was approximately $284 million, net at June 30, 2015. 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.

On May 28, 2015, we entered into a securitization facility with capacity up to $350 million secured by equipment loans and leases to our customers originated by TFS. This is part of our effort to leverage our investment in financial services assets for reductions in borrowing costs. As of June 30, 2015, the Company had $146.2 million in loans outstanding under this facility. See Note K – "Long-Term Obligations," in our Condensed Consolidated Financial Statements for information concerning this securitization facility.

On June 1, 2015 we paid cash of $131.1 million (including accrued interest of $2.3 million) and issued approximately 3.4 million shares of $.01 par value common stock to settle the 4% Convertible Notes. See Note K – "Long-Term Obligations," in our Condensed Consolidated Financial Statements for information concerning the 4% Convertible Notes.

In February 2015, we announced authorization by our Board of Directors for the repurchase of up to $200 million of our outstanding shares of common stock. During the six months ended June 30, 2015 we repurchased approximately 1.9 million shares for approximately $50 million under this program. In each of the first and second quarter of 2015, our Board of Directors also declared a dividend of $0.06 per share, which was paid to our shareholders. It is our intention to pay four quarterly dividends of $0.06 per share, for an aggregate of $0.24 per share, for the calendar year of 2015. However, future declarations of quarterly dividends 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.

Cash Flows

Cash used in operations for the six months ended June 30, 2015 totaled $84.8 million, compared to cash provided by operations of $24.5 million for the six months ended June 30, 2014. The change in cash from operations was primarily driven by lower net income and higher cash used in working capital in the six months ended June 30, 2015 when compared to the prior year period.

Cash used in investing activities for the six months ended June 30, 2015 was $107.2 million, compared to $120.1 million cash provided by investing activities for the six months ended June 30, 2014. The increase of cash used in investing activities was primarily due to proceeds received in the prior year period related to the sale of our truck business, as well as higher cash used for acquisitions and higher capital expenditures in the six months ended June 30,

2015 when compared to the prior year period.

Cash provided by financing activities was $68.6 million for the six months ended June 30, 2015, compared to cash used in financing activities for the six months ended June 30, 2014 of $189.1 million. The change in cash from financing was primarily due to increased net borrowings in the current year period and purchases of noncontrolling interest shares in the prior year period that did not recur 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, 2015, we had foreign exchange contracts with a notional value of $199.7 million that were initially designated as hedge contracts.

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 continue to reduce lost time injuries in the workplace and 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 other intercompany transactions. 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, 2015, 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 other currencies by 10% to amounts already incorporated in the financial statements for the six months ended June 30, 2015 would have had an approximately $4 million impact on the translation effect reported in 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, Commercial Paper 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, 2015, approximately 31% of our debt was floating rate debt and the weighted average interest rate for all debt was 4.99%.

At June 30, 2015, 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, 2015 would have increased interest expense by approximately $1 million for the six months ended June 30, 2015.

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 2015, minor, unfavorable input cost changes in some areas were more than off-set by favorable 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, 2015, 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, 2015.

(b) Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

During the quarter, we migrated hosting a portion of our enterprise management system from an internal server platform to a cloud based hosting service. We have reviewed controls surrounding the external service 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, 2015 in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

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, 2015 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, 2015 - April 30, 2015	67,319	$26.49	1,921,992	$150,000
May 1, 2015 - May 31, 2015	—	$—	—	$—
June 1, 2015 - June 30, 2015	—	$—	—	$—
Total	67,319	$26.49	1,921,992	$150,000

(1) In February 2015, we announced authorization by our Board of Directors for the repurchase of up to $200 million of the Company's outstanding common shares.

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 30, 2015

/s/ Kevin P. Bradley
Kevin P. Bradley
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: July 30, 2015

/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).
4.5	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	Credit Agreement dated as of August 13, 2014, 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 15, 2014 and filed with the Commission August 15, 2014).
10.16	Guarantee and Collateral Agreement dated as of August 13, 2014, among Terex Corporation, certain of its subsidiaries, and Credit Suisse AG, as Collateral Agent (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 15, 2014 and filed with the Commission August 15, 2014).
10.17	Incremental Assumption Agreement and Amendment No. 1, dated as of May 29, 2015, to the Credit Agreement dated as of August 13, 2014, 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 May 28, 2015 and filed with the Commission June 2, 2015).
10.18	Loan and Security Agreement, dated as of May 28 2015, among TFS Funding I, LLC, Terex Financial Services, Inc., Institutional Secured Funding (Jersey) Limited, Credit Suisse AG (Cayman Islands Branch) and Credit Suisse AG (New York Branch).* ^

10.19	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). ***
10.20	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). ***
10.21	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). ***
10.22	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). ***
10.23	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.
^	Portions of this exhibit have been omitted pursuant to a request for confidential treatment. The omitted portions have been separately filed with the Commission.