

SOUTHERN FIRST BANCSHARES INC
Form 10-Q
August 04, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2015

OR

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

For the Transition Period from to
Commission file number 000-27719

Southern First Bancshares, Inc.

(Exact name of registrant as specified in its charter)

South Carolina

(State or other jurisdiction of incorporation or organization)

58-2459561

(I.R.S. Employer Identification No.)

100 Verdae Boulevard, Suite 100

Greenville, S.C.

(Address of principal executive offices)

29606

(Zip Code)

864-679-9000

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller Reporting Company

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

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
6,236,144 shares of common stock, par value \$0.01 per share, were issued and outstanding as of July 28, 2015.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
June 30, 2015 Form 10-Q

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PART I. CONSOLIDATED FINANCIAL INFORMATION
Item 1. CONSOLIDATED FINANCIAL STATEMENTS

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except share data)	June 30, 2015 (Unaudited)	December 31, 2014 (Audited)
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	\$ 12,085	9,862
Interest-bearing deposits with banks	5,219	25,849
Federal funds sold	24,106	5,553
Total cash and cash equivalents	41,410	41,264
Investment securities:		
Investment securities available for sale	51,465	55,024
Other investments	5,532	6,522
Total investment securities	56,997	61,546
Loans held for sale	12,402	11,765
Loans	963,496	871,446
Less allowance for loan losses	(12,927)	(11,752)
Loans, net	950,569	859,694
Bank owned life insurance	22,382	22,050
Property and equipment, net	22,704	20,845
Deferred income taxes	5,929	5,509
Other assets	6,607	7,192
Total assets	\$ 1,119,000	1,029,865
LIABILITIES		
Deposits	\$ 894,524	788,907
Federal Home Loan Bank advances and other borrowings	115,200	135,200
Junior subordinated debentures	13,403	13,403
Other liabilities	8,206	9,363
Total liabilities	1,031,333	946,873
SHAREHOLDERS' EQUITY		
Preferred stock, par value \$.01 per share, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value \$.01 per share, 10,000,000 shares authorized, 6,236,144 and 6,219,002 shares issued and outstanding at June 30, 2015 and December 31, 2014, respectively	62	62
Nonvested restricted stock	(400)	(494)
Additional paid-in capital	69,192	68,785
Accumulated other comprehensive income (loss)	(112)	302
Retained earnings	18,925	14,337
Total shareholders' equity	87,667	82,992
Total liabilities and shareholders' equity	\$ 1,119,000	1,029,865

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2015	2014	2015	2014
(dollars in thousands, except share data)				
Interest income				
Loans	\$ 10,941	9,309	21,341	18,127
Investment securities	356	465	731	977
Federal funds sold	19	16	45	30
Total interest income	11,316	9,790	22,117	19,134
Interest expense				
Deposits	854	696	1,621	1,376
Borrowings	971	1,024	1,935	2,044
Total interest expense	1,825	1,720	3,556	3,420
Net interest income	9,491	8,070	18,561	15,714
Provision for loan losses	1,000	950	1,625	1,950
Net interest income after provision for loan losses	8,491	7,120	16,936	13,764
Noninterest income				
Loan and mortgage fee income	1,409	613	2,605	955
Service fees on deposit accounts	219	231	445	445
Income from bank owned life insurance	165	167	331	329
Gain on sale of investment securities	36	230	295	230
Other income	286	277	580	529
Total noninterest income	2,115	1,518	4,256	2,488
Noninterest expenses				
Compensation and benefits	4,106	3,514	8,382	6,925
Occupancy	842	730	1,579	1,457
Real estate owned expenses	93	12	855	25
Data processing and related costs	573	622	1,158	1,216
Insurance	213	203	415	395
Professional fees	233	294	466	517
Marketing	222	197	460	398
Other	364	743	791	1,152
Total noninterest expenses	6,646	6,315	14,106	12,085
Income before income tax expense	3,960	2,323	7,086	4,167
Income tax expense	1,400	757	2,498	1,351
Net income	2,560	1,566	4,588	2,816
Preferred stock dividend	-	253	-	445
Net income available to common shareholders	\$ 2,560	1,313	4,588	2,371
Earnings per common share				
Basic	\$ 0.41	0.28	0.74	0.51
Diluted	0.39	0.26	0.70	0.48
Weighted average common shares outstanding				
Basic	6,233,745	4,763,407	6,229,522	4,686,748
Diluted	6,533,658	5,036,553	6,524,317	4,957,000

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(dollars in thousands)	For the three months ended June 30,		For the six months ended June 30,	
	2015	2014	2015	2014
Net income	\$2,560	1,566	4,588	2,816
Other comprehensive income (loss):				
Unrealized gain (loss) on securities available for sale:				
Unrealized holding gain (loss) arising during the period, pretax	(689)	1,093	(332)	2,259
Tax (expense) benefit	234	(371)	113	(768)
Reclassification of realized gain	(36)	(230)	(295)	(230)
Tax expense	12	78	100	78
Other comprehensive income (loss)	(479)	570	(414)	1,339
Comprehensive income	\$2,081	2,136	4,174	4,155

See notes to consolidated financial statements that are an integral part of these consolidated statements.

**SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014
(Unaudited)**

	Common stock		Preferred stock	Nonvested restricted stock	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	
(dollars in thousands, except share data)	Shares	Amount	Shares	Amount				
December 31, 2013	4,319,750	\$ 43	15,299	\$ 15,299	\$ (636)	\$ 43,585	\$ (1,348)	\$ 8,722
Net income	-	-	-	-	-	-	-	2,811
Preferred stock transactions:								
Redemption of preferred stock	-	-	(4,057)	(4,057)	-	-	-	-
Cash dividends on Series T preferred stock	-	-	-	-	-	-	-	(43)
Issuance of common stock	475,000	5	-	-	-	5,945	-	-
Proceeds from exercise of stock options	32,764	-	-	-	-	287	-	-
Issuance of restricted stock	2,000	-	-	-	(27)	27	-	-
Amortization of deferred compensation on restricted stock	-	-	-	-	-	-	-	-
Total liabilities and stockholders' equity		\$427,240		\$404,339				

See accompanying notes.

Alamo Group Inc. and Subsidiaries
Interim Condensed Consolidated Statements of Income
(Unaudited)

(in thousands, except per share amounts)	Three Months Ended	
	March 31, 2013	2012
Net sales:		
North American		
Industrial	\$69,334	\$64,732
Agricultural	49,636	48,271
European	39,459	42,908
Total net sales	158,429	155,911
Cost of sales	123,517	120,673
Gross profit	34,912	35,238
Selling, general and administrative expenses	25,173	24,245
Income from operations	9,739	10,993
Interest expense	(242)	(443)
Interest income	44	55
Other income (expense), net	289	(574)
Income before income taxes	9,830	10,031
Provision for income taxes	2,880	3,246
Net Income	\$6,950	\$6,785
Net income per common share:		
Basic	\$0.58	\$0.57
Diluted	\$0.57	\$0.56
Average common shares:		
Basic	12,006	11,873
Diluted	12,158	12,027
Dividends declared	\$0.07	\$0.06

See accompanying notes.

Alamo Group Inc. and Subsidiaries
 Interim Condensed Consolidated Statements of Comprehensive Income
 (Unaudited)

(in thousands, except per share amounts)	Three Months Ended	
	March 31, 2013	2012
Net Income	\$6,950	\$6,785
Other Comprehensive Income, net of tax:		
Foreign Currency Translation adjustments	(5,793)	4,056
Post Retirement adjustments:		
Net gains (losses) arising during the period	189	149
Other Comprehensive Income	(5,604)	4,205
Comprehensive Income	\$1,346	\$10,990

Alamo Group Inc. and Subsidiaries
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in thousands)	Three Months Ended	
	March 31, 2013	2012
Operating Activities		
Net income	\$6,950	\$6,785
Adjustment to reconcile net income to net cash used by operating activities:		
Provision for doubtful accounts	(86)	11
Depreciation	2,154	2,518
Amortization of debt issuance	32	32
Stock-based compensation expense	192	196
Excess tax benefits from stock-based payment arrangements	(20)	(37)
Provision for deferred income tax (benefit) expense	93	69
Loss on sale of property, plant & equipment	(128)	(37)
Changes in operating assets and liabilities:		
Accounts receivable	(31,377)	(25,094)
Inventories	(11,123)	(12,408)
Prepaid expenses and other assets	(313)	(1,486)
Trade accounts payable and accrued liabilities	14,634	10,723
Income taxes payable	(983)	885
Other long-term liabilities	(318)	142
Net cash provided by (used in) operating activities	(20,293)	(17,701)
Investing Activities		
Purchase of property, plant and equipment	(3,116)	(1,684)
Proceeds from sale of property, plant and equipment	277	49
Net cash used in investing activities	(2,839)	(1,635)
Financing Activities		
Net change in bank revolving credit facility	10,000	45,000
Principal payments on long-term debt and capital leases	(73)	(492)
Proceeds from issuance of debt	—	2,421
Dividends paid	(840)	(712)
Proceeds from sale of common stock	565	39
Excess tax benefits from stock-based payment arrangements	20	37
Net cash provided by (used in) financing activities	9,672	46,293
Effect of exchange rate changes on cash	(1,340)	613
Net change in cash and cash equivalents	(14,800)	27,570
Cash and cash equivalents at beginning of the period	48,291	10,288
Cash and cash equivalents at end of the period	\$33,491	\$37,858
Cash paid during the period for:		
Interest	\$186	\$513
Income taxes	3,848	2,426

See accompanying notes.

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Alamo Group Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements - (Unaudited)

March 31, 2013

1. Basis of Financial Statement Presentation

The accompanying unaudited interim consolidated financial statements of Alamo Group Inc. and its subsidiaries (the "Company") have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. The balance sheet at December 31, 2012, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2012.

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update, or ASU, 2013-02, Comprehensive Income (Topic 220), Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This update requires companies to provide information regarding the amounts reclassified out of accumulated other comprehensive income by component. In addition, companies are required to present, either on the face of the statement where net income is presented or in the accompanying notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The requirements of ASU 2013-02 were adopted in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. The adoption of ASU 2013-02 did not have a material impact on the Company's consolidated financial statements.

On January 2, 2013, the American Taxpayer Relief Act of 2012 (the "ATR Act") was enacted which included an extension of the federal research and development credit retroactively to 2012 and prospectively through 2013. The effects of the ATR Act are recognized in 2013.

In December 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-11, "Disclosures about Offsetting Assets and Liabilities". ASU 2011-11 will require the Company 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. The new guidance is effective for the Company's interim period ending March 31, 2013. The disclosures required are to be applied retrospectively for all comparative periods presented. This guidance will not have an impact on the Company's financial position, results of operations or cash flows, as it is disclosure-only in nature.

2. Accounts Receivable

Accounts Receivable is shown net of the allowance for doubtful accounts of \$2,893,000 and \$3,077,000 at March 31, 2013 and December 31, 2012, respectively.

3. Inventories

Inventories valued at LIFO cost represented 58% and 56% of total inventory at March 31, 2013 and December 31, 2012, respectively. The excess of current cost over LIFO valued inventories was \$8,975,000 at March 31, 2013 and December 31, 2012. Inventory obsolescence reserves were \$8,663,000 at March 31, 2013 and \$9,099,000 at December 31, 2012. The decrease in reserve for obsolescence resulted from the Company's quarterly review in the normal course of business. Net inventories consist of the following:

(in thousands)	March 31, 2013	December 31, 2012
Finished goods	\$94,225	\$93,095
Work in process	9,234	7,922
Raw materials	14,765	7,741
	\$118,224	\$108,758

An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO must necessarily be based, to some extent, on management's estimates at each quarter end.

4. Fair Value Measurements

The Company adopted ASC Subtopic 820-10, "Fair Value Measurements and Disclosures, as amended" as of January 1, 2008. ASC Subtopic 820-10 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. There is a three-tier fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. Fair value measurements are classified under the following hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable

When available, the Company uses quoted market prices to determine fair value, and the Company classifies such measurements within Level 1. In some cases where market prices are not available, the Company makes use of observable market based inputs to calculate fair value, in which case the measurements are classified with Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves, currency rates, etc. These measurements are classified within Level 3.

Fair value measurements are classified to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

5. Common Stock and Dividends

Dividends declared and paid on a per share basis were as follows:

	Three Months Ended March 31,	
	2013	2012
Dividends declared	\$0.07	\$0.06
Dividends paid	0.07	0.06

6. Stock-Based Compensation

The Company has granted options to purchase its common stock to certain employees and directors of the Company and its affiliates under various stock option plans at no less than the fair market value of the underlying stock on the date of grant. These options are granted for a term not exceeding ten years and are forfeited in the event the employee or director terminates his or her employment or relationship with the Company or one of its affiliates other than by retirement or death. These options generally vest over five years. All option plans contain anti-dilutive provisions that permit an adjustment of the number of shares of the Company's common stock represented by each option for any change in capitalization.

The Company's stock-based compensation expense was \$192,000 and \$196,000 for the three months ended March 31, 2013 and December 31, 2012, respectively.

Qualified Options

Following is a summary of activity in the Incentive Stock Option Plans for the period indicated:

For three months ending March 31, 2013

	Shares	Exercise Price*
Outstanding at beginning of year	330,730	
Granted	—	\$—
Exercised	(32,900)	\$17.17
Canceled	(4,300)	\$23.84
Outstanding at March 31, 2013	293,530	\$22.31
Exercisable at March 31, 2013	159,930	\$19.96
Available for grant at March 31, 2013	113,900	

*Weighted Averages

Options outstanding and exercisable at March 31, 2013 were as follows:

Qualified Stock Options	Options Outstanding			Options Exercisable	
	Shares	Remaining Contractual Life(yrs)*	Exercise Price*	Shares	Exercise Price*
Range of Exercise Price					
\$11.45 - \$17.85	86,780	4.53	\$12.47	53,580	\$13.11
\$19.79 - \$32.76	206,750	6.26	\$26.43	106,350	\$23.41
Total	293,530			159,930	

*Weighted Averages

Non-qualified Options

Following is a summary of activity in the Non-Qualified Stock Option Plans for the period indicated:

For three months ending March 31, 2013

	Shares	Exercise Price*
Outstanding at beginning of year	89,700	
Granted	—	\$—
Exercised	—	\$—
Canceled	—	\$—
Outstanding at March 31, 2013	89,700	\$19.91
Exercisable at March 31, 2013	38,100	\$21.91
Available for grant at March 31, 2013	322,750	

*Weighted Averages

Options outstanding and exercisable at March 31, 2013 were as follows:

Non-Qualified Stock Options	Options Outstanding			Options Exercisable	
	Shares	Remaining Contractual Life(yrs)*	Exercise Price*	Shares	Exercise Price*
Range of Exercise Price					
\$11.45 - \$17.85	37,200	6.12	\$11.45	9,600	\$11.45
\$19.79 - \$32.76	52,500	6.36	\$25.90	28,500	\$25.43
Total	89,700			38,100	

*Weighted Averages

Restricted Stock

Following is a summary of activity in the Restricted Stock for the periods indicated:

For three months ending March 31, 2013

	Shares	Price	Weighted- average remaining contractual term (in years)
Outstanding at beginning of year	11,375	\$24.24	2.65
Granted	—	\$—	—
Vested	—	\$—	—
Forfeited or Canceled	—	\$—	—
Outstanding at March 31, 2013	11,375	\$24.24	1.78

7. Earnings Per Share

The following table sets forth the reconciliation from basic to diluted average common shares and the calculations of net income per common share. Net income for basic and diluted calculations do not differ.

(In thousands, except per share)	Three Months Ended March 31,	
	2013	2012
Net Income	\$6,950	\$6,785
Average Common Shares:		
Basic (weighted-average outstanding shares)	12,006	11,873
Dilutive potential common shares from stock options	152	154
Diluted (weighted-average outstanding shares)	12,158	12,027
Basic earnings per share	\$0.58	\$0.57
Diluted earnings per share	\$0.57	\$0.56

8. Segment Reporting

At March 31, 2013 the following includes a summary of the unaudited financial information by reporting segment:

(in thousands)	Three Months Ended	
	March 31, 2013	2012
Net Revenue		
Industrial	\$69,334	\$64,732
Agricultural	49,636	48,271
European	39,459	42,908
Consolidated	\$158,429	\$155,911
Operating Income		
Industrial	\$5,197	\$4,838
Agricultural	2,636	3,304
European	1,906	2,851
Consolidated	\$9,739	\$10,993
Goodwill		
Industrial	\$13,328	\$13,400
Agricultural	—	—
European	17,542	18,965
Consolidated	\$30,870	\$32,365
Total Identifiable Assets		
Industrial	\$149,005	\$157,514
Agricultural	134,790	146,495
European	143,445	147,783
Consolidated	\$427,240	\$451,792

9. Off-Balance Sheet Arrangements

The Company does not have any obligation under any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is party, that has or is reasonably likely to have a material effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

10. Accumulated Other Comprehensive Income

The components of Accumulated Other Comprehensive Income as shown on the Balance Sheet are as follows:

(in thousands)	March 31, 2013	December 31, 2012
Foreign currency translation	\$326	\$6,119
Actuarial gains (losses) related to defined benefit plans	(7,561)	(7,750)
Accumulated other comprehensive income	\$(7,235)	\$(1,631)

11. Contingent Matters

Like other manufacturers, the Company is subject to a broad range of federal, state, local and foreign laws and requirements, including those concerning air emissions, discharges into waterways, and the generation, handling, storage, transportation, treatment and disposal of hazardous substances and waste materials, as well as the remediation of contamination associated with releases of hazardous substances at the Company's facilities and offsite disposal locations, workplace safety and equal employment opportunities. These laws and regulations are constantly changing, and it is impossible to predict with accuracy the effect that changes to such laws and regulations may have on the Company in the future. Like other industrial concerns, the Company's manufacturing operations entail the risk of noncompliance, and there can be no assurance that the Company will not incur material costs or other liabilities as a result thereof.

The Company knows that its Indianola, Iowa property is contaminated with chromium which most likely resulted from chrome plating operations which were discontinued before the Company purchased the property. Chlorinated volatile organic compounds have also been detected in water samples on the property, though the source is unknown at this time. The Company voluntarily worked with an environmental consultant and the state of Iowa with respect to these issues and believes it completed its remediation program in June 2006. The work was accomplished within the Company's environmental liability reserve balance. We requested a "no further action" classification from the state. We received a conditional "no further action" letter in January of 2009. When we demonstrate stable or improving conditions below residential standards for a certain period of time by monitoring existing wells, an unconditional "no further action" letter will be requested.

Prior to December 31, 2012, the Company had an environmental reserve in the amount of \$1,185,000 related to the acquisition of Gradall's facility in New Philadelphia, Ohio. The reserve was for potential ground water contamination/remediation that was identified before the acquisition and believed to have been generated by a third party company located near the Gradall facility. Monitoring of the test wells by the City of New Philadelphia as required by the Ohio EPA has shown no increase in contamination over the past 30 years and the Company was informed in the fourth quarter of 2012 that the wells were plugged during the second half of the year. Based on this information, the Company has determined that a reserve is no longer required.

The Company knows that Bush Hog's main manufacturing property in Selma, Alabama was contaminated with chlorinated volatile organic compounds which most likely resulted from painting and cleaning operations during the 1960s and 1970s. The contaminated areas were primarily in the location of underground storage tanks and underneath the former waste storage area. Under the Asset Purchase Agreement, Bush Hog's prior owner agreed to and has removed the underground storage tanks at its cost and has remediated the identified contamination in accordance with the regulations of the Alabama Department of Environmental Management. An environmental consulting firm was retained by the prior owner and administered the cleanup and will monitor the site on an ongoing basis until the remediation program is complete and approved by the applicable authorities.

Certain other assets of the Company contain asbestos that may have to be remediated over time. The Company believes that any subsequent change in the liability associated with the asbestos removal will not have a material adverse effect on the Company's consolidated financial position or results of operations.

The Company is subject to various other federal, state, and local laws affecting its business, as well as a variety of regulations relating to such matters as working conditions, equal employment opportunities, and product safety. A

variety of state laws regulate the Company's contractual relationships with its dealers, some of which impose restrictive standards on the relationship between the Company and its dealers, including events of default, grounds for termination, non-renewal of dealer contracts, and equipment repurchase requirements. The Company believes it is currently in material compliance with all such applicable laws and regulations.

12. Retirement Benefit Plans

Defined Benefit Plan

In connection with the February 3, 2006 purchase of all the net assets of the Gradall excavator business, Alamo Group Inc. assumed sponsorship of two Gradall non-contributory defined benefit pension plans, both of which were frozen with respect to both future benefit accruals and future new entrants.

The Gradall Company Hourly Employees' Pension Plan covers approximately 328 former employees and 139 current employees who (i) were formerly employed by the former parent of Gradall, (ii) were covered by a collective bargaining agreement and (iii) first participated in the plan before April 6, 1997. An amendment ceasing all future benefit accruals was effective April 6, 1997.

The Gradall Company Employees' Retirement Plan covers approximately 241 former employees and 87 current employees who (i) were formerly employed by the former parent of Gradall, (ii) were not covered by a collective bargaining agreement and (iii) first participated in the plan before December 31, 2004. An amendment ceasing future benefit accruals for certain participants was effective December 31, 2004. A second amendment discontinued all future benefit accruals for all participants effective April 24, 2006.

The Company's pension expense was \$71,000 and \$100,000 for the three months ended March 31, 2013 and March 31, 2012, respectively. The Company is required to contribute \$1,452,000 to the pension plans for 2013, of which \$702,000 has been paid through March 31, 2013.

Supplemental Retirement Plan

The Board of Directors of the Company adopted the Alamo Group Inc. Supplemental Executive Retirement Plan (the "SERP"), effective as of January 3, 2011. The SERP will benefit certain key management or other highly compensated employees of the Company and/or certain subsidiaries who are selected by the Compensation Committee and approved by the Board to participate.

The SERP is intended to provide a benefit from the Company upon retirement, death or disability, or a change in control of the Company. Accordingly, the SERP obligates the Company to pay to a participant a Retirement Benefit (as defined in the SERP) upon the occurrence of certain payment events to the extent a participant has a vested right thereto. A participant's right to his or her Retirement Benefit becomes vested in the Company's contributions upon ten years of Credited Service (as defined in the SERP) or a change in control of the Company. The Retirement Benefit is based on 20% of the final three year average salary of each participant on or after his or her normal retirement age (65 years of age). In the event of the participant's death or a change in control, the participant's vested retirement benefit will be paid in a lump sum to the participant or his or her estate, as applicable, within 90 days after the participant's death or a change in control, as applicable. In the event the participant is entitled to a benefit from the SERP due to disability, retirement or other termination of employment, the benefit will be paid in monthly installments over a period of fifteen years.

The Company records amounts relating to the SERP based on calculations that incorporate various actuarial and other assumptions, including discount rates, rate of compensation increases, retirement dates and life expectancies. The net

periodic costs are recognized as employees render the services necessary to earn the SERP benefits.

The net period expense for the three months ended March 31, 2013 and March 31, 2012 were \$136,000 and \$123,000, respectively.

13. Income Taxes

We are subject to U.S. federal income tax and various state, local, and international income taxes in numerous jurisdictions. Our domestic and international tax liabilities are subject to the allocation of revenue and expenses in different jurisdictions and the timing of recognizing revenue and expenses. Additionally, the amount of income taxes paid is subject to our interpretation of applicable tax laws in the jurisdictions in which we file.

We currently file income tax returns in the U.S., and all foreign jurisdictions in which we have entities, which are periodically under audit by federal, state, and international tax authorities. These audits can involve complex matters that may require an extended period of time for resolution. There are no income tax examinations currently in process. Although the outcome of open tax audits is uncertain, in management's opinion, adequate provisions for income taxes have been made. If actual outcomes differ materially from these estimates, they could have a material impact on our financial condition and results of operations. Differences between actual results and assumptions, or changes in assumptions in future periods are recorded in the period they become known. To the extent additional information becomes available prior to resolution; such accruals are adjusted to reflect probable outcomes. Our effective tax rate is impacted by earnings being realized in countries which have lower statutory rates.

On January 2, 2013, the American Taxpayer Relief Act of 2012 (Act) was enacted. The Act provides tax relief for businesses by reinstating certain tax benefits retroactively to January 1, 2012. There are several provisions of the Act that impact the Company, most notably the extension of the Research and Development credit. Income tax accounting rules require tax law changes to be recognized in the period of enactment; as such, the associated tax benefits of the Act was recognized in the amount of \$350,000 and is reflected in the Company's provision for income taxes in the first quarter of 2013.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following tables set forth, for the periods indicated, certain financial data:

As a Percent of Net Sales	Three Months Ended March 31,			
	2013		2012	
North American				
Industrial	43.8	%	41.5	%
Agricultural	31.3	%	31.0	%
European	24.9	%	27.5	%
Total sales, net	100.0	%	100.0	%

Cost Trends and Profit Margin, as Percentages of Net Sales	Three Months Ended March 31,			
	2013		2012	
Gross margin	22.0	%	22.6	%
Income from operations	6.1	%	7.1	%
Income before income taxes	6.2	%	6.4	%
Net income	4.4	%	4.4	%

Overview

This report contains forward-looking statements that are based on Alamo Group's current expectations. Actual results in future periods may differ materially from those expressed or implied because of a number of risks and uncertainties which are discussed below and in the Forward-Looking Information section.

For the start of 2013, the Company's net income was up 1.6% compared to the same time in 2012, a record for the first quarter. Alamo's Industrial Division saw a 7.1% increase in sales versus the first quarter of 2012, mainly from improved sales in mower products, sweeper and vacuum trucks. However, sales of snow removal equipment were soft. In the Company's Agricultural Division, markets during the first quarter of 2013 reflect moderate increases. While sales to row-crop farms have remained steady, equipment sales to hobby farmers has remained depressed as they continue to be affected by the soft U.S. economy. European sales were down compared to the first quarter of 2012 as both agricultural and governmental markets in Europe remain challenged by weak conditions caused by the general slowdown in the European economy. Gross margins as well as gross margin percent were negatively affected by lower sales of higher-margin replacement parts caused by longer than expected winter conditions and, to a lesser extent, higher sales of low margin tractors. The Company saw backlogs improve during the first quarter of 2013 versus the same period in 2012 which should benefit sales as we progress through the rest of the year.

The Company believes that its markets for 2013 will be steady but could be negatively affected by a variety of factors such as a continued weakness in the overall economy, sovereign debt issues, credit availability, increased levels of government regulations; changes in farm incomes due to commodity prices or governmental aid programs; adverse situations that could affect our customers such as animal disease epidemics, weather conditions such as droughts, floods, snowstorms, etc.; budget constraints or revenue shortfalls in governmental entities and changes in our customers' buying habits due to lack of confidence in the economic outlook.

Results of Operations

Three Months Ended March 31, 2013 vs. Three Months Ended March 31, 2012

Net sales for the first quarter of 2013 were \$158,429,000, an increase of \$2,518,000, or 1.6% compared to \$155,911,000 for the first quarter of 2012. The increase was from improved sales in the Company's Industrial Division, specifically mowing, sweeper and vacuum truck products. Sales in the Agricultural Division were up 2.8% as demand for our products were steady. European sales for the first quarter of 2013 were down, especially in France, as economic uncertainty and financial turmoil continued to affect the entire region.

Net North American Industrial sales increased during the first quarter by \$4,602,000 or 7.1% to \$69,334,000 for 2013 compared to \$64,732,000 during the same period in 2012. The increase came primarily from higher sales of mowing products, sweeper units and vacuum trucks. Sales of snow removal equipment were down compared to the first quarter of 2012.

Net North American Agricultural sales were \$49,636,000 in 2013 compared to \$48,271,000 for the same period in 2012, an increase of \$1,365,000 or 2.8%. The increase was moderate compared to 2012 as sales reflected slower growth in the agricultural market in North America as commodity prices began to retreat somewhat from the strong levels experienced over the past few years.

Net European Sales for the first quarter of 2013 were \$39,459,000, a decrease of \$3,449,000 or 8.0% compared to \$42,908,000 during the first quarter of 2012. The decrease was primarily due to the economic slowdown throughout Europe as governmental and agricultural markets were constrained by Europe's overall economic uncertainty.

Gross profit for the first quarter of 2013 was \$34,912,000 (22.0% of net sales) compared to \$35,238,000 (22.6% of net sales) during the same period in 2012, a decrease of \$326,000. This decrease in both margin dollars and margin percent was mainly due to unfavorable product mix primarily caused by lower sales of higher-margin replacement parts. Also negatively affecting gross profit and margin percent were increased lower margin tractor sales.

Selling, general and administrative expenses (“SG&A”) were \$25,173,000 (15.9% of net sales) during the first quarter of 2013 compared to \$24,245,000 (15.6% of net sales) during the same period of 2012, an increase of \$928,000. Marketing expenses increased due to higher trade show costs in Europe and, to a lesser extent, more commissions on increased sales.

Interest expense was \$242,000 for the first quarter of 2013 compared to \$443,000 during the same period in 2012, a decrease of \$201,000. The decrease in 2013 came from reduced borrowings in 2013 compared to 2012.

Other Income (expense), net was a \$289,000 income for the first quarter of 2013 compared to a \$574,000 expense in 2012. The income in 2013 and expense in 2012 were mainly the result of foreign exchange rate changes and a \$70,000 gain related to the sale of the Company's Memphis warehouse in the first quarter of 2013.

Provision for income taxes was \$2,880,000 (29.3%) in the first quarter of 2013 compared to \$3,246,000 (32.4%) during the same period in 2012. Due to the delay in signing the American Taxpayer Relief Act of 2012 which extended research and development tax credits, the Company was not able to include \$350,000 of tax credits in its 2012 financial statements but instead recognized this tax benefit in the first quarter of 2013.

The Company's net income after tax was \$6,950,000 or \$0.57 per share on a diluted basis for the first quarter of 2013 compared to \$6,785,000 or \$0.56 per share on a diluted basis for the first quarter of 2012. The increase of \$165,000 resulted from the factors described above.

Liquidity and Capital Resources

In addition to normal operating expenses, the Company has ongoing cash requirements which are necessary to operate the Company's business, including inventory purchases and capital expenditures. The Company's inventory and accounts payable levels typically build in the first half of the year and in the fourth quarter in anticipation of the spring and fall selling seasons. Accounts receivable historically build in the first and fourth quarters of each year as a result of fall preseason sales programs and out of season sales, particularly in our Agricultural Division. Preseason sales help level the Company's production during the off season.

As of March 31, 2013, the Company had working capital of \$240,343,000 which represents an increase of \$11,671,000 from working capital of \$228,672,000 of December 31, 2012. The increase in working capital was primarily from higher levels of accounts receivable and inventory due to seasonality.

Capital expenditures were \$3,116,000 for the first three months of 2013, compared to \$1,684,000 during the first three months of 2012. The Company expects to fund expenditures from operating cash flows or through its revolving credit facility, described below.

The Company was authorized by its Board of Directors in 1997 to repurchase up to 1,000,000 shares of the Company's common stock to be funded through working capital and credit facility borrowings. There were no shares purchased in 2012 or through the first quarter of 2013. The authorization to repurchase up to 1,000,000 shares remains available less 42,600 shares previously repurchased.

Net cash provided by financing activities was \$9,672,000 during the three month period ending March 31, 2013, compared to \$46,293,000 for the same period in 2012.

The Company has \$31,767,000 in cash and cash equivalents held by its foreign subsidiaries as of March 31, 2013. The majority of these funds are at our UK and Canadian facilities and would not be available for use in the United States without incurring US federal and state tax consequences. The Company plans to use these funds for capital

expenditures or acquisitions outside the United States.

The Company maintains a revolving credit facility with certain lenders under its Amended and Restated Revolving Credit Agreement. The aggregate commitments from lenders under such revolving credit facility is \$100,000,000 and, subject to certain conditions, the Company has the option to request an increase in aggregate commitments of up to an additional \$50,000,000. The revolving credit agreement requires us to maintain various financial covenants including a minimum EBIT to interest expense ratio, a minimum leverage ratio and a minimum asset coverage ratio. The agreement also contains various covenants relating to limitations on indebtedness, limitations on investments and acquisitions, limitations on sale of properties and limitations on liens and capital expenditures. The revolving credit agreement also contains other customary covenants, representations and

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events of defaults. As of March 31, 2013, the Company was in compliance with the covenants under the revolving credit facility. The termination date of the revolving credit facility is March 28, 2016. As of March 31, 2013, \$10,000,000 was outstanding under the revolving credit facility. On March 31, 2013, \$996,000 of the revolver capacity was committed to irrevocable standby letters of credit issued in the ordinary course of business as required by vendors' contracts resulting in \$89,004,000 in available borrowings.

Alamo Group Europe Limited renewed its facility with Lloyds TSB Bank plc. The facility was renewed effective November 12, 2012 and any outstanding balance would bear interest at Lloyds' Base Rate plus 2.0% per annum. The facility is unsecured but guaranteed by the U.K. subsidiaries of Alamo Group Europe Limited. As of March 31, 2013, there were no outstanding balances in British pounds borrowed against the U.K. overdraft facility.

There are additional lines of credit: for the Company's French operations in the amount of 6,200,000 Euros; for our Canadian operation in the amount of 4,000,000 Canadian dollars; and for our Australian operation in the amount of 400,000 Australian dollars. As of March 31, 2013, 168,000 Euros were borrowed against the French line of credit; no Canadian dollars were outstanding on the Canadian line of credit; and no Australian dollars were outstanding under its facility. The Canadian and Australian revolving credit facilities are guaranteed by the Company.

As of March 31, 2013, the Company is in compliance with the terms and conditions of its credit facilities.

Management believes the bank credit facilities and the Company's ability to internally generate funds from operations should be sufficient to meet the Company's cash requirements for the foreseeable future. However, the challenges affecting the banking industry and credit markets in general can potentially cause changes to credit availability which creates a level of uncertainty.

Critical Accounting Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Critical Accounting Policies

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements. Management believes the following critical accounting policies reflect its more significant estimates and assumptions used in the preparation of the Consolidated Financial Statements. For further information on the critical accounting policies, see Note 1 of our Notes to Consolidated Financial Statements.

Allowance for Doubtful Accounts

The Company evaluates its ability to collect accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer's inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for

bad debt based on historical experience of bad debts as a percent of revenues for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

The Company evaluates all aged receivables that are over 60 days old and reserves specifically on a 90-day basis. The Company's U.S. operations have Uniform Commercial Code ("UCC") filings on practically all wholegoods each dealer purchases. This allows the Company in times of a difficult economy when the customer is unable to pay or has filed for bankruptcy (usually Chapter 11), to repossess the customer's inventory. This also

allows Alamo Group to maintain a reserve over its cost which usually represents the margin on the original sales price.

The bad debt reserve balance was \$2,893,000 at March 31, 2013 and \$3,077,000 at December 31, 2012.

Sales Discounts

At March 31, 2013 the Company had \$18,467,000 in reserves for sales discounts compared to \$15,005,000 at December 31, 2012 on products shipped to our customers under various promotional programs. The increase was primarily due to additional discounts reserved on the Company's agricultural products during the pre-season, which runs from August to December of each year and orders are shipped through the first quarter of 2013. The Company reviews the reserve quarterly based on analysis made on each program outstanding at the time.

The Company bases its reserves on historical data relating to discounts taken by the customer under each program. Historically between 85% and 95% of the Company's customers who qualify for each program, actually take the discount that is available.

Inventories – Obsolescence and Slow Moving

The Company had \$8,663,000 at March 31, 2013 and \$9,099,000 at December 31, 2012 in reserve to cover obsolete and slow moving inventory. The decrease in reserve for obsolescence resulted from the Company's review during its normal course of business. The obsolete and slow moving policy states that the reserve is to be calculated on a basis of: 1) no inventory usage over a three year period and inventory with quantity on hand is deemed obsolete and reserved at 100 percent and 2) slow moving inventory with little usage requires a 100 percent reserve on items that have a quantity greater than a three year supply. There are exceptions to the obsolete and slow moving classifications if approved by an officer of the Company based on specific identification of an item or items that are deemed to be either included or excluded from this classification. In cases where there is no historical data, management makes a judgment based on a specific review of the inventory in question to determine what reserves, if any are appropriate. New products or parts are generally excluded from the reserve policy until a three year history has been established.

The reserve is reviewed and if necessary, adjustments made, on a quarterly basis. The Company relies on historical information to support its reserve. Once the inventory is written down, the Company does not adjust the reserve balance until the inventory is sold.

Warranty

The Company's warranty policy is generally to provide its customers warranty for up to one year on all equipment and 90 days for parts.

Warranty reserve, as a percent of sales, is calculated by taking the current twelve months of expenses and prorating that based on twelve months of sales with a six month lag period. The Company's historical experience is that an end-user takes approximately 90 days to six months from the receipt of the unit to file a warranty claim. A warranty reserve is established for each different marketing group. Reserve balances are evaluated on a quarterly basis and adjustments are made when required.

The current liability warranty reserve balance was \$5,031,000 at March 31, 2013 and \$5,007,000 at December 31, 2012.

Product Liability

At March 31, 2013 the Company had accrued \$155,000 in reserves for product liability cases compared to \$161,000 at December 31, 2012. The Company accrues primarily on a case by case basis and adjusts the balance quarterly.

The Company renewed its U.S. insurance coverage on September 30, 2012 and the S.I.R. for all U.S. products was \$100,000 per claim. The Company also carries product liability coverage in Europe, Canada and Australia which contain substantially lower S.I.R.'s or deductibles.

Goodwill

Goodwill consists of the excess of the purchase price over the fair value of identifiable net assets of businesses acquired. We perform our annual goodwill impairment test as of October 1 and monitor for interim triggering events on an ongoing basis. Goodwill is reviewed for impairment utilizing a qualitative assessment or a two-step process. We have an option to make a qualitative assessment of a reporting unit's goodwill for impairment. If we choose to perform a qualitative assessment and determine the fair value more likely than not exceeds the carrying value, no further evaluation is necessary. For reporting units where we perform the two-step process, the first step requires us to compare the fair value of each reporting unit, which we primarily determine using an income approach based on the present value of discounted cash flows, to the respective carrying value, which includes goodwill. If the fair value of the reporting unit exceeds its carrying value, the goodwill is not considered impaired. If the carrying value is higher than the fair value, there is an indication that an impairment may exist and the second step is required. In step two, the implied fair value of goodwill is calculated as the excess of the fair value of a reporting unit over the fair values assigned to its assets and liabilities. If the implied fair value of goodwill is less than the carrying value of the reporting unit's goodwill, the difference is recognized as an impairment loss.

The Company estimates the fair value of its reporting units using a discounted cash flow analysis. This analysis requires the Company to make significant assumptions and estimates about the extent and timing of future cash flows, discount rates and growth rates. The cash flows are estimated over a significant future period of time, which makes those estimates and assumptions subject to an even higher degree of uncertainty. The Company also utilizes market valuation models and other financial ratios, which require the Company to make certain assumptions and estimates regarding the applicability of those models to its assets and businesses. As of March 31, 2013, the Company had \$30,870,000 of goodwill, which represents 7% of total assets.

The Company recognized goodwill impairment at one of its French operations, Fauchaux of \$656,000 in 2012. The primary reason for the goodwill impairment in 2012 was the general economic downturn that continues to affect the Company's European operations. This caused the Company to revise its expectations about future revenue, which is a significant factor in the discounted cash flow analysis used to estimate the fair value of the Company's reporting units. During the 2012 impairment analysis review, it was noted that even though the Schwarze and Rivard reporting units' fair value was above carrying value, it was not materially different. On March 31, 2013, there was approximately \$6.9 million and \$11.5 million of goodwill related to the Schwarze and Rivard reporting units respectively. These reporting units would be most likely affected by changes in the Company's assumptions and estimates. The calculation of fair value could increase or decrease depending on changes in the inputs and assumptions used, such as changes in the reporting unit's future growth rates, discount rates, etc.

Management believes that the estimated valuations it arrived at are reasonable and consistent with what other marketplace participants would use in valuing the Company's components. However, management cannot give any assurance that these market values will not change in the future. For example, if discount rates demanded by the market increase, this could lead to reduced valuations under the income approach. If the Company's projections are not achieved in the future, this could lead management to reassess their assumptions and lead to reduced valuations under the income approach. If the market price of the Company's stock decreases, this could cause the Company to reassess the reasonableness of the implied control premium, which might cause management to assume a higher discount rate under the income approach which could lead to reduced valuations. If future similar transactions exhibit lower multiples than those observed in the past, this could lead to reduced valuations under the similar transactions approach. And finally, if there is a general decline in the stock market and particularly in those companies selected as comparable to the Company's components, this could lead to reduced valuations under the public company market multiple approach. The Company's annual impairment test is performed during the fourth quarter of each fiscal year. Given the current market conditions and continued economic uncertainty, the fair value of the Company's components could deteriorate which could result in the need to record impairment charges in future periods. The

Company also monitors potential triggering events including changes in the business climate in which it operates, attrition of key personnel, volatility in the capital markets, the Company's market capitalization compared to its book value, the Company's recent operating performance, and the Company's financial projections. The occurrence of one or more triggering events could require additional impairment testing, which could result in future impairment charges. In particular, since the carrying value of the Schwarze, Rivard and Fauchaux, reporting units are not materially different from fair value, any changes to the Company's assumptions could lead to an indicated impairment in step one, requiring the Company to proceed to step two and potentially record an impairment charge.

Forward-Looking Information

Part I of this Quarterly Report on Form 10Q and the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Part II of this Quarterly Report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In addition, forward-looking statements may be made orally or in press releases, conferences, reports or otherwise, in the future by or on behalf of the Company.

Statements that are not historical are forward-looking. When used by or on behalf of the Company, the words “estimate,” “believe,” “intend” and similar expressions generally identify forward-looking statements made by or on behalf of the Company.

Forward-looking statements involve risks and uncertainties. These uncertainties include factors that affect all businesses operating in a global market, as well as matters specific to the Company and the markets it serves. Particular risks and uncertainties facing the Company include changes in market conditions; increased competition; decreases in the prices of agricultural commodities, which could affect our customers' income levels; budget constraints or income shortfalls which could affect the purchases of our type of equipment by governmental customers; credit availability for both the Company and its customers, adverse weather conditions such as droughts, floods, snowstorms, etc. which can affect buying patterns of the Company’s customers and related contractors; the price and availability of critical raw materials, particularly steel and steel products; energy cost; increased cost of new governmental regulations which effect corporations; the potential effects on the buying habits of our customers due to animal disease outbreaks such as mad cow and other epidemics; the Company’s ability to develop and manufacture new and existing products profitably; market acceptance of new and existing products; the Company’s ability to maintain good relations with its employees; and the ability to hire and retain quality employees.

In addition, the Company is subject to risks and uncertainties facing the industry in general, including changes in business and political conditions and the economy in general in both domestic and international markets; weather conditions affecting demand; slower growth in the Company’s markets; financial market changes including increases in interest rates and fluctuations in foreign exchange rates; actions of competitors; the inability of the Company’s suppliers, customers, creditors, public utility providers and financial service organizations to deliver or provide their products or services to the Company; seasonal factors in the Company’s industry; unforeseen litigation; government actions including budget levels, regulations and legislation, primarily relating to the environment, commerce, infrastructure spending, health and safety; and availability of materials.

The Company wishes to caution readers not to place undue reliance on any forward-looking statements and to recognize that the statements are not predictions of actual future results. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the risks and uncertainties described above, as well as others not now anticipated. The foregoing statements are not exclusive and further information concerning the Company and its businesses, including factors that could potentially materially affect the Company’s financial results, may emerge from time to time. It is not possible for management to predict all risk factors or to assess the impact of such risk factors on the Company’s businesses.

Item 3. Quantitative and Qualitative Disclosures About Market Risks

The Company is exposed to various markets risks. Market risks are the potential losses arising from adverse changes in market prices and rates. The Company does not enter into derivative or other financial instruments for trading or speculative purposes.

Foreign Currency Risk

International Sales

A portion of the Company's operations consists of manufacturing and sales activities in international jurisdictions. The Company primarily manufactures its products in the U.S., U.K., France, Canada and Australia. The Company sells its products primarily in the functional currency within the markets where the products are produced, but certain sales from the Company's U.K. and Canadian operations are denominated in other foreign currencies. As a result, the Company's financials, specifically the value of its foreign assets, could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the other markets in which the subsidiaries of the Company distribute their products.

To mitigate the short-term affect of changes in currency exchange rates on the Company's functional currency-based sales, the Company's U.K. subsidiaries regularly enter into foreign exchange forward contracts to hedge approximately 80% of its future net foreign currency collections over a period of six months. As of March 31, 2013, the Company had \$1,669,000 outstanding in forward exchange contracts related to accounts receivables. A 15% fluctuation in exchange rates for these currencies would change the fair value by approximately \$250,000. However, since these contracts hedge foreign currency denominated transactions, any change in the fair value of the contracts should be offset by changes in the underlying value of the transaction being hedged.

Exposure to Exchange Rates

The Company's earnings are affected by fluctuations in the value of the U.S. dollar as compared to foreign currencies, predominately in European countries, as a result of the sales of its products in international markets. Foreign currency options and forward contracts are used to hedge against the earnings effects of such fluctuations. The result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company's sales are denominated would result in a decrease in gross profit of \$1,290,000 for the three month period ending March 31, 2013. Comparatively, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company's sales are denominated would have resulted in a decrease in gross profit of approximately \$1,424,000 for the three month period ended March 31, 2012. This calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar. In addition to the direct effects of changes in exchange rates, which include a changed dollar value of the resulting sales, changes in exchange rates may also affect the volume of sales or the foreign currency sales price as competitors' products become more or less attractive. The Company's sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency prices. The translation adjustment during the first quarter of 2013 was a loss of \$5,793,000. On March 31, 2013, the British pound closed at .6578 relative to 1.00 U.S. dollar, and the Euro closed at .7802 relative to 1.00 U.S. dollar. At December 31, 2012 the British pound closed at .6155 relative to 1.00 U.S. dollar and the Euro closed at .7579 relative to 1.00 U.S. dollar. By comparison, on March 31, 2012, the British pound closed at .6245 relative to 1.00 U.S. dollar, and the Euro closed at .7495 relative to 1.00 U.S. dollar. No assurance can be given as to future valuations of the British pound or Euro or how further movements in those or other currencies could affect future earnings or the financial position of the Company.

Interest Rate Risk

The Company's long-term debt bears interest at variable rates. Accordingly, the Company's net income is affected by changes in interest rates. Assuming the current level of borrowings at variable rates and a two percentage point change in the first quarter 2013 average interest rate under these borrowings, the Company's interest expense would have changed by approximately \$50,000. In the event of an adverse change in interest rates, management could take actions to mitigate its exposure. However, due to the uncertainty of the actions that would be taken and their possible

effects this analysis assumes no such actions. Further this analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

Item 4. Controls and Procedures

Disclosure Controls and Procedures.

An evaluation was carried out under the supervision and with the participation of Alamo's management, including our President and Chief Executive Officer, Executive Vice President and Chief Financial Officer (Principal

Financial Officer) and Vice-President and Corporate Controller, (Principal Accounting Officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13A-15(e) under the Securities Exchange Act of 1933). Based upon the evaluation, the President and Chief Executive Officer, Executive Vice President and Chief Financial Officer (Principal Financial Officer) and Vice-President, Corporate Controller, (Principal Accounting Officer) concluded that the Company's design and operation of these disclosure controls and procedures were effective at the end of the period covered by this report.

PART II. OTHER INFORMATION

Item 1. - None

Item 2 - None

Item 3 - None

Item 4 - None

Item 5. Other Information

(a) Reports on Form 8-K

May 1, 2013 – Press Release announcing First Quarter 2013 earnings.

(b) Other Information

None

Item 6. Exhibits

(a) Exhibits

31.1	—	Certification by Ronald A. Robinson under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
31.2	—	Certification by Dan E. Malone under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
31.3	—	Certification by Richard J. Wehrle under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.1	—	Certification by Ronald A. Robinson under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.2	—	Certification by Dan E. Malone under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.3	—	Certification by Richard J. Wehrle under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
101.INS	—	XBRL Instance Document	Filed Herewith
101.SCH	—	XBRL Taxonomy Extension Schema Document	Filed Herewith
101.CAL	—	XBRL Taxonomy Extension Calculation Linkbase Document	Filed Herewith
101.LAB	—	XBRL Taxonomy Extension Label Linkbase Document	Filed Herewith
101.PRE	—	XBRL Taxonomy Extension Presentation Linkbase Document	Filed Herewith
101.DEF	—	XBRL Taxonomy Extension Definition Linkbase Document	Filed Herewith

Alamo Group Inc. and Subsidiaries

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.

Alamo Group Inc.
(Registrant)

/s/ Ronald A. Robinson
Ronald A. Robinson
President & Chief Executive Officer

/s/ Dan E. Malone
Dan E. Malone
Executive Vice President & Chief Financial Officer
(Principal Financial Officer)

/s/ Richard J. Wehrle
Richard J. Wehrle
Vice President & Corporate Controller
(Principal Accounting Officer)