TERRAFORM GLOBAL, INC.
Form 8-K
August 11, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 11, 2017 (August 9, 2017)

TerraForm Global, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-37528	47-1919173
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814
(Address of principal executive offices, including zip code)

(240) 762-7700
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On August 9, 2017, Mr. Thomas Studebaker resigned as Chief Operating Officer of TerraForm Global, Inc. (“TerraForm Global”) and Mr. David Rawden resigned as Interim Chief Accounting Officer of TerraForm Global.

Messrs. Studebaker and Rawden had been appointed as officers of TerraForm Global, effective July 7, 2016, as part of TerraForm Global’s engagement of AP Services, LLC, a subsidiary of AlixPartners, LLP, for certain consulting services. Their resignations were in connection with TerraForm Global’s winding down of its engagement of AP Services, LLC and were not the result, in whole or in part, of any disagreement between Messrs. Studebaker or Rawden and TerraForm Global.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

		TERRAFORM GLOBAL, INC.	
		By:	/s/ Yana Kravtsova
Date:	August 11, 2017	Name:	Yana Kravtsova
		Title:	Senior Vice President, General Counsel and Secretary

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13.3

—

(281.4
)
Effect of exchange rate changes on cash and cash equivalents
—

—

34.8

—

34.8

Net increase (decrease) in cash and cash equivalents
(158.6
)

(0.2
)

(11.7
)

—

(170.5
)
Cash and cash equivalents at beginning of period
164.2

2.0

728.0

—

894.2

Cash and cash equivalents at end of period
$
5.6

$
1.8

$
716.3

$
—

$
723.7

37

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

BUSINESS DESCRIPTION

Terex is a diversified global equipment manufacturer of a variety of capital goods machinery products. We are focused on delivering reliable, customer-driven solutions for a wide range of commercial applications, including the construction, infrastructure, quarrying, mining, manufacturing, shipping, transportation, refining, energy and utility industries. We operate in five reportable segments: (i) Aerial Work Platforms ("AWP"); (ii) Construction; (iii) Cranes; (iv) Material Handling & Port Solutions ("MHPS"); and (v) Materials Processing ("MP").

Our AWP segment designs, manufactures, refurbishes, services and markets aerial work platform equipment, telehandlers, light towers, bridge inspection equipment and utility equipment, as well as their related replacement parts and components. Customers use these products to construct and maintain industrial, commercial and residential buildings and facilities, construct and maintain utility and telecommunication lines, trim trees in construction and foundation drilling applications and for other commercial operations, as well as in a wide range of infrastructure projects. Effective July 1, 2011, our bridge inspection equipment business, which was formerly included in the Construction segment, is now included in the AWP segment. The historical results have been reclassified to give effect to this change.

Our Construction segment designs, manufactures and markets heavy and compact construction equipment, as well as roadbuilding equipment, including asphalt and concrete equipment and landfill compactors, as well as their related replacement parts and components. Customers use these products in construction and infrastructure projects, in building roads and bridges, in quarrying and mining operations and for material handling applications.

Our Cranes segment designs, manufactures, services and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, lattice boom truck cranes, truck-mounted cranes (boom trucks) and specialized port and rail equipment, including straddle and sprinter carriers, gantry cranes, ship-to-shore cranes, reach stackers, empty container handlers, full container handlers and general cargo lift trucks and forklifts, as well as their related replacement parts and components. Our Cranes products are used primarily for construction, repair and maintenance of commercial buildings, manufacturing facilities and infrastructure and material handling at port and railway facilities.

Our MHPS segment designs, manufactures, refurbishes, services and markets industrial cranes, including standard cranes, process cranes, rope and chain hoists, electric motors, light crane systems and crane components and port equipment such as mobile harbor cranes, automated stacking cranes, automated guided vehicles as well as terminal automation technology, including software. The segment operates an extensive global sales and service network. Customers use these products for material handling at manufacturing and port facilities. This segment's information is included from August 16, 2011, the date of acquisition of a majority interest in the shares of Demag Cranes AG. See Note H - "Acquisitions."

Our MP segment designs, manufactures and markets materials processing equipment, including crushers, washing systems, screens, apron feeders, chippers and related components and replacement parts. Construction, quarrying, mining, recycling, landscaping and government customers use our MP products in construction, recycling, landscaping and infrastructure projects, as well as various quarrying and mining applications.

We assist customers in their rental, leasing and acquisition of our products through TFS. TFS utilizes its equipment and financial leasing experience to provide a variety of financing solutions to our customers when they purchase our equipment.

Non-GAAP Measures

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

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

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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 as income from operations plus certain impairments and write downs, depreciation, amortization, proceeds from the sale of fixed assets, plus or minus cash changes in working capital, customer advances and rental/demo equipment and less capital expenditures. We believe that the measure of free cash flow provides management and investors further information on cash generation or use.

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

Working capital is calculated using the Consolidated Balance Sheet amounts for Trade receivables (net of allowance) plus Inventories, less Trade accounts payable. 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 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 for the first quarter of 2012 was generally in line with our expectations. We have traditionally used cash in operations in the first quarter, but our improved profitability combined with progress in factory efficiency and inventory focus, helped deliver improved cash flow. As a result, we generated positive operating cash flow in the first quarter, excluding approximately $124 million of tax payments made this quarter as a result of the divestiture of our former mining business. Our net sales was consistent with our expectations and in the first quarter of 2012 grew by approximately 45% over the prior year period (approximately 16% adjusting for the acquisition of Demag Cranes AG). Our income from operations in the first quarter of 2012 improved approximately $73 million over the prior year period.

The cost and capacity reduction initiatives we took during 2010 and 2011 have resulted in an improved cost structure of the Company and have been an important contributor to our improved financial results in the first quarter of 2012. See Note K - "Restructuring and Other Charges" in our Condensed Consolidated Financial Statements for a detailed description of our restructuring activities, including the reasons, timing and costs associated with such actions.

North America was a strong market for most product categories, with the exception of our Roadbuilding products. We believe the global business environment continues to support growth and increased equipment sales. Although the Chinese market has softened somewhat, this was not unexpected and was built into our expectations for the year. We continue to be cautious about European markets where economic activity has been strong in some areas and weak in others.

We are encouraged by the performances of our AWP and MP businesses, which both achieved operating margins in the high single digits. AWP segment backlog increased approximately 51% as compared to March 31, 2011. Continued replacement of aging fleets was the primary driver of the increase versus the prior periods. In North America, demand for our aerial work platform equipment has increased, especially on mid-sized booms and scissors. Our Cranes business improved significantly versus the prior year, with a positive operating margin of 2% in the quarter versus negative 6% in the prior year period on a substantially similar net sales level. Our Construction segment is on target for the year, with a breakeven first quarter and a backlog and order book that supports a profitable second quarter. Our MHPS segment's operating results were in line with our expectations for the quarter and we still anticipate the segment achieving its operating targets for the full year.

Somewhat offsetting the favorable demand trends were higher input costs, which increased modestly in the first quarter of 2012. The largest increases occurred in tires and engines, with smaller increases in other purchased components. These increases were partially offset by reductions in steel prices and competitive sourcing activities. While future price volatility is difficult to predict, we are not anticipating significant variances in input costs throughout 2012.

On March 27, 2012, we sold and issued $300 million aggregate principal of Senior Notes due 2020 ("6.5% Senior Notes") at par which yielded approximately $295 million of net proceeds after underwriting discounts and commissions. We believe our liquidity, $1,488.1 million at March 31, 2012, is sufficient to meet our business plans. See "Liquidity and Capital Resources" for a detailed description of liquidity and working capital levels, including the primary factors affecting such levels.

We remain focused on executing the plan we disclosed in February of achieving in 2012 approximately $475 to $525 million in operating profit and earnings per share of $1.65 to $1.85 per share (based on an average share count of approximately 116 million shares and excluding the impact of restructuring and unusual items) on sales of $7.5 to $8.0 billion. We believe, based on current economic conditions, that we can achieve these targets, while also continuing the momentum of cash generation started this past quarter.

ROIC continues to be the unifying metric that we use to measure our operating performance. ROIC and the Non-GAAP Measures assist in showing how effectively we utilize the 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 continuing and discontinued operations by a figure equal to one minus the effective tax rate of the Company. We believe that earnings from discontinued operations, as well as the net assets that comprise those operations invested capital, should be included in this calculation of the Non-GAAP Measures because they capture the financial returns on our capital allocation decisions for the measured periods. Furthermore, we believe that returns on capital deployed in TFS do not represent management of our primary operations and, therefore, TFS finance receivable assets and results from operations have been excluded from the Non-GAAP Measures. Additionally, we do not believe that the realized and deferred gains on marketable securities and specifically the shares of Bucyrus ("BUCY shares") held from the sale of our Mining business, reflects our operations and, therefore, such gains have been excluded from the calculation of the Non-GAAP Measures. The effective tax rate is equal to the (Provision for) benefit from income taxes divided by Income (loss) before income taxes for the respective quarter. Debt is calculated using the amounts for Notes payable and current portion of long-term debt plus Long-term debt, less current portion. We calculate ROIC using the last four quarters' NOPAT as this represents the most recent 12-month period at any given point of determination. In order for the denominator of the ROIC ratio to properly match the operational period reflected in the numerator, we include the average of five quarters' ending balance sheet amounts so that the denominator includes the average of the opening through ending balances (on a quarterly basis) over the same time period as the numerator (four quarters of average invested capital).

Terex management and the 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 that 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 that 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 that 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

March 31, 2012 was 5.1%.

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The 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.

	Mar ’12	Dec ’11	Sep ’11	Jun ’11	Mar ’11
Provision for (benefit from) income taxes as adjusted	$8.8	$(6.1)	$7.0	$2.5	
Divided by: Loss before income taxes as adjusted	30.4	(9.5)	(8.9)	(23.6)	
Effective tax rate as adjusted	28.9%	64.2%	(78.7)%	(10.6)%	
Income (loss) from operations as adjusted	$64.2	$30.7	$53.1	$7.1	
Multiplied by: 1 minus Effective tax rate as adjusted	71.1%	35.8%	178.7%	110.6%	
Adjusted net operating income (loss) after tax	$45.6	$11.0	$94.9	$7.9	
Debt (as defined above)	$2,608.5	$2,300.4	$2,316.6	$1,426.5	$1,417.1
Less: Cash and cash equivalents	(973.2)	(774.1)	(684.9)	(702.0)	(723.7)
Debt less Cash and cash equivalents	$1,635.3	$1,526.3	$1,631.7	$724.5	$693.4
Total Terex Corporation stockholders’ equity as adjusted	$1,881.0	$1,781.5	$1,854.4	$1,999.3	$1,998.6
Debt less Cash and cash equivalents plus Total Terex Corporation stockholders’ equity as adjusted	$3,516.3	$3,307.8	$3,486.1	$2,723.8	$2,692.0

March 31, 2012 ROIC	5.1%
NOPAT as adjusted (last 4 quarters)	$159.4
Average Debt less Cash and cash equivalents plus Total Terex Corporation stockholders’ equity as adjusted (5 quarters)	$3,145.2

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Reconciliation of Loss before income taxes:	Three months ended 3/31/12	Three months ended 12/31/11	Three months ended 9/30/11	Three months ended 06/30/11
Income (loss) from continuing operations before income taxes	$30.4	$(9.5)	$67.3	$16.5
Less: Gain realized on sale of BUCY shares	—	—	(76.2)	(40.0)
Loss from discontinued operations before income taxes	—	—	—	(0.1)
Income (loss) before income taxes as adjusted	$30.4	$(9.5)	$(8.9)	$(23.6)
Reconciliation of income (loss) from operations:				
Income (loss) from operations as reported	$63.8	$31.1	$52.6	$6.8
Income (loss) from operations for TFS	0.4	(0.4)	0.5	0.4
Loss from operations for discontinued operations	—	—	—	(0.1)
Income (loss) from operations as adjusted	$64.2	$30.7	$53.1	$7.1
Reconciliation of provision for (benefit from) income taxes:				
Provision for (benefit from) income taxes as reported	$8.8	$(6.1)	$34.2	$16.3
Provision for income taxes on realized gain for sale of BUCY shares	—	—	(27.2)	(14.3)
Provision for (benefit from) income taxes for discontinued operations	—	—	—	0.5
Provision for (benefit from) income taxes as adjusted	$8.8	$(6.1)	$7.0	$2.5

Reconciliation of Terex Corporation stockholders' equity:	As of 3/31/12	As of 12/31/11	As of 9/30/11	As of 06/30/11	As of 03/31/11
Terex Corporation stockholders' equity as reported	$1,996.7	$1,906.4	$1,991.7	$2,178.2	$2,157.9
TFS Assets	(115.7)	(124.6)	(138.0)	(127.5)	(85.4)
Deferred loss (gain) on marketable securities	—	(0.3)	0.7	(51.4)	(73.9)
Terex Corporation stockholders' equity as adjusted	$1,881.0	$1,781.5	$1,854.4	$1,999.3	$1,998.6

RESULTS OF OPERATIONS

Three Months Ended March 31, 2012 Compared with Three Months Ended March 31, 2011

Consolidated

	Three Months Ended March 31, 2012		2011		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$1,819.4	—	$1,256.2	—	44.8 %
Gross profit	$330.8	18.2 %	$167.2	13.3 %	97.8 %
SG&A	$267.0	14.7 %	$176.5	14.1 %	51.3 %
Income (loss) from operations	$63.8	3.5 %	$(9.3)	(0.7)%	*

*Not meaningful as a percentage

Net sales for the three months ended March 31, 2012 increased $563.2 million when compared to the same period in 2011. Excluding the effect of the addition from the MHPS segment, net sales increased approximately 16% from the prior year period. Each of our pre-existing segments had higher net sales compared to the first quarter of 2011, primarily as a result of strong North American market demand and a global business environment that continues to support growth and equipment sales.

Gross profit for the three months ended March 31, 2012 increased $163.6 million when compared to the same period in 2011. Excluding the impact of MHPS, increased net sales partially offset by higher input costs contributed approximately $71 million to the increase. Excluding the effect of MHPS, gross profit increased approximately 43% from the prior year period.

SG&A costs increased for the three months ended March 31, 2012 by $90.5 million when compared to the same period in 2011. Excluding the impact of MHPS, SG&A costs remained flat on higher sales. Excluding the impact of MHPS, SG&A costs as a percentage of sales decreased to approximately 12% due to cost reductions taken in prior years. These improvements were partially offset by approximately $7 million in additional receivable write downs in the current period.

Income (loss) from operations for the three months ended March 31, 2012 was $63.8 million, an increase of $73.1 million when compared to the same period in 2011. The increase was primarily due to the items noted above, particularly improved net sales volume and actions taken in previous periods to reduce our cost structure.

Aerial Work Platforms

	Three Months Ended March 31,							
	2012			2011				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$513.4	—		$378.2	—		35.7	%
Gross profit	$92.7	18.1	%	$49.8	13.2	%	86.1	%
SG&A	$50.1	9.8	%	$44.1	11.7	%	13.6	%
Income from operations	$42.6	8.3	%	$5.7	1.5	%	647.4	%

Net sales for the AWP segment for the three months ended March 31, 2012 increased $135.2 million when compared to the same period in 2011. We continued to see recovery in the North American rental channels for our aerial work platform products with demand continuing to strengthen. The Australian market also continued to demonstrate strong sales growth.

Gross profit for the three months ended March 31, 2012 was $92.7 million, an increase of $42.9 million when compared to the same period in 2011. Increased net sales, the mix of product sales, pricing and lower manufacturing costs, contributed approximately $51 million to the improvement in gross profit. These improvements were partially offset by approximately $8 million from higher material costs, freight costs, inventory charges and other cost of sales compared to the prior year period.

SG&A costs for the three months ended March 31, 2012 increased $6.0 million when compared to the same period in 2011. Higher costs, including costs for an acquired business not included in the prior year period, increased SG&A spending by approximately $6 million as compared to the prior year period.

Income from operations for the three months ended March 31, 2012 was $42.6 million, an increase of $36.9 million when compared to the same period in 2011. The increase was due to the items noted above, particularly increased net sales volume and pricing, partially offset by higher SG&A and material costs.

Construction

	Three Months Ended March 31,									
	2012			2011						
		% of Sales				% of Sales		% Change In Reported Amounts		
	($ amounts in millions)									
Net sales	$363.1	—		$341.5		—		6.3	%	
Gross profit	$36.9	10.2	%	$38.3		11.2	%	(3.7	)%	
SG&A	$36.9	10.2	%	$41.5		12.2	%	(11.1	)%	
Income (loss) from operations	$—	—	%	$(3.2	)	(0.9	)%	100.0	%	

Net sales in the Construction segment for the three months ended March 31, 2012 increased by $21.6 million when compared to the same period in 2011. Truck and component part sales were significant contributors to the year-over-year increase, particularly to the developing markets in Russia, Africa and China. We continue to see a lack of government infrastructure spending in North America and Brazil, which negatively impacted our Roadbuilding business.

Gross profit for the three months ended March 31, 2012 was $36.9 million, a decrease of $1.4 million when compared to the same period in 2011. A higher mix of lower margin compact products and higher material costs, partially offset by increased sales volumes, decreased gross profit by approximately $2 million. Lower inventory charges and the positive impact of higher production levels on manufacturing absorption in the current year period was partially offset by higher warranty charges and transactional foreign exchange losses in the current year period.

SG&A costs for the three months ended March 31, 2012 decreased $4.6 million when compared to the same period in 2011. Cost reduction activities taken in prior periods are reflected in lower current period SG&A costs. Additionally, trade show costs were lower in the current year period. This decrease was partially offset by impairment charges taken on a property disposition.

Income (loss) from operations for the three months ended March 31, 2012 was breakeven, an improvement of $3.2 million when compared to the same period in 2011. The improvement was due to the items noted above, particularly lower SG&A costs. However, the profitability of several of our Construction businesses was offset by losses incurred in our Roadbuilding business.

Cranes

	Three Months Ended March 31,								
	2012			2011					
		% of Sales				% of Sales		% Change In Reported Amounts	
	($ amounts in millions)								
Net sales	$419.4	—		$398.3		—		5.3	%
Gross profit	$68.8	16.4	%	$40.5		10.2	%	69.9	%
SG&A	$61.5	14.7	%	$63.0		15.8	%	(2.4	)%
Income (loss) from operations	$7.3	1.7	%	$(22.5	)	(5.6	)%	*	

*Not meaningful as a percentage

Net sales for the Cranes segment for the three months ended March 31, 2012 increased by $21.1 million when compared to the same period in 2011. North American businesses continued to exhibit strong demand, primarily for rough terrain cranes. We also experienced good demand for our pick and carry cranes in Australia and certain port equipment products. Crawler crane sales remained soft in Europe as austerity measures have impacted large construction and power projects that typically use this type of product.

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Gross profit for the three months ended March 31, 2012 increased by $28.3 million when compared to the same period in 2011. Increased product sales, a favorable mix of product sales and higher parts volume in the current year period, partially offset by higher material costs improved gross profit by approximately $18 million. Additionally, current year increased production levels and lower inventory and warranty charges improved gross margin by approximately $9 million.

SG&A costs for the three months ended March 31, 2012 decreased $1.5 million over the same period in 2011. Actions taken in prior quarters to reduce the segment's cost structure reduced SG&A costs by approximately $10 million. Additionally, lower receivable write downs and allocation of corporate expenses in the current year period decreased SG&A costs by approximately $4 million. These decreases were partially offset by approximately $12 million related to the write down of an acquisition related note receivable in the current period.

Income (loss) from operations for the three months ended March 31, 2012 improved $29.8 million when compared to the same period in 2011, resulting primarily from increased net sales, a favorable mix of product sales and lower SG&A costs. However, the write down of the acquisition related note receivable partially offset these positive trends.

Material Handling & Port Solutions

	Three Months Ended March 31,					
	2012			2011		
		% of Sales			% of Sales	% Change In Reported Amounts
	($ amounts in millions)					
Net sales	$367.5	—		N/A	—	*
Gross profit	$92.6	25.2	%	N/A	*	*
SG&A	$89.7	24.4	%	N/A	*	*
Income from operations	$2.9	0.8	%	N/A	*	*

*Not applicable

Net sales for the MHPS segment for the three months ended March 31, 2012 were $367.5 million. Net sales were driven by demand for industrial cranes, primarily process cranes and handling technology, and mobile harbor cranes. High customer capacity utilization led to increased field service and spare parts sales. Customers in Germany and the United States were the largest drivers of net sales in the quarter, followed by India and China.

Gross profit for the three months ended March 31, 2012 was $92.6 million. Gross profit was driven by strong machine sales as well as spare parts, service and maintenance. We expect the profitability of this segment to contribute to our overall positive trends.

SG&A costs for the three months ended March 31, 2012 was $89.7 million. Included in SG&A was an allocation of Terex corporate costs and certain costs associated with increased amortization of acquired assets.

Income from operations for the three months ended March 31, 2012 was $2.9 million. These results were driven by strong machine sales, particularly higher margin port equipment, as well as spare parts, service and maintenance revenue.

Materials Processing

	Three Months Ended March 31,							
	2012			2011				
		% of Sales			% of Sales		% Change In Reported Amounts	
	($ amounts in millions)							
Net sales	$169.2	—		$152.2	—		11.2	%
Gross profit	$35.1	20.7	%	$32.8	21.6	%	7.0	%
SG&A	$19.8	11.7	%	$20.5	13.5	%	(3.4	)%
Income from operations	$15.3	9.0	%	$12.3	8.1	%	24.4	%

Net sales in the MP segment for the three months ended March 31, 2012 increased by $17.0 million when compared to the same period in 2011. Strength in the North American market was the primary driver of the net sales increase, while demand in Western European markets remained soft. Increased mining and construction activity continued to drive demand for mobile crushing and screening equipment in Australian and Asian Pacific markets.

Gross profit for the three months ended March 31, 2012 increased by $2.3 million when compared to the same period in 2011. The increase was primarily due to the impact of increased net sales, which increased gross profit by approximately $4 million. This increase was partially offset by higher inventory charges and transactional foreign currency exchange losses in the current year period of approximately $2 million.

SG&A costs for the three months ended March 31, 2012 decreased by $0.7 million when compared to the same period in 2011. Lower costs in the current year period for engineering and general and administrative costs were partially offset by higher selling and marketing costs in the current year period.

Income from operations for the three months ended March 31, 2012 was $15.3 million, an increase of $3.0 million from the comparable period in 2011, primarily due to higher net sales volume and lower SG&A costs.

Corporate / Eliminations

	Three Months Ended March 31,						
	2012			2011			
			% of Sales			% of Sales	% Change In Reported Amounts
	($ amounts in millions)						
Net sales	$(13.2	)	—	$(14.0	)	—	*
Loss from operations	$(4.3	)	*	$(1.6	)	*	*

*Not meaningful as a percentage

The net sales amounts include the elimination of intercompany sales activity among segments. Loss from operations increased from the prior year period primarily due to a higher level of intercompany profit eliminations.

Interest Expense, Net of Interest Income

During the three months ended March 31, 2012, our interest expense net of interest income was $37.9 million, or $11.8 million higher than the same period in the prior year. This increase was primarily driven by increased interest expense associated with the Demag Cranes AG acquisition.

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Loss on early extinguishment of debt

On January 18, 2011, we exercised our early redemption option and repaid the outstanding $297.6 million principal amount of our 7-3/8% Notes. The cash paid to redeem the 7-3/8% Notes included a call premium of $3.6 million. Additionally, we recorded a charge of $2.7 million to recognize a loss on the write-off of unamortized costs, including debt issuance costs, original issue discount and interest rate swap costs, in connection with the repayment of the 7-3/8% Notes.

Other Income (Expense) – Net

Other income (expense) – net for the three months ended March 31, 2012 was income of $4.5 million, a decrease of $47.4 million when compared to the same period in the prior year. The change was primarily driven by income in the prior year period of approximately $52 million from the sale of shares in Bucyrus International.

Income Taxes

During the three months ended March 31, 2012, we recognized an income tax expense of $8.8 million on income of $30.4 million, an effective tax rate of 28.9%, as compared to an income tax expense of $6.0 million on a loss of $10.2 million, an effective tax rate of negative 58.8%, for the three months ended March 31, 2011. The lower effective tax rate for the three months ended March 31, 2012 was primarily attributable to losses that did not produce tax benefits having a lower impact in the current period than in the prior year period as the amount of income from continuing operations before income taxes was greater in the current year period.

LIQUIDITY AND CAPITAL RESOURCES

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 $973.2 million at March 31, 2012. The majority of the cash held by our foreign subsidiaries is expected to be maintained locally. 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. Approximately $125.6 million of cash related to Demag Cranes AG was only to be used to support their operations until the Domination and Profit and Loss Transfer Agreement (“DPLA”) became effective on April 18, 2012. This cash is now available for use by us and Demag Cranes AG. 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 our 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, 2011 for a detailed description of the risks resulting from our debt and our ability to generate sufficient cash flow to operate our business.

In August 2011, we entered into an amended and restated credit agreement that replaced our previous credit agreement. The new credit agreement provided us with a $460.1 million term loan and a €200.0 million term loan that we used, along with other cash, to pay for the shares of Demag Cranes AG and all related fees and expenses. The term loans are scheduled to mature on April 28, 2017, subject to earlier maturity on March 1, 2016 if the Company’s existing senior notes have not been satisfied in full prior to that time.

In addition, our new credit facilities provide us with a revolving line of credit of up to $500 million. The revolving line of credit consists of $250 million of available domestic revolving loans and $250 million of available multicurrency revolving loans. The revolving lines of credit are scheduled to mature on April 29, 2016, subject to earlier maturity on March 1, 2016 if the Company's senior notes due 2016 have not been satisfied in full prior to that time. We had $457.3 million available for borrowing under our revolving credit facilities at March 31, 2012. The 2011 Credit Agreement also provides incremental commitments of up to $250 million, 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, provided that no more than $100 million of the incremental amount may be used for incremental term loan commitments.

Demag Cranes AG has a bank credit agreement (the “Demag Cranes Credit Agreement”) which matures on November 18, 2015 to provide liquidity for their operations. The Demag Cranes Credit Agreement provides multicurrency revolving lines of credit of €200.0 million, which can be used for loans or letters of credit to a sub-limit of €40 million. In addition to customary covenants, the Demag Cranes Credit Agreement contains certain restrictions on transactions with Terex including making loans to or entering into cash pooling arrangements and payment of dividends. As of March 31, 2012, there was $179.3 million outstanding under this facility at a weighted average interest rate of 2.54%. Demag Cranes AG had letters of credit issued under this facility of $29.2 million. Undrawn availability under the Demag Cranes credit agreement was $57.6 million.

On March 16, 2012 the Demag Cranes AG shareholders approved the DPLA we entered into with Demag Cranes AG in January 2012. The DPLA became effective following registration of the DPLA in the commercial register on April 18, 2012. Upon demand from outside shareholders of Demag Cranes AG, we will acquire their shares in return for €45.52 per share, or up to approximately €174 million in the aggregate. Any outside shareholders of Demag Cranes AG that choose not to sell their shares to us will receive an annual guaranteed dividend in the gross amount of €3.33 per share (€3.04 net per share). As the DPLA is effective, we now have full access to the cash of Demag Cranes AG and the lenders under the Demag Cranes Credit Agreement have the option to terminate the Demag Cranes Credit Agreement.

On March 27, 2012, we sold and issued $300 million aggregate principal of Senior Notes due 2020 (“6.5% Senior Notes”) at par which yielded approximately $295 million of net proceeds after underwriting discounts, commissions and expenses. We intend to use the net proceeds of this offering for general corporate purposes, including any cash requirements resulting from the effectiveness of the DPLA.

In January 2011, we exercised our early redemption option and repaid the outstanding $297.6 million principal amount of our 7-3/8% Notes. The total cash paid to redeem the 7-3/8% Notes was $312.3 million which included a call premium of 1.229% as set forth in the indenture for the 7-3/8% Notes, totaling $3.6 million plus accrued and unpaid interest of $36.875 per $1,000 principal amount at the redemption date.

We decreased our investment in financial services assets from approximately $125 million net at December 31, 2011, to approximately $116 million at March 31, 2012. We remain focused on expanding TFS in key markets like the U.S., Europe and China; however, in 2012, we expect to rely to a greater extent on third-party funders.

During the first quarter of 2012, our cash used in inventory was approximately $67 million as we made investments in businesses showing improved order and inquiry activity. We are continuing our program to increase inventory turns by sharing, throughout our Company, many of the best practices and lean manufacturing processes that several of our business units have implemented successfully. We expect these initiatives to reduce the level of inventory needed to support our business and allow us to reduce our manufacturing lead times, thereby reducing our working capital requirements. During the last two years, our inventory turns have improved as the Company’s sales volumes increased. Working capital as percent of trailing three month annualized net sales was 30.5% at March 31, 2012. We continue to expect the ratio of working capital to trailing three months annualized sales to be approximately 25% at the end of 2012.

The following tables show the calculation of our working capital and trailing three months annualized sales as of March 31, 2012 (in millions):

	Three months ended 3/31/12
Net Sales	$1,819.4
x 4	4
Trailing Three Month Annualized Net Sales	$7,277.6

	As of 3/31/12
Inventories	$1,827.0
Trade Receivables	1,210.0
Less: Trade Accounts Payable	(818.9)
Total Working Capital	$2,218.1

We are continuing to pursue cash generation opportunities, including increasing prices for our products, reducing costs and working capital, reviewing alternatives for under-utilized assets, and selectively investing in our businesses to promote growth in 2012. We have traditionally used cash in operations in the first quarter, but our profitability and focus on improved factory efficiency helped deliver improved cash flow in the first quarter of 2012. We generated approximately $84 million in free cash flow in the first quarter of 2012, which was in line with our expectations. We continue to expect to generate approximately $500 million of free cash flow during 2012.

The following table reconciles income from operations to free cash flow (in millions):

	Three months ended 3/31/12
Income from operations	$63.8
Plus: Depreciation and amortization	38.8
Plus: Non-cash note receivable write down	12.3
Plus: Proceeds from sale of assets	2.8
Plus/minus: Changes in working capital	(14.9)
Plus/minus: Customer advances	0.7
Plus/minus: Rental/demo equipment	—
Less: Capital expenditures	(19.6)
Free cash flow	$83.9

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 levels change, the absolute amount of working capital needed to support our business may change.
- Our suppliers extend payment terms to us based on our overall credit rating. Declines in our credit rating may influence suppliers' willingness to extend terms and in turn increase the cash requirements of our business.
- Sales of our products are subject to general economic conditions, weather, competition and 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 has had a negative impact on cash generated from operations.

For certain products, primarily port equipment, 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.

To help fund our cash expenditures, we have maintained cash balances and a revolving line of credit from our bank group as described above. Although we believe that the banks participating in our credit facilities have adequate capital and resources, we can provide no assurance that each of these banks will continue to operate as a going concern in the future. If any banks in our lending group were to fail, it is possible that borrowing capacity under our credit facilities would be reduced. If our cash balances and availability under our credit facilities were reduced significantly, we might need to obtain capital from alternate sources in order to finance our capital needs, but there can be no assurance that such financing would be available at terms acceptable to us, or at all.

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. In 2011, we used a portion of our cash balance to take advantage of early payment discounts offered by our suppliers where the returns were greater than the amount that would have been earned on such cash if invested in money market funds and short-term bank deposits. We have continued this practice in the first quarter of 2012, although we may discontinue it at any time.

Interest rates charged under our bank credit facilities are subject to adjustment based on our consolidated leverage ratio. We had no outstanding borrowings under our revolving credit facilities and $716.9 million in U.S. dollar and Euro denominated term loans outstanding at March 31, 2012. The U.S. dollar term loans bear interest at a rate of London Interbank Offer Rate ("LIBOR") plus 4%, with a floor of 1.5% on LIBOR. The euro term loans bear interest at a rate of Euro Interbank Offer Rate ("EURIBOR") plus 4.5% with a floor of 1.5% on EURIBOR. At March 31, 2012, the weighted average interest rate on these term loans was 5.68%.

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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 2011 credit facility expires in April 2016. Our 4% Convertible Senior Subordinated Notes mature in June 2015, our 10-7/8% Senior Notes mature in June 2016, our 8% Senior Subordinated Notes ("8% Notes") mature in November 2017 and our 6.5% Senior Notes mature April 1, 2020. See Note L -"Long-Term Obligations," in our Condensed Consolidated Financial Statements.

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.

As a result of our settlement with the SEC and final court decree in August 2009, for a period of three years, or such earlier time as we are able to obtain a waiver from the SEC, (i) we are no longer qualified as a "well known seasoned issuer" ("WKSI") as defined in Rule 405 of the Securities Act of 1933, and cannot take advantage of the benefits available to a WKSI, which include expedited registration and access to the capital markets, (ii) we cannot rely on the safe harbor provisions regarding forward-looking statements provided by the regulations issued under the Securities Exchange Act of 1934, and (iii) we cannot utilize Regulation A or D. However, we have $700 million remaining on an effective multi-security shelf registration statement on file with the SEC that allows for easier access to the capital markets.

Cash Flows

Cash used in operations for the three months ended March 31, 2012 totaled $78.5 million, compared to cash used in operations of $76.6 million for the three months ended March 31, 2011. The change in cash used in operations was primarily driven by improvements in profitability and reductions in working capital in the three months ended March 31, 2012 and receipt of an approximately $105 million tax refund in the three months ended March 31, 2011. These net improvements were offset by approximately $124 million in tax payments primarily related to the gain on the sale of the former mining business in the three months ended March 31, 2012.

Cash used in investing activities for the three months ended March 31, 2012 was $21.2 million, compared to $152.7 million cash provided by investing activities for the three months ended March 31, 2011. The change in cash from investing activities was primarily due to approximately $166 million proceeds from the sale of Bucyrus International shares in the prior year period.

Cash provided by financing activities was $286.6 million for the three months ended March 31, 2012, compared to cash used in financing activities for the three months ended March 31, 2011 of $281.4 million. The change was primarily due to the issuance of the 6-1/2% Notes in the current year period and the repayment of the 7-3/8% Notes in the prior 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 the customer default. Our maximum liability is generally limited to the 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.

As of March 31, 2012, our maximum exposure to such credit guarantees was $86.2 million, including total credit guarantees issued by Terex Demag GmbH and part of our Cranes segment, and Genie Holdings, Inc. and its affiliates, part of our AWP segment, of $55.5 million and $16.5 million, respectively. The terms of these guarantees coincide with the financing arranged by the customer and generally do not exceed five years. Given our position as the original equipment manufacturer and our knowledge of end markets, when called upon to fulfill a guarantee, we have generally been able to liquidate the financed equipment at a minimal loss, if any.

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. As described in Note N – "Litigations and Contingencies" in the Notes to the Condensed Consolidated Financial Statements, our maximum exposure related to residual value guarantees under sales-type leases was $11.0 million at March 31, 2012. We are 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. As of March 31, 2012, our maximum exposure pursuant to buyback guarantees was $100.3 million. We are 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.

We have recorded an aggregate liability within Other current liabilities and Other non-current liabilities in the Condensed Consolidated Balance Sheet of approximately $9 million for the estimated fair value of all guarantees provided as of March 31, 2012.

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, British Pound and Australian Dollar. 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 March 31, 2012, we had foreign exchange contracts with a notional value of $909.2 million.

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

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

Certain of our obligations, including our senior subordinated notes, bear interest at a fixed interest rate. In November 2007, we entered into an interest rate swap agreement to convert $400 million of the principal amount of our 8% Notes to floating rates. The floating rate is based on a spread of 2.81% over London Interbank Offer Rate ("LIBOR"). At March 31, 2012, the floating rate was 3.32%.

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

General

As described in Note N - “Litigation and Contingencies” in the Notes to the Condensed Consolidated Financial Statements, we are 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. We are 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 to us or deductibles. We believe that the outcome of such matters will not have a material adverse effect on our consolidated financial position.

ERISA, Securities and Stockholder Derivative Lawsuits

We have 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 our 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 our 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 our 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, we are unable to estimate a loss or a range of losses for these lawsuits. The stockholder derivative complaint also seeks amendments to our corporate governance procedures in addition to unspecified compensatory damages from the individual defendants.

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

Post-Closing Dispute with Bucyrus

We are involved in a dispute with Bucyrus regarding the calculation of the value of the net assets of the Mining business. Bucyrus has provided us with their calculation of the net asset value of the Mining business, which seeks a payment of approximately $149 million from us to Bucyrus. We believe that the Bucyrus calculation of the net asset value is incorrect and not in accordance with the terms of the definitive agreement. We have objected to Bucyrus' calculation and have provided Bucyrus with our own calculation of the net asset value, which does not require any payment from us to Bucyrus. We initiated a court proceeding on October 29, 2010 in the Supreme Court of the State of New York, County of New York, to enforce and protect our rights under the definitive agreement for the Mining business sale. On April 17, 2012, the appellate court in New York granted our motion for summary judgment agreeing with our interpretation of the definitive agreement with respect to the process for calculating the value of the net assets of the Mining business. Accordingly, we continue to believe our calculation of the net asset value, which does not require any payment from us to Bucyrus, is correct and the court's ruling reinforces our belief. Therefore, we have not included the effects of the Bucyrus claim in the determination of the gain recognized in connection with the sale. While we believe Bucyrus' position is without merit and we will continue to vigorously oppose it, no assurance can be given as to the final resolution of this dispute.

Powerscreen Patent Infringement Lawsuit

On December 6, 2010, we received an adverse jury verdict in the amount of $15.8 million in a patent infringement lawsuit brought against Powerscreen International Distribution Limited ("Powerscreen") and Terex by Metso Minerals Inc. ("Metso") in the United States District Court for the Eastern District of New York. The lawsuit involved a claim by Metso that the folding side conveyor of certain Powerscreen screening plants violated a patent held by Metso in the United States. Following the verdict, Metso sought additional relief, including, additional damages, attorney's fees, interest and trebling of all such amounts. On December 9, 2011, a judgment in support of the jury verdict was issued and Metso was awarded certain additional damages, interest and doubling of all such amounts. The Court has yet to calculate the final amount of monetary damages. The Court also issued an injunction preventing marketing or selling of certain models of Powerscreen mobile screening plants with the alleged infringing folding side conveyor design in the United States. These models have been updated with Powerscreen's new proprietary S range of conveyors. Thus, the judgment and injunction do not affect the continued sale or use of any current model of Powerscreen mobile screening plants.

We do not agree that the accused Powerscreen mobile screening plants or their folding conveyor infringe the subject patent held by Metso. These types of patent cases are complex and we strongly believe that the verdict is contrary to both the law and the facts. We have appealed the verdict and believe that we will ultimately prevail on appeal. We do not expect this judgment will have a material impact on our consolidated business or overall operating results. However, the outcomes of lawsuits cannot be predicted and, if determined adversely, could ultimately result in us incurring significant liabilities, which could have a material adverse effect on our results of operations.

RECENT ACCOUNTING PRONOUNCEMENTS

In May 2011, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs," which amended Accounting Standards Codification ("ASC") 820, "Fair Value Measurements and Disclosures." This guidance addresses efforts to achieve convergence between U.S. GAAP and International Financial Reporting Standards ("IFRS") requirements for measurement of and disclosures about fair value. Key provisions of the amendment include: a prohibition on grouping financial instruments for purposes of determining fair value, except when an entity manages market and credit risks on the basis of the entity's net exposure to the group; an extension of the prohibition against the use of a blockage factor to all fair value measurements (that prohibition currently applies only to financial instruments with quoted prices in active markets); and a requirement that for recurring Level 3 fair value measurements, entities disclose quantitative information about unobservable inputs, a description of the valuation process used and qualitative details about the sensitivity of the measurements. In addition, for items not carried at fair value but for which fair value is disclosed, entities will be required to disclose the level within the fair value hierarchy that applies to the fair value measurement disclosed. This guidance was effective for us in our interim and annual reporting periods beginning January 1, 2012. Adoption of this guidance did not have a significant impact on the determination or reporting of our financial results.

In June 2011, the FASB issued ASU 2011-05, "Comprehensive Income (ASC Topic 220): Presentation of Comprehensive Income," ("ASU 2011-05") which amended previous comprehensive income guidance. This accounting update eliminates the option to present components of other comprehensive income as part of the statement of stockholders' equity. Instead, we must report comprehensive income in either a single continuous statement of comprehensive income which contains two sections, net income and other comprehensive income, or in two separate but consecutive statements. In December 2011, the FASB issued ASU 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in ASU 2011-05," ("ASU-2011-12"). ASU 2011-12 defers the requirement that companies present reclassification adjustments for each component of accumulated other comprehensive income in both net income and other comprehensive income on the face of the financial statements. ASU 2011-05 and 2011-12 were effective for us on January 1, 2012. Since the provisions of ASU 2011-05 and 2011-12 are presentation related only, adoption of ASU 2011-05 and 2011-12 did not have a significant impact on the determination or reporting of our financial results.

In December 2011, the FASB issued ASU 2011-11, "Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities," ("ASU 2011-11"). ASU 2011-11 requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU 2011-11 is effective for annual and interim reporting periods beginning on or after January 1, 2013. Adoption of this guidance is not expected to have a significant impact on the determination or reporting of our financial results.

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 J – "Derivative Financial Instruments" in our Condensed Consolidated Financial Statements.

Foreign Exchange Risk

We are exposed to fluctuations in foreign currency cash flows related to third-party purchases and sales, intercompany product shipments and intercompany loans. We are also exposed to fluctuations in the value of foreign currency investments in subsidiaries and cash flows related to repatriation of these investments. Additionally, we are exposed to volatility in the translation of foreign currency earnings to U.S. Dollars. Primary exposures include the U.S. Dollar when compared to functional currencies of our major markets, which include the Euro, British Pound and Australian Dollar. We assess foreign currency risk based on transactional cash flows, identify naturally offsetting positions and purchase hedging instruments to partially offset anticipated exposures. At March 31, 2012, we had foreign exchange contracts with a notional value of $909.2 million. The fair market value of these arrangements, which represents the cost to settle these contracts, was a net loss of $0.2 million at March 31, 2012.

At March 31, 2012, we performed a sensitivity analysis on the effect that aggregate changes in the translation effect of foreign currency exchange rate changes would have on our operating (loss) income. Based on this sensitivity analysis, we have determined that a change in the value of the U.S. dollar relative to currencies outside the U.S. by 10% to amounts already incorporated in the financial statements for the three months ended March 31, 2012 would have changed the translation effect of foreign currency exchange rate changes already included in our reported operating income for the period by approximately $4 million.

Interest Rate Risk

We are exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing issuances of variable rate debt. Primary exposure includes movements in the U.S. prime rate, LIBOR and EURIBOR. We manage interest rate risk by incurring a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintain an ongoing balance between floating and fixed rates on this mix of indebtedness using interest rate swaps when necessary. At March 31, 2012, approximately 56% of our debt was floating rate debt and the weighted average interest rate for all debt was approximately 6.42%.

Certain of our obligations, including our senior subordinated notes, bear interest at a fixed interest rate. In November 2007, we entered into an interest rate agreement to convert $400 million of the principal amount of our 8% Notes to floating rates. The floating rate is based on a spread of 2.81% over LIBOR. At March 31, 2012, the floating rate was 3.32%.

At March 31, 2012, we performed a sensitivity analysis for our derivatives and other financial instruments that have interest rate risk. We calculated the pretax earnings effect 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 March 31, 2012 would have increased interest expense by approximately $2 million for the three months ended March 31, 2012.

Commodities Risk

Principal materials and components that we use in our various 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. Input costs increased modestly in the first quarter of 2012, with the largest increases occurring in tires and engines and smaller increases in other purchased components. These increases were partially offset by reductions in steel prices and competitive sourcing activities.

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 on a regular basis on their ability to meet our requirements and standards. We actively manage our material supply sourcing, and may 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 to include Asian suppliers, leveraging our overall purchasing volumes to obtain favorable quantities and developing a closer working relationship with key suppliers. We continue to search for acceptable alternative supply sources and less expensive supply options on a regular basis, including improving the globalization of our supply base and using suppliers in China and India. 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 (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 March 31, 2012, 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 March 31, 2012.

(b) Changes in Internal Control Over Financial Reporting

As a result of the acquisition of Demag Cranes AG, there were changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Such changes included, interfacing the financial systems of Demag Cranes AG with our systems and implementing procedures to convert the financial results of Demag Cranes from International Financial Reporting Standards to U.S. Generally Accepted Accounting Principles. We are continuing to augment our existing controls to reflect the risks inherent in an acquisition of this magnitude and complexity.

In the three months ended March 31, 2012, we continued our implementation of an integrated suite of enterprise software at certain locations as part of a multi-year global implementation program. The implementation has involved changes to certain processes and related internal controls over financial reporting. We have reviewed the system and the controls affected and made appropriate changes as necessary.

Except as described above, there were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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 March 31, 2012 in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011.

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 March 31, 2012 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	(d) Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (in thousands)
January 1, 2012	90,133 (1)	$18.61	—	—
February 1, 2012	—	—	—	—
March 1, 2012	—	—	—	—
Total	90,133	$18.61	—	—

(1) In January 2012, the Company accepted 90,133 shares of our common stock from an employee of the Company as payment of option exercise prices.

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: April 30, 2012	/s/ Phillip C. Widman Phillip C. Widman Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Date: April 30, 2012	/s/ Mark I. Clair Mark I. Clair Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)

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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 8, 2011 and filed with the Commission on December 13, 2011).
4.1	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to senior debt securities (incorporated by reference to Exhibit 4.1 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.2	Indenture, dated July 20, 2007, between Terex Corporation and HSBC Bank USA, National Association, as Trustee, relating to subordinated debt securities (incorporated by reference to Exhibit 4.2 of the Form S-3 Registration Statement of Terex Corporation, Registration No. 333-144796).
4.3	Supplemental Indenture, dated November 13, 2007, between Terex Corporation and HSBC Bank USA, National Association relating to 8% Senior Subordinated Notes due 2017 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated November 13, 2007 and filed with the Commission on December 14, 2007).
4.4	Supplemental Indenture, dated June 3, 2009, between Terex Corporation and HSBC Bank USA, National Association relating to 10-7/8% Senior Notes Due 2016 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated June 3, 2009 and filed with the Commission on June 8, 2009).
4.5	Second Supplemental Indenture, dated June 3, 2009, between Terex Corporation and HSBC Bank USA, National Association relating to 4% Convertible Senior Subordinated Notes Due 2015 (incorporated by reference to Exhibit 4.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated June 3, 2009 and filed with the Commission on June 8, 2009).
4.6	Supplemental Indenture, dated as of February 7, 2011, to the Supplemental Indenture dated as of June 3, 2009 to the Senior Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to the 10.875% Senior Notes due 2016 (incorporated by reference to Exhibit 4.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated February 7, 2011 and filed with the Commission on February 10, 2011).

4.7	Supplemental Indenture, dated as of February 7, 2011, to the Supplemental Indenture dated as of November 13, 2007 to the Subordinated Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to the 8% Senior Subordinated Notes due 2017 (incorporated by reference to Exhibit 4.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated February 7, 2011 and filed with the Commission on February 10, 2011).
4.8	Supplemental Indenture, dated as of February 7, 2011, to the Second Supplemental Indenture dated as of June 3, 2009 to the Subordinated Debt Indenture dated as of July 20, 2007, with HSBC Bank USA, National Association as Trustee relating to the 4% Convertible Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.3 of the Form 8-K Current Report, Commission File No. 1-10702, dated February 7, 2011 and filed with the Commission on February 10, 2011).
4.9	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).
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 2005 Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 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).
10.12	Amendment to the Terex Corporation 2005 Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of the Form 8-K Current Report, Commission File No. 1-10702, dated December 12, 2008 and filed with the Commission on December 16, 2008).
10.13	Summary of material terms of Terex Corporation Outside Directors' Compensation Program (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated November 23, 2010 and filed with the Commission on November 30, 2010).

10.14	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 12, 2011 and filed with the Commission on May 17, 2011).
10.15	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).
10.16	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).
10.17	Amended and Restated Credit Agreement dated as of August 5, 2011, among Terex Corporation, certain of its subsidiaries, the Lenders named therein and Credit Suisse AG, as Administrative Agent and Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 5, 2011 and filed with the Commission August 10, 2011).

10.18	Guarantee and Collateral Agreement dated as of August 11, 2011, among Terex Corporation, certain of its subsidiaries, and Credit Suisse AG, as Collateral Agent (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated August 11, 2011 and filed with the Commission August 16, 2011).
10.19	Credit Facility Agreement dated November 18, 2010, among Demag Cranes AG, certain of its subsidiaries, the Lenders named therein and Unicredit Bank AG, London Branch, as Facility Agent (incorporated by reference to Exhibit 10.20 of the Form 10-Q for the quarter ended September 30, 2011 of Terex Corporation, Commission File No. 1-10702).
10.20	Waiver Letter dated June 16, 2011 amending the Credit Facility Agreement dated November 18, 2010, among Demag Cranes AG, certain of its subsidiaries, the Lenders named therein and Unicredit Bank AG, London Branch, as Facility Agent (incorporated by reference to Exhibit 10.21 of the Form 10-Q for the quarter ended September 30, 2011 of Terex Corporation, Commission File No. 1-10702).
10.21	Underwriting Agreement, dated March 22, 2012, among Terex Corporation and Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., RBS Securities Inc. and UBS Securities LLC, as representatives for the several underwriters named therein (incorporated by reference to Exhibit 1.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated March 22, 2012 and filed with the Commission March 27, 2012).
10.22	Business Combination Agreement dated June 16, 2011, among Terex Corporation, Terex Industrial Holding AG and Demag Cranes AG (incorporated by reference to Exhibit 10.1 of the Form 8-K Current Report, Commission File No. 1-10702, dated June 16, 2011 and filed with the Commission on June 21, 2011).
10.23	Amended and Restated Employment and Compensation Agreement, dated October 14, 2008, between Terex Corporation and Ronald M. DeFeo (incorporated by reference to Exhibit 10.5 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).
10.24	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).
10.25	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).
10.26	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.

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