TEREX CORP
Form 424B5
November 07, 2007

The information in this prospectus supplement and the accompanying prospectus relates to an effective registration statement under the Securities Act of 1933, but is not complete may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)5
Registration No. 333-144796

SUBJECT TO COMPLETION, DATED NOVEMBER 6, 2007
PRELIMINARY PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED NOVEMBER 6, 2007

$500,000,000

% Senior Subordinated Notes due 2015
% Senior Subordinated Notes due 2017

We are offering $ aggregate principal amount of our % Senior Subordinated Notes due 2015 (the 2015 notes) and $ aggregate principal amount of our % Senior Subordinated Notes due 2017 (the 2017 notes and, together with the 2015 notes, the notes). We will pay interest on the notes semi-annually on each and , commencing on , 2008. The 2015 notes will mature on , 2015 and the 2017 notes will mature on , 2017. We may redeem the 2015 notes, in whole or in part, on or after , 2011 and the 2017 notes, in whole or in part, on or after , 2012, at the respective redemption prices set forth in this prospectus supplement. Prior to , 2011 and , 2012, respectively, we may redeem the 2015 notes and/or the 2017 notes, in whole or in part, at a price equal to 100% of the principal amount thereof plus a make-whole premium set forth in this prospectus supplement. In addition, prior to , 2010, we may redeem up to 35% of the 2015 notes and up to 35% of the 2017 notes from the proceeds of certain equity offerings.

The notes will be our senior subordinated obligations and will be subordinated in right of payment to all of our senior indebtedness. See Description of the Notes for a complete description of the terms of the notes.

Investing in the notes involves certain risks. See Risk Factors beginning on page S-13.

	Price to Public	Underwriters Discounts and Commissions	Proceeds to the Company
Per note	%	%	%
Total	$	$	$

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the notes, in book-entry form only through The Depository Trust Company, will be made on or about , 2007.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Joint Book-Running Managers

Credit Suisse **Citi** **UBS Investment Bank**

Lead Manager

Banc of America Securities LLC

Co-Managers

ABN AMRO Incorporated **CALYON**
Dresdner Kleinwort **HSBC**

Morgan Stanley

The date of this prospectus supplement is , 2007.

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You should carefully read this prospectus supplement, the accompanying prospectus and any free writing prospectus delivered in connection with this offering. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus delivered in connection with this offering. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, the notes only in jurisdictions where such offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of this prospectus supplement or the date of the accompanying prospectus and the information in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the date of those respective documents, regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or of any sale of the notes. If the information varies between this prospectus supplement and the accompanying prospectus, the information in this prospectus supplement supersedes the information in the accompanying prospectus.

This prospectus supplement and the accompanying prospectus are part of a shelf registration statement that we have filed with the Securities and Exchange Commission, or the SEC. By using a shelf registration statement, we may sell any combination of the securities described in the accompanying prospectus from time to time and in one or more offerings. Before purchasing any notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with documents incorporated by reference into this prospectus supplement and the accompanying prospectus and the additional information described under the heading Incorporation of Documents by Reference.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, including the sections entitled Summary, Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations, and the accompanying prospectus, including the documents incorporated therein by reference, contains forward-looking statements that involve certain contingencies and uncertainties. Generally, the words may, expects, intends, anticipates, plans projects, estimates and the negative thereof and analogous or similar expressions are intended to identify forward-looking statements. However, the absence of these words does not mean that the statement is not forward-looking. We have based these forward-looking statements on our current expectations and projections about future events. These statements are not guarantees of future performance. Such statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Such risks and uncertainties, many of which are beyond our control, include, among others:

- our businesses are highly cyclical and weak general economic conditions may affect the sales of our products and our financial results;
- our business is sensitive to fluctuations in interest rates and government spending;
- our ability to successfully integrate acquired businesses;
- our retention of key management personnel;
- our businesses are very competitive and may be affected by pricing, product initiatives and other actions taken by competitors;
- the effects of changes in laws and regulations;
- our business is international in nature and is subject to changes in exchange rates between currencies, as well as international politics;
- our continued access to capital and ability to obtain parts and components from suppliers on a timely basis at competitive prices;
- the financial condition of suppliers and customers, and their continued access to capital;
- our ability to timely manufacture and deliver products to customers;
- possible work stoppages and other labor matters;
- our debt outstanding and the need to comply with restrictive covenants contained in our debt agreements;
- our ability to maintain adequate disclosure controls and procedures, maintain adequate internal control over financial reporting and file our periodic reports with the SEC on a timely basis;
- our implementation of a global enterprise system and its performance;
- the investigations by the SEC and the U.S. Department of Justice, Antitrust Division;
- compliance with applicable environmental laws and regulations;
- product liability claims and other liabilities arising out of our business; and
- other factors, including those identified under the caption Risk Factors.

Actual events or our actual future results may differ materially from any forward-looking statement due to these and other risks, uncertainties and significant factors. The forward-looking statements made in this prospectus supplement reflect our expectations and projections as of the date of this prospectus supplement. We do not undertake any obligation to update publicly any forward-looking statement, which may result from changes in events, conditions, circumstances or expectations on which we have based any forward-looking statement, except as required by law.

SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement. This summary is not complete and may not contain all of the information that you should consider before investing in the notes. You should read the entire prospectus supplement carefully, including the Risk Factors section and the financial statements and notes to these statements contained or incorporated by reference in this prospectus supplement or in our filings with the Securities and Exchange Commission. All references in this prospectus supplement to we, us, our, Terex or the Company mean Terex Corporation and its subsidiaries, unless indicated otherwise. All financial information herein excludes discontinued operations, unless the context otherwise requires or where otherwise indicated. In this prospectus supplement, we refer to certain financial measures that are not recognized under U.S generally accepted accounting principles, or GAAP. See Summary Consolidated Financial Information Presentation of Financial and Other Information.

Our Company

We are a diversified global manufacturer of capital equipment focused on delivering reliable, customer relevant solutions for the construction, infrastructure, quarrying, mining, shipping, transportation, refining and utility industries. We operate in five reportable segments: (i) Terex Aerial Work Platforms; (ii) Terex Construction; (iii) Terex Cranes; (iv) Terex Materials Processing & Mining; and (v) Terex Roadbuilding, Utility Products and Other. We remain focused on delivering products that are reliable, cost-effective and improve our customers return on invested capital, or ROIC. Our products are manufactured at plants in North America, Europe, Australia, Asia and South America, and are sold worldwide. The diversity and balance of our business are shown below in the composition of our net sales by segment and by geography for the fiscal year ended December 31, 2006, excluding the impact of corporate eliminations:

Our Company was originally incorporated in Delaware in October 1986 as Terex U.S.A., Inc. We have grown at a rapid rate since that time, achieving $7.6 billion of net sales in 2006, a 24.2% increase from our $6.2 billion of net sales in 2005. Since 2002, most of our growth has been achieved organically, as we focus on becoming a superb operating company under the Terex franchise. Our significant net sales growth and operating margin expansion from 2002 through 2006 are shown below.

We continue to focus on integrating the companies that we have acquired. In the past, our Company operated in a decentralized manner. However, we have increasingly coordinated our operations to improve our business. We are becoming a more unified operating company, one that combines the strengths of many different people, products and technologies under one global umbrella. We have concentrated on improving our financial reporting and will continue to focus on integrating other aspects of our business as well.

In 2005, we announced an internal improvement plan, the Terex Business System or TBS. The Terex Business System is based on lean principles and lean thinking as applied to every aspect of our business. This initiative provides the framework for our Company s activities for years to come, with progress already achieved during 2006. We use ROIC to measure the effectiveness of these initiatives, and have established the goal of delivering an average of 20% or greater ROIC through an economic cycle.

In addition, we are focusing on expanding our business globally, with an increased emphasis on developing markets such as China, India, Russia, the Middle East and Latin America. We have established several joint ventures as well as a number of wholly owned operations as part of this business development process.

Backlog

Our backlog, which we define as firm orders that are expected to be filled within one year, has increased substantially over the past several years, rising from $399.9 million as of December 31, 2002 to $4.1 billion as of September 30, 2007. This represents an increase of more than $3.6 billion over that period. We believe the disclosure of backlog aids in the analysis of our customers demand for our products, as well as our ability to meet that demand. We anticipate continued strong end markets for the remainder of 2007 and 2008, with most of our products continuing to participate in an expanding global marketplace. The growth in our backlog, as shown in the table below, mainly reflects a continued sharp increase in crane orders, which are outpacing our ability to manufacture and deliver products to our customers, as well as favorable order activity in the Construction segment and the Materials Processing & Mining segment.

Below is a chart showing our backlog as of September 30, 2007, as well as a year-over-year comparison:

	As of September 30,		**Variance**	
	2007	**2006**	**$**	**%**
	($ amounts in millions)			
Aerial Work Platforms	$ 649.8	$ 517.3	$ 132.5	25.6%
Construction	731.6	335.5	396.1	118.1%
Cranes	1,741.8	1,017.6	724.2	71.2%
Materials Processing & Mining	792.5	372.2	420.3	112.9%
Roadbuilding, Utility Products and Other	142.4	224.1	(81.7)	(36.5)%
Total	$ 4,058.1	$ 2,466.7	$ 1,591.4	64.5%

Terex Aerial Work Platforms

Our Aerial Work Platforms segment designs, manufactures and markets aerial work platform equipment, telehandlers, light construction equipment and construction trailers. Products include material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, telehandlers, construction trailers, trailer-mounted light towers, power buggies, generators, related components and replacement parts, and other products. Customers in the construction and building maintenance industries use these products to build and/or maintain large physical assets and structures. For the nine months ended September 30, 2007, our Aerial Work Platforms segment accounted for approximately 26% of our net sales, delivering 11.1% growth year-over-year with operating margin improving from 18.3% to 20.5%.

Terex Construction

Our Construction segment designs, manufactures and markets two primary categories of equipment and their related components and replacement parts: heavy construction equipment (including off-highway trucks, scrapers, hydraulic excavators, large wheel loaders, material handlers and truck mounted articulated hydraulic cranes) and compact construction equipment (including loader backhoes, compaction equipment, mini and midi excavators, site dumpers and wheel loaders). Construction, logging, mining, industrial and government customers use these products in construction and infrastructure projects and in coal, minerals, sand and gravel operations. For the nine months ended

September 30, 2007, our Construction segment accounted for approximately 21% of our net sales, delivering 18.5% growth year-over-year with operating margin improving from 2.1% to 3.2%.

Terex Cranes

Our Cranes segment designs, manufactures and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, truck mounted cranes (boom trucks) and telescopic container stackers, as well as their related replacement parts and components. These products are used primarily for construction, repair and maintenance of infrastructure, building and manufacturing facilities. For the nine months ended September 30, 2007, our Cranes segment accounted for approximately 24% of our net sales, delivering 26.9% growth year-over-year with operating margin improving from 8.2% to 11.0%.

Terex Materials Processing & Mining

Our Materials Processing & Mining segment designs, manufactures and markets crushing and screening equipment (including crushers, impactors, washing systems, screens, trommels and feeders), hydraulic mining excavators, high capacity surface mining trucks, drilling equipment, related components and replacement parts, and other products. Construction, mining, quarrying and government customers use these products in construction and commodity mining. For the nine months ended September 30, 2007, our Materials Processing & Mining segment accounted for approximately 22% of our net sales, delivering 20.8% growth year-over-year with operating margin improving from 11.6% to 11.8%.

Terex Roadbuilding, Utility Products and Other

Our Roadbuilding, Utility Products and Other (Roadbuilding/Utility) segment designs, manufactures and markets asphalt and concrete equipment (including pavers, plants, mixers, reclaimers, stabilizers and profilers), landfill compactors and utility equipment (including digger derricks, aerial devices and cable placers), as well as related components and replacement parts. Government, utility and construction customers use these products to build roads, construct and maintain utility lines, trim trees and for other commercial operations. We also own much of the North American distribution channel for the utility products group through our Terex Utilities distribution network. These operations distribute, install and rent our utility aerial devices and digger derricks as well as other products that service the utility industry. They also provide parts and service support for a variety of our other products, including mixers and aerial devices. We also operate a fleet of rental utility products in the United States and Canada. In addition, this segment includes Terex Financial Services (TFS), through which we facilitate loans and leases between customers and various financial institutions. In Europe, Terex Financial Services Holding B.V. (TFSH), our joint venture with a European financial institution, assists customers in the acquisition of our products. For the nine months ended September 30, 2007, our Roadbuilding/Utility segment accounted for approximately 7% of our net sales, declining 10.1% year-over-year with operating margin decreasing from 4.4% to 0.8%.

Business Strategy

Our mission is to delight our current and future construction, infrastructure, mining and other customers with value added offerings that exceed their current and future needs. To achieve our mission we must attract the best people by creating a Terex culture that is safe, exciting, creative, fun and embraces continuous improvement.

Our vision focuses on the Company s core constituencies of customers, stakeholders and team members:

Customers: We aim to be the most customer responsive company in the industry as determined by our customers.

Stakeholders: We aim to be the most profitable company in the industry as measured by ROIC.

Team Members: We aim to be the best place to work in the industry as determined by our team members.

We have grown our net sales and operating income from $2.8 billion and $38.2 million in 2002 to $7.6 billion and $709.5 million in 2006. Over the same period, our backlog has grown from $399.9 million to $2.7 billion and

further increased to $4.1 billion as of September 30, 2007. We believe the building blocks of our growth strategy are in place today to sustain our success for the coming years: our people, our facilities, our perspective, our customers, our business model and our operating foundation in the Terex Business System.

Operating Strategy

We continue to seek improvements through operating initiatives such as the Terex Business System. The Terex Business System is the framework around which we intend to build a better company and achieve our long term goals. The key elements of the Terex Business System are illustrated by the following TBS House diagram:

The TBS House provides a common framework, language and direction for Terex as we work together to build the Company s future.

The three foundational elements of the Terex Business System are:

- Leadership Commitment for Competitive Advantage;
- Superb Human Resource Practices; and
- Customer Driven Business Processes, evidenced by continuous improvement in quality, speed and simplicity.

Acquisition Strategy

Over the last ten years we have completed over 40 acquisitions. Acquisitions and new product development are important components of our growth strategy. We selectively pursue acquisitions through targeting product categories and geographies where we believe we can enhance the customers value proposition and grow market share. We seek acquisitions that offer an attractive financial proposition or an opportunity to quickly improve operating performance. We regularly review and may make additional acquisitions in the future, particularly those that would complement our existing operations and be of significant strategic importance, such as expanding our geographic range and/or product diversity.

Our three largest acquisitions during the last ten years demonstrate the successful execution of our acquisition strategy. These three acquisitions include Genie (September 2002), Demag (August 2002) and Powerscreen (July 1999). With the construction equipment market in which we operate, relatively fragmented and with a number of attractive bolt-on acquisitions available, we believe we are well-positioned to take advantage of attractive acquisition opportunities. See Use of Proceeds and Risk Factors Risk Related to Our Business We may face limitations on our ability to integrate acquired businesses.

Competitive Strengths

We believe our competitive strengths, together with our balanced and comprehensive business strategy, provide us with the flexibility and capability to achieve our goals.

Diversified and Balanced Revenue Base

Our business is highly diversified by products, end markets and geography. For the nine months ended September 30, 2007, our net sales were divided into five separate segments with Aerial Work Platforms, Construction, Cranes, Materials Processing & Mining and Roadbuilding/Utility accounting for approximately 26%, 21%, 24%, 22% and 7%, respectively, of total net sales. Additionally, our net sales are highly diversified by end market with less than 10% of our revenues derived from the North American residential construction market. Finally, given our global scale, we benefit from strong growth in non-North American markets, with non-North American sales accounting for approximately 60% of total net sales for year ended December 31, 2006.

Leading Positions in Certain Construction Equipment Markets

We compete and maintain leading market positions in certain construction equipment markets. Over 60% of our net sales are derived from markets where our primary competitor is smaller than us. Our markets are often characterized by high fragmentation with fewer well-capitalized participants, thereby enabling us to differentiate ourselves through our scale, diverse product offering and breadth of services and gain market share. Additionally, in many markets we compete with smaller niche participants or with industrial conglomerates where construction equipment is not the primary focus, resulting in less direct competition with larger global construction equipment competitors.

Driving Operating Excellence

Driving operating excellence across the entire value chain is vital to our delivering high quality, reliable products on time and at a low cost to our customers. This means working with our suppliers to cut lead times and increase inventory turnover, improving the quality of our existing and new products, improving our order entry and scheduling activities, and developing effective management systems for all of our processes, products and people. To achieve operating excellence in the supply chain, in design and in manufacturing, we apply lean principles and lean thinking to every aspect of our business. The core applications of the lean approach involve our promoting a culture of continuous improvement and removing waste (anything that does not add value) at every organizational level of the Company, and we have established Terex learning centers to teach these principles to key team members throughout the Company. ROIC is an important element of our operating effectiveness. For the calendar year 2007, we expect to achieve a targeted ROIC of greater than 40%, compared to approximately 38% in the comparable period in 2006.

Proven Ability to Identify and Integrate Acquisitions

We have a history of successfully identifying and integrating acquisitions and continue to selectively consider acquisitions that meet our criteria, while maintaining our highly selective approach to acquisition opportunities. Over the last ten years, we have identified and successfully integrated over 40 acquisitions. We believe our scale, diversification and integration expertise allow us to consummate acquisitions resulting in synergies, high returns on invested capital and strong free cash flow generation.

Highly Experienced and Proven Management Team

Our senior and operating level management has extensive experience in the industry. Under the leadership of this team, we have generated a compound annual net sales growth rate of 28.4% from 2002 to the twelve months ended December 31, 2006 and improved operating margin from 1.4% to 9.3% over that period.

Recent Developments

For the nine months ended September 30, 2007, we realized year-over-year net sales growth of 16.6% for the period, mainly as a result of strong international demand and favorable product sales mix. We also improved our operating margin from 9.6% to 11.0%. The table below shows net sales growth and operating margin improvements in our business segments for the nine months ended September 30, 2007 compared to the nine months ended September 30, 2006.

	Net Sales Nine Months Ended September 30,			Operating Margin Nine Months Ended September 30,		
	2007	**2006**	**% Change**	**2007**	**2006**	**% Change**
	($ amounts in millions)					
Aerial Work Platforms	$ 1,751.9	$ 1,576.3	11.1%	20.5%	18.3%	2.2%
Construction	1,362.4	1,150.1	18.5%	3.2%	2.1%	1.0%
Cranes	1,571.9	1,238.3	26.9%	11.0%	8.2%	2.8%
Materials Processing & Mining	1,438.7	1,191.1	20.8%	11.8%	11.6%	0.2%
Roadbuilding, Utility Products and Other	496.5	552.3	(10.1)%	0.8%	4.4%	-3.6%
Corporate/Eliminations	(70.0)	(90.0)	(22.2)%	38.4%	42.8%	-4.4%
Total	$ 6,551.4	$ 5,618.1	16.6%	11.0%	9.6%	1.4%

For the nine months ended September 30, 2007, the Aerial Work Platforms segment realized an 11.1% increase in net sales through the period, driven by international sales in Europe, Latin America and Asia Pacific. The Construction segment recognized a net sales increase of 18.5% as strong demand for compact equipment and construction-class excavators in Europe continued. Net sales for the Cranes segment increased 26.9% due to favorable pricing actions and a higher mix of crawler and rough terrain cranes. The Materials Processing & Mining segment reported a net sales increase of 20.8% driven by rising demand for mining trucks and mobile crushing and screening products. The Roadbuilding/Utility segment experienced a net sales decline of 10.1% due primarily to ongoing softness in the North American residential construction market. This segment represented less than 8% of our consolidated net sales for the period. While production capabilities of both the Roadbuilding and Utility Products businesses within this segment continued to improve, end market demand remains soft for certain of their products, particularly for cement mixers within North America. Segment results were also adversely impacted in the third quarter by a bad debt charge of $4.0 million associated with our re-rental business. See Management s Discussion and Analysis of Financial Condition and Results of Operations.

Other Information

Our principal executive offices are located at 200 Nyala Farm Road, Westport, Connecticut 06880, and our telephone number is (203) 222-7170.

The Offering

Issuer	Terex Corporation.
Securities Offered	$ aggregate principal amount of % Senior Subordinated Notes due 2015 and $ aggregate principal amount of % Senior Subordinated Notes due 2017.
Maturity	, 2015 for the 2015 notes, 2017 for the 2017 notes.
Interest Payment Dates	We will pay interest on the notes semi-annually on and of each year, beginning , 2008.
Ranking	The notes will be our senior subordinated unsecured obligations. They will rank senior in right of payment to any of our future subordinated indebtedness, equal in right of payment with any of our existing and future senior subordinated indebtedness, and subordinated in right of payment to any of our existing and future senior indebtedness. The notes will be effectively subordinated to indebtedness and other liabilities of our subsidiaries, including guarantees of the Existing Notes. As of September 30, 2007, on an adjusted basis after giving effect to the offering and the repayment of certain indebtedness as described in Use of Proceeds, we would have had approximately $246 million of senior indebtedness and approximately $298 million of senior subordinated indebtedness, other than the notes, substantially all of such indebtedness would have been guaranteed by our domestic subsidiaries and, accordingly, would be structurally senior to the notes. See Risk Factors Risks Related to this Offering Your right to receive payment on the notes offered hereby is junior to our existing and future senior debt and Risk Factors Risks Related to this Offering The notes will be structurally subordinated to all liabilities of our subsidiaries. In addition, our obligations under our bank credit facilities and the Existing Notes are guaranteed by substantially all of our domestic subsidiaries. The notes offered hereby initially will not have the benefit of any guarantees.
Optional Redemption by Us	
2015 notes	We may redeem some or all of the 2015 notes at any time prior to , 2011, at a price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium. At any time on or after , 2011 (which may be more than once), we can choose to redeem some or all of the notes at certain specified prices plus accrued interest. See Description of the Notes Optional Redemption.
2017 notes	We may redeem some or all of the 2017 notes at any time prior to , 2012, at a price equal to 100% of the principal amount plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium. At any

time on or after , 2012 (which may be more than once), we can choose to redeem some or all of the notes at certain specified prices plus accrued interest. See Description of the Notes Optional Redemption.

Optional Redemption after Equity Offerings

2015 notes

At any time (which may be more than once) before , 2010, we can choose to redeem up to 35% of the outstanding 2015 notes with money that we raise in certain equity offerings, as long as we pay % of the principal amount of the notes plus accrued interest and at least 65% of the notes originally issued remain outstanding afterwards. See Description of the Notes Optional Redemption.

2017 notes

At any time (which may be more than once) before , 2010, we can choose to redeem up to 35% of the outstanding 2017 notes with money that we raise in certain equity offerings, as long as we pay % of the principal amount of the notes plus accrued interest and at least 65% of the notes originally issued remain outstanding afterwards. See Description of the Notes Optional Redemption.

Change of Control

Upon a change of control, each holder may require us to repurchase all or a portion of the notes at a purchase price of 101% of their principal amount plus accrued interest, if any, to the date of purchase. See Description of the Notes Change of Control.

Covenants

The indenture will contain covenants that limit what we (and most or all of our subsidiaries) may do. The indenture will limit our ability to:

- incur additional indebtedness;
- pay dividends and make distributions;
- make certain investments;
- permit payment or dividend restrictions on certain of our subsidiaries;
- transfer and sell assets;
- create certain liens;
- engage in certain transactions with affiliates;
- issue stock of subsidiaries; and
- consolidate or merge or sell all or substantially all of our assets and the assets of our subsidiaries.

In addition, we will be obligated to offer to repurchase the notes at a price of 100% of their principal amount plus accrued interest to the date of repurchase in the event of certain asset sales.

	These restrictions and prohibitions are subject to a number of important qualifications and exceptions. See Description of the Notes Certain Covenants.
Use of Proceeds	Repayment of existing debt, fees and expenses and general corporate purposes, including acquisitions. See Use of Proceeds.
Form	The notes will initially be issued in book-entry form through the facilities of DTC and Euroclear. Such notes will be issued in the form of one or more permanent global notes.
Risk Factors	Your investments in the notes will involve certain risks. You should carefully consider the discussion of risks beginning on page S-13 and the other information included in this prospectus supplement and in the documents incorporated by reference herein prior to making an investment in the notes.

For more complete information about the notes, see the Description of the Notes section of this prospectus supplement.

SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our selected consolidated financial data for the periods presented. The consolidated statements of operations for the years ended December 31, 2006, 2005 and 2004 and the consolidated balance sheet data as of December 31, 2006 and 2005 are derived from our audited consolidated financial statements and related notes as presented elsewhere in this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated by reference in this prospectus supplement. The consolidated statements of operations for the years ended December 31, 2002 and 2003 and the consolidated balance sheet data as of December 31, 2004, 2003 and 2002 are derived from our historical consolidated financial statements not included in this prospectus supplement. The selected historical financial data as of and for the nine months ended September 30, 2007 and 2006 is derived from our unaudited interim financial statements as presented elsewhere in this prospectus supplement and in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007, which is incorporated by reference in this prospectus supplement and includes, in the opinion of management, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for the fair presentation of our financial position and results of operations for these periods. The results of operations for prior accounting periods are not necessarily indicative of the results to be expected for any future accounting periods. You should read this information together with Risk Factors, Use of Proceeds, Capitalization, Ratio of Earnings to Fixed Charges, Selected Historical Consolidated Financial Information and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus supplement.

	Year Ended December 31,					Nine Months Ended September 30,	
	2006	2005	2004	2003	2002	2007	2006
	(dollars in millions)						
Summary of Operations:							
Net sales	$ 7,647.6	$ 6,156.5	$ 4,799.3	$ 3,844.2	$ 2,816.5	$ 6,551.4	$ 5,618.1
Income from operations	709.5	370.4	211.6	55.8	38.2	721.5	540.1
Income (loss) from continuing operations before cumulative effect of change in accounting principle and discontinued operations	396.5	187.6	320.6	(228.4)	(45.0)	683.3	457.7
Income from discontinued operations net of tax	11.1	0.9	3.5	1.8			11.1
Loss on disposition of discontinued operations net of tax	(7.7)						(7.7)
Net income (loss)	$ 399.9	$ 188.5	$ 324.1	$ (226.6)	$ (158.4)	$ 439.9	$ 299.0

	As of December 31,					As of September 30,
	2006	2005	2004	2003	2002	2007
	(dollars in millions)					
Current Assets and Liabilities:						
Current assets	$ 3,432.8	$ 2,903.5	$ 2,647.1	$ 2,219.5	$ 2,215.5	$ 4,063.6
Current liabilities	2,027.2	1,524.6	1,529.5	1,168.6	1,102.1	2,011.0
Property, Plant and Equipment						
Net property, plant and equipment	$ 338.5	$ 329.9	$ 362.6	$ 353.8	$ 308.1	$ 386.6
Capital expenditures	78.9	48.6	35.5	27.1	29.2	73.7
Depreciation	61.2	61.4	60.1	67.5	46.9	46.9
Total assets	4,785.9	4,200.3	4,179.1	3,554.2	3,609.8	5,489.0
Capitalization:						
Long-term debt, less current portion	$ 536.1	$ 1,075.8	$ 1,114.2	$ 1,274.8	$ 1,487.1	$ 678.0
Stockholders equity	1,751.0	1,161.0	1,135.2	674.6	726.9	2,254.4
Dividends per share of Common Stock						
Shares of Common Stock outstanding at period end	101.1	99.8	98.8	97.2	94.8	101.6

Other Data:						
Ratio of earnings to fixed charges (1)(2)(3)	6.0x	3.4x	2.2x	(4)	(4)	11.5x
As adjusted ratio of earnings to fixed charges	4.7x(5)					8.0x(6)

(1) For purposes of this definition, earnings are defined as income (loss) from continuing operations before income taxes and cumulative effect of change in accounting principle excluding minority interest in consolidated subsidiaries and undistributed (income) loss of less than 50% owned investments, plus distributions from less than 50% owned investments and fixed charges. Fixed charges are the sum of interest expense, including debt discount amortization, amortization/writeoff of debt issuance costs and portion of rental expense representative of interest factor.

(2) There are no shares of preferred stock outstanding.

(3) See Ratio of Earnings to Fixed Charges.

(4) Less than 1.0x.

(5) The as adjusted ratio of earnings to fixed charges as of December 31, 2006 assumes first, the incurrence of $500 million of senior subordinated debt at an assumed weighted average interest rate of 7.50% pursuant to this offering, net of the repayment of an average revolving credit balance of $62.0 million at a 5.32% weighted average interest rate, and second, incremental loan origination costs for 8 and 10 years at 1.25%. No incremental interest income is assumed. A 1/8% change in the assumed average interest rate would not change the ratio as adjusted.

(6) The as adjusted ratio of earnings to fixed charges as of September 30, 2007 assumes first, the incurrence of $500 million of senior subordinated debt at an assumed weighted average interest rate of 7.50% pursuant to this offering, net of the repayment of an average revolving credit balance of $166.9 million at a 7.75% weighted average interest rate, and second, incremental loan origination costs for 8 and 10 years at 1.25%. No incremental interest income is assumed. A 1/8% change in the assumed average interest rate would not change the ratio as adjusted.

Presentation of Financial and Other Information

In this prospectus supplement, we refer to certain non-GAAP financial measures and our goals for such measures, which we believe provide useful information to investors. These measures may not be comparable to similarly titled measures being disclosed by other companies. Furthermore, we believe that non-GAAP financial measures and goals may serve as a complement to, but not a substitute for, GAAP financial measures. You should consider the non-GAAP measures in this prospectus supplement together with Summary Consolidated Financial Information, Selected Historical Consolidated Financial Information and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus supplement.

We believe that this information is useful to understanding our operating results and the ongoing performance of our underlying businesses. Our management uses these non-GAAP financial measures to establish internal budgets and targets and to evaluate our financial performance against such budgets and targets.

Backlog

Backlog is defined as firm orders that are expected to be filled within one year. The disclosure of backlog aids in the analysis of our customers demand for product, as well our ability to meet that demand. The backlog of our business is not necessarily indicative of sales to be recognized in a specified future period. Customers may default on their obligations to us due to bankruptcy, lack of liquidity or for other reasons.

Debt

Debt is calculated using the Consolidated Balance Sheet amounts for notes payable and current portion of long-term debt plus long-term debt, less current portion.

Gross Margin

Gross margin is defined as the ratio of gross profit to net sales.

Operating Margin

Operating margin is defined as the ratio of income from operations to net sales.

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Return on Invested Capital

We calculate ROIC by dividing the last four quarters income from operations by the average of the sum of total stockholders equity plus debt (as defined above) less cash and cash equivalents for the last five quarter ended Consolidated Balance Sheets. ROIC measures how effectively we use money invested in our operations. For example, ROIC highlights the level of value creation when compared to our cost of capital. Our management and board of directors use ROIC as one of the primary measures to assess operational performance, including in connection with certain compensation programs.

Working Capital

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 our resources, and seek to minimize the level of investment without adversely impacting the ongoing operations of the business.

Market and Industry Data

This prospectus supplement includes estimates regarding our market and industry, which we based on publicly available information, third-party research, governmental reports and our own estimates. Unless the context otherwise requires, we have given market data for which the most recent information is available, which may be a different time period for different markets. We believe that these sources, in each case, provide reasonable estimates. However, market data is subject to change and cannot be verified with certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey of market shares. In addition, we may define our markets in a way that may be different from how third parties, including our competitors, define various markets in which we participate, and market conditions and the competitive landscape are subject to change.

RISK FACTORS

You should carefully consider the specific risk factors set forth below as well as the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, before deciding to invest in the notes. The occurrence of any of the events or actions described in the risk factors below may have a material adverse effect on our business or financial performance. This prospectus supplement and the accompanying prospectus contain or incorporate statements that constitute forward-looking statements regarding, among other matters, our intent, belief or current expectations about our business. These forward-looking statements are subject to risks, uncertainties and assumptions.

Risks Related to this Offering

Our level of indebtedness could impair our financial flexibility, competitive position, financial condition and could prevent us from fulfilling our obligations under the notes offered hereby.

As a result of offering these notes, we will have substantial debt. On an adjusted basis as of September 30, 2007, after giving effect to the offering and the repayment of certain indebtedness as described in Use of Proceeds, we would have had $1,044 million of indebtedness. We would also have had significant availability under our revolving credit facility. See Capitalization. We are permitted by the terms of the notes offered hereby and our other indebtedness to incur substantial additional indebtedness, subject to the restrictions therein. See Description of Certain Indebtedness. Our inability to generate sufficient cash flow to satisfy our debt obligations, or to refinance our obligations on commercially reasonable terms, could have a material adverse effect on our business, financial condition and results of operations.

Our substantial indebtedness could have important consequences for you. For example, it could:

- make it more difficult for us to satisfy our obligations under our indebtedness, including the notes offered hereby;
- limit our ability to borrow money or to sell or transfer assets in order to fund future working capital, capital expenditures, any future acquisitions, debt service requirements and other general business requirements;
- require us to dedicate a substantial portion of our cash flow to payments on our indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;
- increase our vulnerability to general adverse economic and industry conditions;

- limit our ability to respond to business opportunities; and
- subject us to financial and other restrictive covenants, which, if we fail to comply with these covenants and our failure is not waived or cured, could result in an event of default under our indebtedness.

Any of the above listed factors could materially adversely affect our business, financial condition and results of operations.

The terms of our bank credit facilities and the indentures governing our Existing Notes and the notes offered hereby may restrict our current and future operations, particularly our ability to respond to changes in our business or to take certain actions.

Our bank credit facilities and the indentures governing our 7-3/8% senior subordinated notes due 2014 (the Existing Notes) and the notes offered hereby contain, and any future indebtedness of ours would likely contain, a number of restrictive covenants that will impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- incur or guarantee additional debt;
- pay dividends and make other restricted payments;
- create or incur certain liens;

make certain investments and capital expenditures;

acquire new businesses;

engage in sales of assets and subsidiary stock;

enter into transactions with affiliates; and

transfer all or substantially all of our assets or enter into merger or consolidation transactions.

We have debt outstanding and must comply with restrictive covenants in our debt agreements.
These covenants also require us to meet certain financial tests. Specifically, these financial tests are a consolidated leverage ratio test and a consolidated fixed charge coverage ratio test, as such tests are defined in our debt agreements. While we are currently in compliance with both of the foregoing tests, increases in our debt or decreases in our earnings could cause us to be in default of these financial covenants. A failure to comply with our debt covenants could result in an event of default that, if not cured or waived, could have a material adverse effect on our business, financial condition and results of operations. If we default on our bank credit facilities or the indentures governing the Existing Notes or the notes offered hereby or our other indebtedness, the lenders thereunder:

will not be required to lend any additional amounts to us; and

could in certain circumstances elect to declare all borrowings outstanding, together with accrued and unpaid interest and fees, to be due and payable,

either of which could result in an event of default under the indentures governing the notes offered hereby. In addition, changes in economic or business conditions, results of operations or other factors could cause us to default under our debt agreements. A default, if not waived by our lenders, could result in acceleration of our debt and possibly bankruptcy.

Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations, including making payments on the notes.

Our business may not generate sufficient cash flow from operating activities. Our ability to make payments on and to refinance our debt, including the notes offered hereby, and to fund planned capital expenditures will depend on our ability to generate cash in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Lower revenues, or uncollectible receivables, generally will reduce our cash flow.

We cannot assure you that our business will generate sufficient cash flow from operations, or that future borrowings will be available to us under our bank credit facilities or otherwise, in an amount sufficient to fund our liquidity needs, including the payment of principal and interest on the notes offered hereby. We cannot guarantee you that we will be able to obtain enough capital to service our debt and fund our planned capital expenditures and business plan.

If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes offered hereby. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements, including our bank credit facilities and the indentures governing the Existing Notes and the notes offered hereby, may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate these depositions for fair market value or at all. Furthermore, any proceeds that we could realize from any dispositions may not be adequate to meet our debt service obligations then due.

Our ratio of earnings to fixed charges was 6.0x and 11.5x, respectively, for the twelve months ended December 31, 2006 and the nine months ended September 30, 2007. On an as adjusted basis after giving effect to this offering and the repayment of debt as described under Use of Proceeds, our ratio of earnings to fixed charges would have

been 4.7x and 8.0x, respectively, during such periods. We expect our interest expense on borrowings will increase $3.7 million for fiscal 2007 based on an assumed weighted average interest of 7.50% after giving effect to this offering and the repayment of certain indebtedness as described under Use of Proceeds. The annual interest expense associated with the notes is expected to be $37.5 million based on an assumed weighted average interest rate of 7.50%. A 1/8% change in the assumed interest rate would change the debt service obligations with respect to the notes offered hereby by $0.6 million annually.

Your right to receive payments on the notes offered hereby is junior to our existing and future senior debt.

The notes will be unsecured and subordinated in right of payment to all of our existing and future senior indebtedness. In the event of our bankruptcy, liquidation or reorganization or upon acceleration of the bank credit facilities due to an event of default under the indenture and in specified other events, our assets will be available to pay obligations on the notes only after all senior indebtedness has been paid. In these cases, we may not have sufficient funds to pay all of our creditors, and holders of the notes offered hereby may receive less, ratably, than holders of our senior debt. In addition, all payments on the notes will be blocked in the event of a payment default on certain senior indebtedness. As of September 30, 2007, we had $246 million outstanding that would constitute senior indebtedness. In addition, we may incur additional debt, including senior debt, in the future as permitted by the indentures governing the Existing Notes and the notes offered hereby and the credit agreement governing our bank credit facilities. For a description of our credit facility, see Description of Certain Indebtedness.

In addition to being subordinated to all of our senior indebtedness, the notes will not be secured by any of our assets. Our obligations under our bank credit facilities are secured by a security interest in substantially all of our property, including inventory, equipment, receivables and intangible assets such as licenses, trademarks and customer lists. If we become insolvent or are liquidated, or if payment under our bank credit facilities is accelerated, lenders under the bank credit facilities would be entitled to exercise the remedies available to a secured lender. Therefore, our bank lenders would have a claim on such assets before the holders of the notes offered hereby. We cannot assure you that the liquidation value of our assets would be sufficient to repay in full the indebtedness under the bank credit facilities and our other indebtedness, including the notes offered hereby.

The notes will be structurally subordinated to all liabilities of our subsidiaries. In addition, our obligations under our bank credit facilities and the Existing Notes are guaranteed by substantially all of our domestic subsidiaries. The notes offered hereby initially will not have the benefit of any guarantees.

The notes are structurally subordinated to indebtedness and other liabilities of substantially all of our domestic subsidiaries. For the nine months ended September 30, 2007, before intercompany eliminations, our guarantors under the Existing Notes contributed $2,243.3 million to our net sales and held $1,208.1 million of our total assets. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, these subsidiaries would pay the holders of their debts, preferred equity interests and their trade creditors before they would be able to distribute any of their assets to us. In addition, our bank credit facilities and our Existing Notes are guaranteed by substantially all of our domestic subsidiaries. Initially, the notes offered hereby will not have the benefit of these guarantees and may never have the benefit of these guarantees. See Description of the Notes. As a result of the guarantees of our bank credit facilities and the Existing Notes, holders of the notes offered by this prospectus supplement are structurally subordinated to the lenders under our bank credit facilities and the holders of our Existing Notes, with respect to the assets of the subsidiaries providing a guarantee. See Capitalization.

Our subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the notes, or to make any funds available therefor, whether by dividends, loans, distributions or other payments. Any right that we have to receive any assets of any of the subsidiaries upon the liquidation or reorganization of those subsidiaries, and the consequent rights of holders of notes to realize proceeds from the sale of any of those subsidiaries assets, will be subordinated to the claims of those subsidiaries creditors, including trade creditors and holders of preferred equity interests of those subsidiaries.

If we default on our obligations to pay our other indebtedness, we may not be able to make payments on the notes offered hereby.

Any default under the agreements governing our indebtedness could prohibit us from making payments of principal, premium, if any, or interest on the notes and could substantially decrease the market value of the notes offered hereby. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary

to meet required payments of principal, premium, if any, or interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. In the event of such default, the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be due and payable, together with accrued and unpaid interest. More specifically, the lenders under our revolving credit facilities could elect to terminate their commitments, cease making further loans and institute foreclosure proceedings against our assets, and we could be forced into bankruptcy or litigation.

Despite our current levels of debt, we may still incur substantially more debt and increase the risks associated with our proposed leverage.

The provisions contained or to be contained in the agreements relating to our indebtedness do not completely prohibit our ability to incur additional indebtedness and the amount of indebtedness that we could incur could be substantial. Accordingly, we or our subsidiaries could incur significant additional indebtedness in the future, much of which could constitute secured or senior indebtedness. If we incur any additional debt that ranks equally with the notes offered hereby, the holders of that debt will be entitled to share ratably with the holders of these notes in any proceeds distributed in connection with any bankruptcy, liquidation, reorganization or similar proceedings. If new debt is added to our current debt levels, the related risks that we now face could intensify.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase. A change of control under the indenture governing the notes offered hereby would also constitute a change of control under the indentures governing the Existing Notes and the credit agreement governing the bank credit facility. We may not have sufficient financial resources to purchase all of the notes and/or the Existing Notes that are tendered upon a change of control offer or prepay loans under our bank credit facility. A failure to make the applicable change of control offer or to pay the applicable change of control purchase price when due would result in a default under the indentures governing the notes offered hereby and the Existing Notes as well as the credit agreement governing the bank credit facilities. See Description of the Notes Change of Control.

There may be no active trading market for the notes offered hereby, and if one develops, it may not be liquid.

The notes are new issues of securities for which there currently are no trading markets. We do not intend to apply for a listing of the notes on any securities exchange or to arrange for quotation on any automated dealer quotation system. As a result, we cannot assure you that a market will develop for the notes or that you will be able to sell your notes. If any of the notes are traded after their initial issuance, they may trade at a discount from their initial offering price. Future trading prices of the notes will depend on many factors, including prevailing interest rates, the market for similar securities, the price of our underlying common stock, general economic conditions and our financial condition, performance and prospects. The underwriters have advised us that they intend to make markets in the notes, but they are not obligated to do so. The underwriters may terminate their market making activities at any time, in their sole discretion, which could negatively impact your ability to sell the notes or the prevailing market price at the time you choose to sell.

Risks Related to Our Business

Our business is affected by the cyclical nature of the markets we serve.

Demand for our products depends upon general economic conditions in the markets in which we compete. Our sales depend in part upon our customers replacement or repair cycles. Adverse economic conditions, including a decrease in commodity prices, may cause customers to forego or postpone new purchases in favor of repairing existing machinery. Downward economic cycles may result in reductions in sales of our products, which may reduce our profits. We have taken a number of steps to reduce our fixed costs and diversify our operations to decrease the negative impact of these cycles. There can be no assurance, however, that these steps will prevent the negative impact of poor economic conditions.

Our business is sensitive to increases in interest rates.

We are exposed to interest rate volatility with regard to existing variable rate debt and future issuances of fixed rate debt. Primary exposure includes movements in the U.S. prime rate and the London Interbank Offer Rate (LIBOR). See Management s Discussion and Analysis of Financial Condition and Results of Operations Contingencies and Uncertainties Foreign Currencies and Interest Rate Risk and Quantitative and Qualitative Disclosures About Market Rate Risk Interest Rate Risk. We use interest rate swaps to manage our interest rate risk.

If interest rates continue to rise, it becomes more costly for our customers to borrow money to pay for the equipment they buy from us. Should the various central banks in our key markets raise interest rates, prospects for business investment and manufacturing could deteriorate sufficiently to impact sales opportunities.

Our business is sensitive to government spending.

Many of our customers depend substantially on funding of highway construction, maintenance and other infrastructure projects by U.S. federal and state governments and governments in other nations. In addition, we sell products to governments and government agencies in the United States and other nations. Any decrease or delay in government funding of highway construction and maintenance, other infrastructure projects and overall government spending could cause our revenues and profits to decrease.

We operate in a highly competitive industry.

Our industry is highly competitive. See Business Competition. To compete successfully, our products must excel in terms of quality, price, product line, ease of use, safety and comfort, and we must also provide excellent customer service. The greater financial resources of certain of our competitors may put us at a competitive disadvantage. If competition in our industry intensifies or if our current competitors enhance their products or lower their prices for competing products, we may lose sales or be required to lower the prices we charge for our products. This may reduce revenue from our products and services, lower our gross margin or cause us to lose market share.

We rely on key management.

We rely on the management and leadership skills of Ronald M. DeFeo, our Chairman of the Board and Chief Executive Officer. Mr. DeFeo has been with us since 1992, has been Chief Executive Officer since 1995 and Chairman since 1998, and has overseen the transformation of Terex during that time. We have an employment agreement with Mr. DeFeo, which expires on December 31, 2012. The loss of his services could have a significant, negative impact on our business. Mr. DeFeo also served as President and Chief Operating Officer of Terex from October 1993 through January 2007. In January 2007, Mr. DeFeo stepped down from those posts, and we hired an executive from outside of Terex to serve in that role, which, among other benefits, is intended to limit the detrimental impact should we lose Mr. DeFeo s services. In addition, we rely on the management and leadership skills of our other senior executives. During 2006, we added a number of new senior executives to our management team from outside of Terex. These executives are not bound by employment agreements. We could be harmed by the loss of any of these senior executives or other key personnel in the future.

Some of our customers rely on financing with third parties to purchase our products.

We rely on sales of our products to generate cash from operations. A significant portion of our sales are financed by third-party finance companies on behalf of our customers. See Management s Discussion and Analysis of Financial Condition and Results of Operations Off-Balance Sheet Arrangements Guarantees. The availability of financing by third parties is affected by general economic conditions, the creditworthiness of our customers and the estimated residual value of our equipment. Deterioration in the credit quality of our customers or the estimated residual value of our equipment could negatively impact the ability of our customers to obtain the resources they need to make purchases of our equipment.

We provide financing for some of our customers.

We, directly and through joint ventures, provide financing for some of our customers, primarily in Europe and the United States, to purchase our equipment. For the most part, this financing represents sales type leases and operating leases. It has been our policy to provide such financing to our customers in situations where we anticipate

that we will be able to sell the financing obligations to a third-party financial institution within a short period. However, until such financing obligations are sold to a third party or if we are unable to sell such obligations to a third party, we retain the risks resulting from such customer financing. Our results could be adversely affected in the event that such customers default on their contractual obligations to us. Our results also could be adversely affected if the residual values of such leased equipment declines below its original estimated values and we are forced to subsequently sell such equipment at a loss.

We insure and sell a portion of our accounts receivable to third-party finance companies. These third party finance companies are not obligated to purchase accounts receivable from us, and may choose to limit or discontinue further purchases from us at any time. Changes in our customers creditworthiness, in the market for credit insurance or in the willingness of third-party finance companies to purchase accounts receivable from us could impact our cash flow from operations.

We are dependent upon third-party suppliers, making us vulnerable to supply shortages and price increases.

We obtain materials and manufactured components from third-party suppliers. Any delay in our suppliers abilities to provide us with necessary materials and components may affect our capabilities at a number of our manufacturing locations, or may require us to seek alternative supply sources. Delays in obtaining supplies may result from a number of factors affecting our suppliers, including capacity constraints, labor disputes, impaired supplier financial condition, suppliers allocations to other purchasers, weather emergencies or acts of war or terrorism. For example, we have recently had difficulty in obtaining some of our necessary components, including large off-highway tires, steel and steel products, bearings, gear boxes and various fabricated weldments. Any delay in receiving supplies could impair our ability to deliver products to our customers and, accordingly, could have a material adverse effect on our business, results of operations and financial condition.

Recently, market prices of some of our key materials have increased significantly as a result of higher global demand for these materials caused by recovering end-markets in our product areas and by higher consumption from emerging economies such as China. While we have been able to pass a portion of such increased costs to our customers by way of surcharges and price increases, there is no assurance that increasing costs can continue to be addressed by increases in pricing. Continued increases in material prices could negatively impact our gross margin and financial results.

In addition, we purchase material and services from our suppliers on terms extended based on our overall credit rating. Negative changes in our credit rating may impact suppliers willingness to extend terms and in turn increase the cash requirements of our business.

We are subject to currency fluctuations.

Our products are sold in over 100 countries around the world. Our revenues are generated in U.S. dollars and foreign currencies, including the euro and British pound sterling, while costs incurred to generate our revenues are only partly incurred in the same currencies. Since our financial statements are denominated in U.S. dollars, changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our earnings. To reduce this currency exchange risk, we may buy protecting or offsetting positions (known as hedges) in certain currencies to reduce the risk of an adverse currency exchange movement. We have not engaged in any speculative or profit motivated hedging activities. Although we partially hedge our revenues and costs, currency fluctuations may impact our financial performance in the future.

We are exposed to political, economic and other risks that arise from operating a multinational business.

Our international operations are subject to a number of potential risks. Such risks principally include:

- trade protection measures and currency exchange controls;
- labor unrest;
- regional economic uncertainty;
- political instability;

terrorist activities and the United States and international response thereto;

restrictions on the transfer of funds into or out of a country;

export duties and quotas;

domestic and foreign customs and tariffs;

current and changing regulatory environments;

difficulty in obtaining distribution support; and

current and changing tax laws in foreign countries.

In addition, many of the nations in which we operate have developing legal and economic systems, adding a level of uncertainty to our operations in those countries relative to those that would be expected domestically. These factors may have an adverse effect on our international operations in the future.

We may be adversely impacted by work stoppages and other labor matters.

As of December 31, 2006, we employed approximately 18,000 persons worldwide. Approximately 33% of our employees are represented by labor unions, or similar employee organizations outside the United States, which have entered into various separate collective bargaining agreements with us. While we have no reason to believe that we will be impacted by work stoppages or other labor matters, we cannot assure that future issues with our labor unions will be resolved favorably or that we will not encounter future strikes, further unionization efforts or other types of conflicts with labor unions or our employees. Any of these factors may have an adverse effect on us or may limit our flexibility in dealing with our workforce.

Compliance with environmental regulations could be costly and require us to make significant expenditures.

We generate hazardous and nonhazardous 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. These laws and regulations govern actions that may have adverse environmental effects and require compliance with certain practices when handling and disposing of hazardous and nonhazardous wastes. These laws and regulations 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. No such incidents have occurred which required us to pay material amounts to comply with such laws and regulations.

Compliance with these laws and regulations has required, and will continue to require, us to make expenditures. We do not expect that these expenditures will have a material adverse effect on our business or profitability.

We face product liability claims and other liabilities due to the nature of our business.

In our lines of business, numerous suits have been filed alleging damages for accidents that have occurred during the use or operation of our products. We are self-insured, up to certain limits, for these product liability exposures, as well as for certain exposures related to general, workers compensation and automobile liability. Insurance coverage is obtained for catastrophic losses as well as those risks required to be insured by law or contract. We do not believe that the outcome of such matters will have a material adverse effect on our consolidated financial position; however, any liabilities not covered by insurance could have an adverse effect on our financial condition.

We are currently the subject of government investigations.

We have received a Formal Order of Private Investigation from the SEC advising us that they have commenced an investigation of our accounting. We also received a subpoena from the SEC in an investigation entitled In the Matter of United Rentals, Inc. This subpoena requested information to assist the SEC in its investigation of four transactions during 2000 and 2001 involving United Rentals, on the one hand, and Terex or a Terex subsidiary (prior to its acquisition by Terex), on the other. We have been cooperating with the SEC, and will continue to cooperate fully to furnish the SEC staff with information needed to complete their investigations. Until

the SEC s investigation of the Company is complete, we are not able to predict the outcome of the SEC s investigation.

We have also received subpoenas from the U.S. Department of Justice, Antitrust Division (DOJ), with respect to an investigation by the DOJ into pricing practices in the rock crushing and screening equipment industry. We are cooperating fully with the DOJ in its investigation and will continue to cooperate fully to furnish the DOJ with information needed to complete its investigation. Until the DOJ investigation is complete, we are not able to predict the outcome of the DOJ investigation.

As of September 30, 2007, we did not maintain adequate disclosure controls and procedures and adequate internal control over financial reporting.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. As of December 31, 2005, we did not maintain adequate internal control over financial reporting, as there were two material weaknesses that existed as of December 31, 2005. One of these material weaknesses was remediated in 2006. However, one material weakness that existed as of December 31, 2005 still existed as of December 31, 2006 and September 30, 2007, related to internal control over our accounting for income taxes. If we do not remediate our material weakness that existed as of December 31, 2006 and September 30, 2007, this material weakness could result in a misstatement of our accounts in a future period that would result in a material misstatement to our annual or interim financial statements that would not be prevented or detected. In addition, if we do not improve our disclosure controls and procedures, in this regard, we may be delayed in filing future periodic reports with the SEC. See Item 9A in our Annual Report on Form 10-K for the year ended December 31, 2006 and Item 4 in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2007.

We are in the process of implementing a global enterprise system.

We have begun the implementation of a global enterprise system which will replace many of our existing operating and financial systems. Such an implementation is a major undertaking both financially and from a management and personnel perspective. Should the system not be implemented successfully and within budget, or if the system does not perform in a satisfactory manner, it could be disruptive and or adversely affect our operations and results of operations, including our ability to report accurate and timely financial results.

We may face limitations on our ability to integrate acquired businesses.

We have completed a number of acquisitions since 2000 and we regularly consider other acquisition opportunities. The successful integration of new businesses depends on our ability to manage these new businesses and cut excess costs. While we believe we have successfully integrated these acquisitions to date, we cannot ensure that these acquired companies will operate profitably or that the intended beneficial effect from these acquisitions will be realized. Further, in connection with acquisitions, we may need to consolidate or restructure our acquired or existing facilities, which may require expenditures for severance obligations related to reductions in workforce and other charges resulting from the consolidations or restructurings, such as write-down of inventory and lease termination costs. See Use of Proceeds.

USE OF PROCEEDS

The net proceeds from the issuance and sale of the notes will be approximately $ million. We intend to use the net proceeds from the sale of the notes, first, to pay down all outstanding amounts under our revolving credit facility, which fluctuates day-to-day but was $292 million as of November 6, 2007 and $161.8 million as of September 30, 2007, and, second, for our general corporate purposes, including acquisitions, capital expenditures, investments and the repurchase of our outstanding securities. Amounts outstanding under our revolving credit facility may be reborrowed. The interest rate under our revolving credit facility is variable and was 6.40% as of November 6, 2007 and 7.75% as of September 30, 2007. Our revolving credit facility will be available through July 14, 2012.

Certain of our net proceeds may be used to acquire related businesses. We have made a number of strategic acquisitions in the past, and we are continually considering potential acquisitions. One or more of these potential transactions may be of a significant scale. There can be no assurance that we will decide to pursue or will be successful in completing additional acquisitions, and we cannot predict the timing of any transaction. Should we complete other acquisitions of businesses, we could be required to assume or incur additional debt financing, resulting in additional leverage and complex debt structures. If such acquisitions are consummated, the risks we describe in Risk Factors Risks Related to Our Business will be applicable to such acquired businesses.

CAPITALIZATION

The following table shows our cash and cash equivalents and actual capitalization as of September 30, 2007, and as adjusted to give effect to this offering and the repayment of certain indebtedness, as described in Use of Proceeds. This table should be read together with our Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and consolidated financial statements and the related notes thereto included in this prospectus supplement.

	As of September 30, 2007	
	Historical	**As Adjusted**
	(dollars in millions)	
Cash and cash equivalents	$ 517	$ 849
Debt:		
7-3/8% Senior Subordinated Notes due January 15, 2014	$ 298	$ 298
Notes issued pursuant to this offering		500
Term loan facility	198	198(1)
Revolving credit facility	162	
Capital lease obligations and other	48	48
Total debt	$ 706	$ 1,044
Stockholders equity:		
Common stock, $0.01 par value authorized 300 million; issued 106.1 million at September 30, 2007	1	1
Additional paid-in capital	986	986
Retained earnings	1,110	1,110
Accumulated other comprehensive income (loss)	268	268
Less cost of shares of common stock in treasury; 4.5 million shares at September 30, 2007	(111)	(111)
Total stockholders equity	2,254	2,254
Total capitalization	$ 2,960	$ 3,298

(1) Our 2006 Credit Agreement provides us with a revolving line of credit of up to $700 million. The 2006 Credit Agreement includes facilities for issuance of letters of credit. Letters of credit issued under the 2006 Credit Agreement decrease availability under the $700 million revolving line of credit. See Description of Certain Indebtedness.

RATIO OF EARNINGS TO FIXED CHARGES

The following table shows our ratio of earnings to fixed charges for the periods indicated:

	For the Year Ended December 31,					Nine Months Ended September 30,
(dollars in millions)	**2006**	**2005**	**2004**	**2003**	**2002**	**2007**
Ratio of earnings to fixed charges (1)(2)	6.0x	3.4x	2.2x	(3)	(3)	11.5x
As adjusted ratio of earnings to fixed charges	4.7x(4)					8.5x(5)
Amount of earnings deficiency for coverage of fixed charges				$ 51.5	$ 55.3	

(1) For purposes of this definition, earnings are defined as income (loss) from continuing operations before income taxes and cumulative effect of change in accounting principle excluding minority interest in consolidated subsidiaries and undistributed (income) loss of less than 50% owned investments, plus distributions from less than 50% owned investments and fixed charges. Fixed charges are the sum of interest expense, including debt discount amortization, amortization/writeoff of debt issuance costs and portion of rental expense representative of interest factor.

(2) There are no shares of preferred stock outstanding.

(3) Less than 1.0x.

(4) The as adjusted ratio of earnings to fixed charges as of December 31, 2006 assumes first, the incurrence of $500 million of senior subordinated debt at an assumed weighted average interest rate of 7.50% pursuant to this offering, net of the repayment of an average revolving credit balance of $62.0 million at a 5.32% weighted average interest rate, and second, incremental loan origination costs for 8 and 10 years at 1.25%. No incremental interest income is assumed. A 1/8% change in the assumed average interest rate would not change the ratio as adjusted.

(5) The as adjusted ratio of earnings to fixed charges as of September 30, 2007 assumes first, the incurrence of $500 million of senior subordinated debt at an assumed weighted average interest rate of 7.50% pursuant to this offering, net of the repayment of an average revolving credit balance of $166.9 million at a 7.75% weighted average interest rate, and second, incremental loan origination costs for 8 and 10 years at 1.25%. No incremental interest income is assumed. A 1/8% change in the assumed average interest rate would not change the ratio as adjusted.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION

The following table sets forth our selected consolidated financial data for the periods presented. The consolidated statements of operations for the years ended December 31, 2006, 2005 and 2004 and the consolidated balance sheet data as of December 31, 2006 and 2005 are derived from our audited consolidated financial statements and related notes as presented elsewhere in this prospectus supplement and in Annual Report on Form 10-K for the year ended December 31, 2006, which is incorporated by reference in this prospectus supplement. The consolidated statements of operations for the years ended December 31, 2002 and 2003 and the consolidated balance sheet data as of December 31, 2004, 2003 and 2002 are derived from our historical consolidated financial statements not included in this prospectus supplement. The selected historical financial data as of and for the nine months ended September 30, 2007 and 2006 is derived from our unaudited interim financial statements as presented elsewhere in this prospectus supplement and in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007, which is incorporated by reference in this prospectus supplement and includes, in the opinion of management, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for the fair presentation of our financial position and results of operations for these periods. The results of operations for prior accounting periods are not necessarily indicative of the results to be expected for any future accounting periods. You should read this information together with Risk Factors, Use of Proceeds, Capitalization, Ratio of Earnings to Fixed Charges and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto included elsewhere in this prospectus supplement.

	Year Ended December 31,					Nine Months Ended September 30,	
	2006	2005	2004	2003	2002	2007	2006
	(dollars in millions, except per share amounts)						
Summary of Operations:							
Net sales	$ 7,647.6	$ 6,156.5	$ 4,799.3	$ 3,844.2	$ 2,816.5	$ 6,551.4	$ 5,618.1
Income from operations	709.5	370.4	211.6	55.8	38.2	721.5	540.1
Income (loss) from continuing operations before cumulative effect of change in accounting principle and discontinued operations	396.5	187.6	320.6	(228.4)	(45.0)	683.3	457.7
Income from discontinued operations net of tax	11.1	0.9	3.5	1.8			11.1
Loss on disposition of discontinued operations net of tax	(7.7)						(7.7)
Net income (loss)	399.9	188.5	324.1	(226.6)	(158.4)	439.9	299.0
Per Common and Common Equivalent Share:							
Basic							
Income (loss) from continuing operations before cumulative effect of change in accounting principle and discontinued operations	$ 3.94	$ 1.89	$ 3.26	$ (2.39)	$ (0.52)	$ 4.29	$ 2.95
Income from discontinued operations net of tax	0.11	0.01	0.04	0.01			0.11
Loss on disposition of discontinued operations net of tax	(0.08)						(0.08)
Net income (loss)	3.97	1.90	3.30	(2.38)	(1.83)	4.29	2.98
Diluted							
Income (loss) from continuing operations before cumulative effect of change in accounting principle and discontinued operations	$ 3.85	$ 1.84	$ 3.14	$ (2.39)	$ (0.52)	$ 4.20	$ 2.88
Income from discontinued operations net of tax	0.10		0.03	0.01			0.11
Loss on disposition of discontinued operations net of tax	(0.07)						(0.08)
Net income (loss)	3.88	1.84	3.17	(2.38)	(1.83)	4.20	2.91

	As of December 31,					As of September 30,
	2006	2005	2004	2003	2002	2007
	(dollars in millions, except share amounts)					
Current Assets and Liabilities:						
Current assets	$ 3,432.8	$ 2,903.5	$ 2,647.1	$ 2,219.5	$ 2,215.5	$ 4,063.6
Current liabilities	2,027.2	1,524.6	1,529.5	1,168.6	1,102.1	2,011.0
Property, Plant and Equipment						
Net property, plant and equipment	$ 338.5	$ 329.9	$ 362.6	$ 353.8	$ 308.0	$ 386.6
Capital expenditures	78.9	48.6	35.5	27.1	29.2	73.7
Depreciation	61.2	61.4	60.1	67.5	46.9	46.9
Total assets	4,785.9	4,200.3	4,179.1	3,554.2	3,609.8	5,489.0
Capitalization:						
Long-term debt, less current portion	$ 536.1	$ 1,075.8	$ 1,114.2	$ 1,274.8	$ 1,487.1	$ 678.0
Stockholders equity	1,751.0	1,161.0	1,135.2	674.6	726.9	2,254.4
Dividends per share of Common Stock						
Shares of Common Stock outstanding at period end	101.1	99.8	98.8	97.2	94.8	101.6

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This section should be read in conjunction with the consolidated financial statements and the accompanying notes included in this prospectus supplement. Please refer to Risk Factors for a summary of factors that could cause actual results to differ materially from those projected in a forward-looking statement. As you read the material below, we urge you to carefully consider our consolidated financial statements and related information provided herein. In this Management s Discussion and Analysis of Financial Condition and Results of Operations section, when we use the terms the Company, we, our or us, or our management, we refer to Terex and its subsidiaries and the management of Terex, respectively, unless otherwise indicated or the context requires otherwise.

Business

Terex is a diversified global manufacturer of capital equipment focused on delivering reliable, customer relevant solutions for the construction, infrastructure, quarrying, mining, shipping, transportation, refining and utility industries. We operate in five reportable segments: (i) Terex Aerial Work Platforms; (ii) Terex Construction; (iii) Terex Cranes; (iv) Terex Materials Processing & Mining; and (v) Terex Roadbuilding, Utility Products and Other.

Our Aerial Work Platforms segment designs, manufactures and markets aerial work platform equipment, telehandlers, light construction equipment and construction trailers. Products include material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, telehandlers, construction trailers, trailer-mounted light towers, power buggies, generators, related components and replacement parts, and other products. Customers in the construction and building maintenance industries use these products to build and/or maintain large physical assets and structures.

Our Construction segment designs, manufactures and markets two primary categories of equipment and their related components and replacement parts: heavy construction equipment (including off-highway trucks, scrapers, hydraulic excavators, large wheel loaders, material handlers and truck mounted articulated hydraulic cranes) and compact construction equipment (including loader backhoes, compaction equipment, mini and midi excavators, site dumpers and wheel loaders). Construction, logging, mining, industrial and government customers use these products in construction and infrastructure projects and in coal, minerals, sand and gravel operations.

Our Cranes segment designs, manufactures and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, truck mounted cranes (boom trucks) and telescopic container stackers, as well as their related replacement parts and components. These products are used primarily for construction, repair and maintenance of infrastructure, building and manufacturing facilities. We acquired Power Legend International Limited (Power Legend) and its affiliates, including a controlling 50% ownership interest in Sichuan Changjiang Engineering Crane Co., Ltd. (Sichuan Crane), on April 4, 2006. The results of Power Legend and Sichuan Crane are included in the Cranes segment from their date of acquisition.

Our Materials Processing & Mining segment designs, manufactures and markets crushing and screening equipment (including crushers, impactors, washing systems, screens, trommels and feeders), hydraulic mining excavators, high capacity surface mining trucks, drilling equipment, related components and replacement parts, and other products. Construction, mining, quarrying and government customers use these products in construction and commodity mining. We acquired Halco Holdings Limited and its affiliates (Halco) on January 24, 2006, and established the Terex NHL Mining Equipment Company Ltd. (Terex NHL) joint venture on March 9, 2006. The results of Halco and Terex NHL are included in the Materials Processing & Mining segment from their date of acquisition and formation, respectively.

Our Roadbuilding, Utility Products and Other segment designs, manufactures and markets asphalt and concrete equipment (including pavers, plants, mixers, reclaimers, stabilizers and profilers), landfill compactors and utility equipment (including digger derricks, aerial devices and cable placers), as well as related components and replacement parts. Government, utility and construction customers use these products to build roads, construct and maintain utility lines, trim trees and for other commercial operations. We own much of the North American distribution channel for the utility products group through our Terex Utilities distribution network. These operations distribute, install and rent our utility aerial devices and digger derricks as well as other products that service the

utility industry. They also provide parts and service support for a variety of our other products, including mixers and aerial devices. Additionally, we operate a fleet of rental utility products in the United States and Canada. On April 27, 2007, we acquired the remaining 50% interest in Duvalpilot Equipment Outfitters, LLC (Duvalpilot), a distributor of our products and other light construction equipment, which we did not already own. Through Terex Financial Services (TFS), we also facilitate loans and leases between customers and various financial institutions. In Europe, Terex Financial Services Holding B.V. (TFSH), our joint venture with a European financial institution, assists customers in the acquisition of our products.

Included in Eliminations/Corporate are the eliminations among the five segments, as well as certain general and corporate expenses that have not been allocated to the segments.

Overview

We seek to grow and improve the Terex franchise on a global basis. We intend to achieve net sales growth through a combination of developing our existing businesses, particularly by expanding our production and sales infrastructure in emerging markets, and by making selective acquisitions of other businesses as appropriate opportunities present themselves. Operating margin improvements are expected to be generated through the implementation of Company-wide and individual business initiatives in areas such as supply management, process redesign to improve productivity and throughput, leverage from volume increases, and pricing actions.

We continue to be encouraged by current global demand trends and our performance for the nine months ended September 30, 2007. Specifically, we experienced strong sales growth, resulting from continued robust end-markets, previously implemented pricing actions, operational improvements and the favorable impact of foreign currency exchange rate movement. A major factor contributing to our sales performance was the significantly improving economic condition of many of our end-markets and customers, including the global crane market, European demand for compact construction equipment, international demand for aerial work platform products and the market for mobile crushing and screening products, all of which favorably impacted our financial performance. Global crane and mining equipment demand continues to outpace our current ability to produce and supply product, leading to a large current order backlog. Our construction products have shown signs of improvement relative to the prior year period, as evidenced by our Construction segment s backlog more than doubling.

However, we also have faced challenges to our growth during the past nine months, including shortages in component deliveries impacting production output, capacity constraints on certain of our products, and a softer North American marketplace for certain products. Our U.S. telehandler and concrete mixer truck businesses continue to experience the effects of market contraction, relative to the prior year period. The weakness of the U.S. dollar relative to other currencies has had an overall positive impact on our business, although, because our businesses have both import and export transactions with companies in the U.S., the weakness in the U.S. dollar has both a positive and negative effect on our net sales and other metrics.

We anticipate continued strong end-markets for the remainder of 2007, with most products continuing to participate in an expanding global marketplace. For example, we expect opportunities for continued strength internationally in the aerial work platforms and materials processing and mining businesses. Additionally, our crane businesses have been experiencing strong end-market demand globally due to numerous infrastructure initiatives, and we continue to improve our operating performance. We expect modest improvements in the roadbuilding and utility end-markets that will partially offset the slowdown in the concrete mixer truck business, which is impacted by the decline in residential construction spending in the U.S. Our construction businesses are beginning to show improvement in demand. We expect more meaningful short-term improvements from these businesses, as new construction products should contribute to our profitability and growth.

Longer term, we plan to build a more cohesive and expansive distribution network and to source production in more efficient and cost effective markets, which should benefit all of our businesses. We have begun production of compact construction equipment in China, with full production scheduled to start in the first quarter of 2008. In addition, we are developing a new factory campus in India that is initially targeted for use by the Materials Processing & Mining segment, with production anticipated to start by the end of 2008. Our Aerial Work Platforms segment is also engaged in identifying a site in China to be used as a home base for its Asian production and supply.

We continue to implement strategic decisions that are expected to positively contribute to our future financial performance. In December 2006, our Board of Directors authorized the repurchase of up to $200 million

of our outstanding common shares through June 30, 2008, as a method to return capital to our investors and to improve the ratio of debt to equity on our balance sheet, and we repurchased approximately $74 million of our common stock during the first nine months of 2007. We anticipate additional expenditures to support certain business initiatives and objectives, taking advantage of our improved balance sheet position, including expanding the TFS business, developing global sales and service organizations, enterprise management system investment, supply chain management and growing Asian manufacturing capability, which will increase our selling, general and administrative costs in the near term.

In 2005, we introduced the Terex Business System, or TBS, an operating initiative aimed at improving our internal processes for the benefit of our customers, stakeholders and team members. The TBS strategy is a long-term initiative to foster continuous improvement in quality, speed and simplicity. TBS has become a vital part of how we do business, with nearly 553 kaizen improvement events involving nearly 5,000 participants held during the first nine months of 2007. We remain committed to delivering strong incremental margin improvement by realizing the benefits of pricing actions, volume leverage and an increasingly effective management of supply costs. One key non-GAAP metric we use to measure our performance in this area is working capital as a percentage of the current quarter s annualized net sales. We calculate working capital using the Condensed Consolidated Balance Sheet amounts for Trade receivables (net of allowance) plus Inventories less Trade accounts payable. We have experienced difficulty in meeting the goals we have set for ourselves due to heightened inventory levels, which resulted from longer transport times for finished goods, as well as supplier parts availability at certain locations. These negative influences are expected to moderate over the next six to twelve months, which should improve our cash flow profile. To address the transport time of finished goods globally, we are continuing to research and invest in our manufacturing footprint to position production closer to our customers. For example, our Aerial Work Platforms segment has recently launched two production lines in Europe. We will concentrate on the implementation of lean practices across our locations, and continue to strive for a target of 15% working capital investment as a percentage of current quarter s annualized sales, driven mainly by inventory turn improvement.

ROIC continues to be the unifying non-GAAP metric we use to measure our operating performance. ROIC measures how effectively we use money invested in our operations. We aim to achieve our 2007 ROIC target of 41.9%. ROIC is determined by dividing the last four quarters Income from operations (including operating income from discontinued operations) by the average of the sum of total stockholders equity plus Debt less Cash and cash equivalents for the last five quarters. Debt is calculated using the Condensed Consolidated Balance Sheet amounts for Notes payable and current portion of long-term debt plus Long-term debt, less current portion.

Results of Operations

Nine Months Ended September 30, 2007 Compared to Nine Months Ended September 30, 2006

Terex Consolidated

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 6,551.4		$ 5,618.1		16.6%
Gross profit	$ 1,383.4	21.1%	$ 1,067.6	19.0%	29.6%
SG&A	$ 661.9	10.1%	$ 527.5	9.4%	25.5%
Income from operations	$ 721.5	11.0%	$ 540.1	9.6%	33.6%

Net sales for the nine months ended September 30, 2007 increased $933.3 million when compared to the same period in 2006. Our sales increased across all segments, with the exception of Roadbuilding, Utility Products and Other, due to strong global demand across many product categories. Additionally, the favorable impact of foreign currency exchange rate fluctuations contributed approximately $196 million of the net sales increase.

Gross profit for the nine months ended September 30, 2007 increased $315.8 million over the comparable period in 2006. Gross profit increased across all segments, with the exception of Roadbuilding, Utility Products and Other. The increase in gross profit was the result of increasing international business, favorable product mix in certain businesses, and the positive impact of pricing initiatives and production efficiencies.

SG&A costs increased by $134.4 million for the nine months ended September 30, 2007 when compared to the same period in 2006. Each of the segments SG&A costs rose due to increased infrastructure investment and Company-wide initiatives.

Income from operations increased by $181.4 million for the nine months ended September 30, 2007 when compared to the same period in 2006. We experienced improvement in operating profit in all segments except for Roadbuilding, Utility Products and Other, which experienced a decline.

Terex Aerial Work Platforms

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,751.9		$ 1,576.3		11.1%
Gross profit	$ 502.6	28.7%	$ 401.4	25.5%	25.2%
SG&A	$ 144.1	8.2%	$ 112.3	7.1%	28.3%
Income from operations	$ 358.5	20.5%	$ 289.1	18.3%	24.0%

Net sales for the Aerial Work Platforms segment for the nine months ended September 30, 2007 increased $175.6 million when compared to the same period in 2006. Net sales increased due to strong international demand for our products, particularly in Europe as well as in the Middle East, Australia and Latin America and, to a lesser extent, improved parts sales. We experienced sales growth across most product lines, particularly in large booms servicing major construction projects, offset in part by lower telehandler sales. The slow down in the U.S. housing market has decreased demand for the telehandler product line, and we have lost some market share to competition.

Gross profit for the nine months ended September 30, 2007 increased $101.2 million when compared to the same period in 2006. The strengthening of European markets, the impact of prior pricing actions, favorable product mix and the favorable effect of foreign currency exchange rate fluctuations primarily drove the increase. The shift in sales concentration towards boom lifts is favorable for us. Boom lifts, our highest technology product as well as our best margin product, are in high demand to support global economic development. In contrast, our telehandler product line, and our North American telehandler product in particular, delivers a significantly lower margin, reflecting its simpler technology, and faces a larger number of competitors. In addition, we continue to make progress in controlling costs and improving production efficiencies as a result of our lean manufacturing focus.

SG&A costs for the nine months ended September 30, 2007 increased $31.8 million when compared to the same period in 2006. Increased costs were driven by expenditures to support our continued global expansion, which included investment in sales and service operations in the European and several other global markets. Additionally, we incurred higher engineering costs related to new product development.

Income from operations for the nine months ended September 30, 2007 increased $69.4 million over the comparable period in 2006. The increase was the result of a more favorable product mix, the impact of volume in markets outside of the U.S. and the favorable impact of foreign currency exchange rate fluctuations, combined with the impact of prior pricing actions, partially offset by the costs of expansion into new and growing markets and our on-going Company-wide initiatives.

Terex Construction

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,362.4		$ 1,150.1		18.5%
Gross profit	$ 184.5	13.5%	$ 139.1	12.1%	32.6%
SG&A	$ 140.9	10.3%	$ 114.4	9.9%	23.2%
Income from operations	$ 43.6	3.2%	$ 24.7	2.1%	76.5%

Net sales in the Construction segment increased by $212.3 million for the nine months ended September 30, 2007 when compared to the same period in 2006. The increase was due to growth in demand for our off-highway trucks, construction class excavators and compact equipment in reaction to favorable global non-residential construction trends, particularly in European markets. We also experienced year over year improved performance in our material handler lines resulting from improved scrap steel industry dynamics. Additionally, the favorable impact of foreign currency exchange rate fluctuations accounted for approximately $59 million of the net sales growth.

Gross profit increased $45.4 million for the nine months ended September 30, 2007 when compared to 2006 results for the same period. Gross profit improved from the prior year due to production cost efficiencies from increased volume and favorable pricing actions, offset by reduced North American demand.

SG&A cost for the nine months ended September 30, 2007 increased $26.5 million when compared to the same period in 2006. The increase was due to higher selling costs associated with improving our global sales and support network, certain promotional programs, trade show activities and the approximately $6 million unfavorable impact of foreign currency exchange rate fluctuations. We also incurred increased engineering costs associated with product improvements.

Income from operations for the nine months ended September 30, 2007 increased $18.9 million when compared to the same period in 2006, resulting primarily from improved sales and the impact of prior pricing actions, partially offset by increased selling and engineering costs.

Terex Cranes

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,571.9		$ 1,238.3		26.9%
Gross profit	$ 313.0	19.9%	$ 197.8	16.0%	58.2%
SG&A	$ 140.0	8.9%	$ 96.0	7.8%	45.8%
Income from operations	$ 173.0	11.0%	$ 101.8	8.2%	69.9%

Net sales for the Cranes segment for the nine months ended September 30, 2007 increased $333.6 million when compared to the same period in 2006. The increase in net sales was due to improvement in all businesses and product categories, particularly mobile telescopic and lattice boom crawler cranes and the favorable impact of approximately $76 million due to foreign currency exchange rate fluctuations. We are benefiting from pricing actions implemented during 2006. In addition, we have increased sales by expanding our operations in Asia and the Middle East.

Gross profit for the nine months ended September 30, 2007 increased by $115.2 million relative to the same period in 2006. Gross profit benefited from increased sales volume, the positive impact of pricing actions and a larger proportion of higher margin large crawler and mobile telescopic cranes in our sales mix, offset partially by increased material costs.

SG&A costs for the nine months ended September 30, 2007 increased $44.0 million over the same period in 2006. The increase was primarily due to increased investment in sales and administrative infrastructure to support increasing sales and production volumes, an approximate $7 million impact of foreign currency exchange rate fluctuations, additional allocation of Company-wide initiatives of approximately $14 million, as well as costs associated with operations in Asia and the Middle East.

Income from operations for the nine months ended September 30, 2007 increased $71.2 million over the same period in 2006. Income from operations in 2007 was positively impacted by the benefit of higher sales volume and pricing increases in excess of cost pressures from suppliers, offset in part by higher operating costs resulting from our significant growth and investment in infrastructure.

Terex Materials Processing & Mining

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,438.7		$ 1,191.1		20.8%
Gross profit	$ 310.1	21.6%	$ 249.2	20.9%	24.4%
SG&A	$ 140.8	9.8%	$ 110.5	9.3%	27.4%
Income from operations	$ 169.3	11.8%	$ 138.7	11.6%	22.1%

Net sales in the Materials Processing & Mining segment increased $247.6 million for the nine months ended September 30, 2007 compared to the same period in 2006. The increase in net sales was attributable to the continued growth of our crushing and screening product lines worldwide, with the exception of North America, where sales were slightly lower. All mining product lines experienced increased sales, resulting from sustained high levels of commodity prices as well as the favorable impact of foreign currency exchange rate fluctuations, which contributed approximately $44 million of the increase.

Gross profit increased $60.9 million in the nine months ended September 30, 2007 relative to the comparable period in 2006. Gross profit improved because of increased sales volume, the impact of prior pricing actions in our material processing product lines and a favorable mix of parts volume, combined with improved manufacturing productivity.

SG&A costs increased by $30.3 million in the nine months ended September 30, 2007 relative to the comparable period in 2006. The increase in SG&A expense was due to increased personnel and legal costs combined with other infrastructure requirements in support of the segment s ongoing growth, an approximate $5 million impact from foreign currency exchange rate fluctuations, as well as an additional allocation of corporate costs of approximately $8 million.

Income from operations for the Materials Processing & Mining segment for the nine months ended September 30, 2007 increased $30.6 million from the comparable period in 2006. The increase was a result of higher demand for mobile commercial grade crushing and screening equipment, mining equipment and the impact of pricing actions, partially offset by higher operating and selling costs associated with the segment s growth.

Terex Roadbuilding, Utility Products and Other

	Nine Months Ended September 30,				
	2007		2006		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 496.5		$ 552.3		(10.1)%
Gross profit	$ 72.0	14.5%	$ 79.0	14.3%	(8.9)%

SG&A	$	68.0	13.7%	$	54.7	9.9%	24.3%
Income from operations	$	4.0	0.8%	$	24.3	4.4%	(83.5)%

Net sales for the Roadbuilding, Utility Products and Other segment for the nine months ended September 30, 2007 decreased $55.8 million when compared to the same period in 2006. The decrease in net sales was mainly due to reduced demand for concrete mixer trucks resulting from the downturn in the North American residential housing market, partially offset by increased sales of roadbuilding products in Brazil.

Gross profit for the nine months ended September 30, 2007 decreased $7.0 million over the comparable period in 2006. Gross profit as a percentage of net sales during this period remained essentially flat when compared to the same period in 2006. Gross profit as a percentage of net sales was negatively impacted by costs related to the continued wind-down of our re-rental fleet and charges associated with Duvalpilot.

SG&A costs for the nine months ended September 30, 2007 increased $13.3 million when compared to the same period in 2006. The increase was due to higher engineering costs for new product development, increased selling costs in the roadbuilding business and an increase of approximately $3 million in the corporate cost allocation, as well as continued investment in the administrative support functions in this segment, mainly in the TFS operation. We also incurred a bad debt charge of $4.0 million related to a customer of Terex Asset Services, our re-rental business that we continue to wind down.

Income from operations for the Roadbuilding, Utility Products and Other segment for the nine months ended September 30, 2007 decreased $20.3 million when compared to the same period in 2006. The decrease reflects declining concrete mixer truck volume, charges related to the re-rental fleet and Duvalpilot, and higher corporate costs.

Terex Corporate / Eliminations

	Nine Months Ended September 30,						
	2007			2006			
			% of Sales			**% of Sales**	**% Change In Reported Amounts**
	($ amounts in millions)						
Net sales	$	(70.0)		$	(90.0)		(22.2)%
Income (loss) from operations	$	(26.9)	38.4%	$	(38.5)	42.8%	(30.1)%

Our consolidated results include the elimination of intercompany sales activity among segments. The reduction in loss from operations versus the prior year reflects the increase of approximately $36 million in the allocation of corporate costs to the business segments in 2007 versus the prior year. Corporate costs before allocations to the business segments increased, as we continued to invest in Company-wide initiatives, including supply management, manufacturing strategy, an enterprise management system, marketing, and TBS.

Interest Expense, Net of Interest Income

During the nine months ended September 30, 2007, our interest expense net of interest income was $32.1 million, or $27.6 million lower than the comparable period in the prior year. This decrease was primarily related to a $174.4 million reduction in the Condensed Consolidated Balance Sheet amounts for Notes payable and current portion of long-term debt plus Long-term debt, less current portion, less Cash and cash equivalents.

Loss on Early Extinguishment of Debt

We recorded a pre-tax charge on early extinguishment of debt of $12.5 million in the nine months ended September 30, 2007, which included a $9.3 million expense associated with the call premium for the repayment of $200 million of outstanding debt on January 15, 2007 and $3.2 million of amortization of debt acquisition costs accelerated because of this debt repayment.

Other Income (Expense) Net

Other income (expense) net for the nine months ended September 30, 2007 was income of $6.4 million, an increase of $5.8 million when compared to the same period in the prior year, primarily due to gains on the sale of assets recorded during the period and foreign exchange gains.

Income Taxes

During the nine months ended September 30, 2007, we recognized income tax expense of $243.4 million on income from continuing operations before income taxes of $683.3 million, an effective rate of 35.6%, as compared to income tax expense of $162.1 million on income from continuing operations before income taxes of $457.7 million, an effective rate of 35.4%, for the nine months ended September 30, 2006. An income tax benefit of $0.8 million was recorded within Income from discontinued operations for the three months ended September 30, 2006. This benefit offsets the Provision for income taxes recorded in the six months ended June 30, 2006 for discontinued operations. Utilization of net operating loss carry forwards resulted in no Provision for income taxes for the nine months ended September 30, 2006 for discontinued operations. Income tax expense of $1.2 million was recorded on the disposition of discontinued operations. For tax purposes, the cash received on the disposition was greater than the Company s basis and, therefore, income tax expense was recorded.

In the third quarter of 2007, legislation was enacted to reduce the statutory tax rates in Germany and the United Kingdom for years beginning on or after January 1, 2008 and April 1, 2008, respectively. These statutory tax rate reductions caused the revaluation of deferred tax assets and liabilities in these jurisdictions. The revaluation of the German and United Kingdom deferred tax balances caused a discrete charge increasing the tax provision $3.1 million in the third quarter of 2007.

Twelve Months Ended December 31, 2006 Compared to Twelve Months Ended December 31, 2005

Terex Consolidated

	2006		2005		
		% of Sales		**% of Sales**	**% Change In Reported Amounts**
		($ amounts in millions)			
Net sales	$ 7,647.6		$ 6,156.5		24.2%
Gross profit	$ 1,443.1	18.9%	$ 947.3	15.4%	52.3%
SG&A	$ 733.6	9.6%	$ 573.6	9.3%	27.9%
Goodwill impairment	$		$ 3.3	0.1%	(100.0)%
Income from operations	$ 709.5	9.3%	$ 370.4	6.0%	91.5%

Net sales for 2006 were $7,647.6 million, an increase of $1,491.1 million when compared to 2005. We continued to realize the benefits of pricing actions in 2006 and end-market recoveries. Net sales relative to 2005

significantly increased in the Terex Aerial Work Platforms segment because of improved economic conditions in the rental equipment market and an increasing proportion of sales from international markets. Net sales in the Terex Construction segment were higher, due to increased demand for compact construction equipment and heavy truck products, offset by weaker sales in the material handling product line and production delays in certain other product lines. Net sales in the Terex Cranes segment increased significantly from 2005 levels, with the recovery broad-based across most product categories and aided by expansion in China. Net sales in the Terex Materials Processing & Mining segment benefited relative to 2005 from improvements in commodity prices, mainly for coal and iron ore, and increasing overall demand for its products, particularly hydraulic excavators. Net sales in the Terex Roadbuilding, Utility Products and Other segment increased relative to 2005 in most product categories.

Gross profit for 2006 was $1,443.1 million, an increase of $495.8 million from 2005. Improvements relative to 2005 were realized in most of our segments due to the impact of pricing actions and volume leverage, despite continued component cost pressures negatively impacting operating results.

Total selling, general and administrative costs (SG&A) increased in 2006 by $160.0 million when compared to 2005. SG&A increased as a result of higher selling and related costs arising from increased sales levels during 2006, increased costs attributable to certain equity and long term compensation programs, and expenses incurred related to our global enterprise system implementation.

Income from operations increased by $339.1 million in 2006 when compared to 2005. Our Aerial Work Platforms segment experienced significant improvement in income from operations relative to the same period in 2005, due to improved realization of pricing actions and increased unit volume, resulting from an improving economy in the United States, Europe and Australia. Income from operations in our Construction segment decreased versus 2005, due to the reduced demand for our material handler product, start up delays in the launch of certain new product lines and the unfavorable impact of foreign currency on imports to the United States. Income from operations in our Cranes segment increased as compared to 2005, as this segment experienced broad-based increased demand across most product categories and expansion in Asian markets. Income from operations improved in our Materials Processing & Mining segment because of increased demand from the mining and infrastructure markets. Income from operations in our Roadbuilding, Utility Products and Other segment improved due to the positive impact resulting from prior cost saving initiatives and pricing actions.

Terex Aerial Work Platforms

	2006		**2005**		
		% of Sales		**% of Sales**	**% Change In Reported Amounts**
	($ amounts in millions)				
Net sales	$ 2,090.3		$ 1,479.5		41.3%
Gross profit	$ 525.5	25.1%	$ 293.0	19.8%	79.4%
SG&A	$ 152.9	7.3%	$ 102.8	6.9%	48.7%
Income from operations	$ 372.6	17.8%	$ 190.2	12.9%	95.9%

Net sales for our Aerial Work Platforms segment in 2006 were $2,090.3 million, an increase of $610.8 million, or 41%, when compared to 2005. Net sales increased when compared to 2005 as a result of stronger demand from the rental channel in the United States, improving demand for our products internationally, increasing market penetration of our telehandler product line and the impact of price increases implemented in 2006. Rental market demand increased relative to 2005 as rental channel customers continued to buy new equipment, particularly booms and scissor lifts, primarily to address increased utilization of their existing equipment. Sales of telehandler products increased significantly when compared to the same period in 2005, as this product line continued to see the benefits of integrating the Genie sales and marketing strategy and selling through the same rental distribution channels as the aerial work platforms products, although these sales showed signs of easing in the fourth quarter of 2006. Light construction products also contributed to the segment s sales growth over the prior year.

Gross profit for 2006 was $525.5 million, an increase of $232.5 million when compared to 2005. While gross profit benefited from increased unit volume, it was also favorably impacted by the realization of pricing actions that were implemented to offset the increased cost of components over the past few years. In addition, gross profit was positively impacted by improved margin on sales in European markets, partially due to the relatively weaker U.S. dollar.

SG&A costs for 2006 were $152.9 million, an increase of $50.1 million when compared to 2005. Resources added to address the increasing sales levels and to expand the international sales and service infrastructure were the primary reasons for the additional costs. Increased investment in new product development also contributed to the increase in SG&A costs.

Income from operations for 2006 was $372.6 million, an increase of $182.4 million, or 96%, when compared to 2005. The increase was due to the favorable impact of pricing and volume, partially offset by the impact of increased component costs and the increased costs associated with the significant expansion of production.

Terex Construction

	2006		2005		
		% of Sales		% of Sales	% Change In Reported Amounts
		($ amounts in millions)			
Net sales	$ 1,582.4		$ 1,489.7		6.2%
Gross profit	$ 179.1	11.3%	$ 166.6	11.2%	7.5%
SG&A	$ 163.1	10.3%	$ 137.5	9.2%	18.6%
Income from operations	$ 16.0	1.0%	$ 29.1	2.0%	(45.0)%

Net sales in our Construction segment increased by $92.7 million in 2006 when compared to 2005, and totaled $1,582.4 million. The increase was mainly due to increased revenue from our off highway truck, loader backhoe, crawler and wheeled excavator, and mini excavator product lines, offset partially by lower revenue in our material handler product line and production delays in certain other product lines.

Gross profit increased to $179.1 million in 2006, an increase of $12.5 million when compared to 2005. Gross profit was positively impacted by sales volume and price increases across most product lines, adversely impacted by lower material handler volumes and margins, by higher than expected production related costs for the new crawler excavator line due in part to numerous supplier delivery issues, and by foreign currency movements.

SG&A costs for 2006 totaled $163.1 million, an increase of $25.6 million when compared to 2005. Costs related to product development efforts, engineering expenses ahead of new product launches, business development in China, targeted product promotion programs, and increased resources to manage sales growth in certain businesses were the primary drivers for the increase in SG&A.

Income from operations for 2006 totaled $16.0 million, a decrease of $13.1 million when compared to $29.1 million in 2005, resulting primarily from reduced material handler sales volume and margins, increased production costs for the new crawler excavator line, and increased personnel expenses.

Terex Cranes

	2006		2005		
		% of Sales		% of Sales	% Change In Reported Amounts
		($ amounts in millions)			
Net sales	$ 1,740.1		$ 1,271.9		36.8%
Gross profit	$ 293.0	16.8%	$ 170.4	13.4%	71.9%
SG&A	$ 138.5	8.0%	$ 110.2	8.7%	25.7%
Income from operations	$ 154.5	8.9%	$ 60.2	4.7%	156.6%

Net sales for our Cranes segment for 2006 increased by $468.2 million and totaled $1,740.1 million. The strong increase in net sales was due to a general improvement in all businesses and product categories, with particular strength in the North American cranes and tower cranes product lines when compared to 2005. Approximately 18% of the increase in net sales was due to the April 2006 acquisition of a controlling interest in Sichuan Crane.

Gross profit for 2006 increased by $122.6 million relative to 2005 and totaled $293.0 million. Gross profit benefited from increased sales volume, the positive impact of pricing actions taken during 2005 and the strong

recovery in the North American cranes market, more than offsetting the negative impact of component cost pressures. Approximately 12% of the increase in gross profit was due to the inclusion of Sichuan Crane.

SG&A costs for 2006 totaled $138.5 million, an increase of $28.3 million over 2005. The increase was due to higher spending levels in all cranes businesses, mainly driven by higher sales volume. However, as a percentage of net sales, SG&A spending decreased to 8.0% as compared to 8.7% in 2005, reflecting the higher pace of increased sales volume relative to increased costs. Approximately 26% of the increase in SG&A costs were due to the inclusion of Sichuan Crane.

Income from operations for 2006 totaled $154.5 million, an increase of $94.3 million when compared to $60.2 million in 2005. Income from operations in 2006 was positively impacted by pricing increases in excess of cost pressures from suppliers, the benefit of higher sales volume and increased manufacturing throughput. Approximately 8% of the increase in income from operations was due to the inclusion of Sichuan Crane.

Terex Materials Processing & Mining

	2006		2005		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,625.0		$ 1,359.5		19.5%
Gross profit	$ 341.0	21.0%	$ 233.9	17.2%	45.8%
SG&A	$ 151.0	9.3%	$ 117.7	8.7%	28.3%
Income from operations	$ 190.0	11.7%	$ 116.2	8.5%	63.5%

Net sales in our Materials Processing & Mining segment increased by $265.5 million to $1,625.0 million in 2006 compared to $1,359.5 million in 2005. The increase in net sales was attributable to the overall strong demand for mining products, mainly the hydraulic mining excavators manufactured in Dortmund, Germany and related spare parts sales, both of which benefited from a broader distribution network, and the continued growth of our mobile crushing and screening product lines.

Gross profit increased by $107.1 million in 2006 when compared to 2005 and totaled $341.0 million. Gross profit improved as a result of the increased sales volume, more favorable sales mix and pricing actions from existing operations across all product categories, both in terms of new machines, parts and service.

SG&A expense increased by $33.3 million in 2006 relative to 2005, to $151.0 million. The increase in SG&A expense was mainly due to additional staffing needed to address sales growth and period costs associated with the relocation of the U.S. mining truck business personnel.

Income from operations for our Materials Processing & Mining segment was $190.0 million in 2006, an increase of $73.8 million from $116.2 million in 2005. The increase was a result of higher demand for the segment s products, due primarily to continued strong commodity pricing, increasing global distribution for hydraulic mining excavators and the benefits of prior pricing actions, partially offset by increased component costs.

Terex Roadbuilding, Utility Products and Other

	2006		2005		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 746.0		$ 665.3		12.1%
Gross profit	$ 102.4	13.7%	$ 80.7	12.1%	26.9%
SG&A	$ 77.2	10.3%	$ 72.0	10.8%	7.2%
Goodwill impairment	$		$ 3.3	0.5%	(100.0)%
Income from operations	$ 25.2	3.4%	$ 5.4	0.8%	366.7%

Net sales for our Roadbuilding, Utility Products and Other segment in 2006 were $746.0 million, an increase of $80.7 million when compared to 2005. Net sales increased in most business units and product categories.

General market conditions continued to be positive, except for concrete mixer trucks, where results were impacted by a slowdown in residential construction. End markets in the United States continued to show improvement linked to the passage of the federal highway and energy spending bills.

Gross profit in 2006 totaled $102.4 million, an increase of $21.7 million when compared to 2005. Gross profit margin improved in the utilities business, with the other businesses showing a slight decline. Gross profit margin in this largely United States based business segment was favorably impacted by pricing actions, as well as the positive effects of certain reorganization activities that were implemented over the prior few years, partially offset by increases in component costs. This was partially offset by costs associated with the reduction in the Company s re-rental fleet, mainly in the third and fourth quarters of 2006.

SG&A costs for the segment in 2006 totaled $77.2 million, an increase of $5.2 million when compared to 2005. The net increase was mainly due to increased sales commission costs in the roadbuilding businesses, primarily in support of growth in the Brazilian roadbuilding operation, as well as costs related to sales growth in other asphalt products. General and administration costs increased primarily due to increased personnel related costs to support management s on-going initiative to improve talent throughout this segment and the current consolidation of a previously existing distribution joint venture.

During the fourth quarter of 2005, a goodwill impairment in the ATC reporting unit was recognized due to an evaluation of carrying value in excess of its projected discounted cash flow, due mainly to a reduction in anticipated military vehicle contracts and the impact of continued funding delays from our minority partner in ATC.

Income from operations for our Roadbuilding, Utility Products and Other segment in 2006 was $25.2 million, an increase of $19.8 million when compared to 2005. The increase was due primarily to the favorable impact of pricing actions and the positive effect of recent cost reduction activities.

Corporate/Eliminations

	2006		2005		
		% of Sales		**% of Sales**	**% Change In Reported Amounts**
	($ amounts in millions)				
Net sales	$ (136.2)		$ (109.4)		(24.5)%
Income from operations	$ (48.8)	35.8%	$ (30.7)	28.1%	(59.0)%

Our consolidated results include the elimination of intercompany sales activity between segments. Additionally, certain expenses at the corporate level were not allocated to the business segments, which in 2006 were primarily attributable to the increased cost of certain equity and long term compensation programs as well as certain unallocated expenses related to our global enterprise system implementation.

Net Interest Expense

During 2006, our net interest expense decreased by $13.4 million to $75.2 million as compared to net interest expense of $88.6 million in the prior year. This decrease was primarily driven by our lower debt balances.

Loss on Early Extinguishment of Debt

We recorded a charge on early extinguishment of debt of $23.3 million, including a $15.6 million expense associated with the call premiums for the repayment of $300 million of outstanding debt in June and August 2006. In addition, we recorded $7.7 million of amortization of debt acquisition costs accelerated because of this debt repayment and the termination of our previous credit facility.

Other Income (Expense) Net

Other income (expense) net for 2006 was income of $3.7 million, compared to income of $7.1 million for the prior year. The decrease in Other income (expense) relates primarily to higher minority interest expense in consolidated subsidiaries combined with non-recurring gains on the sale of fixed assets in 2005.

Income Taxes

During the year ended December 31, 2006, we recognized income tax expense of $218.2 million on income from continuing operations before income taxes of $614.7 million, an effective rate of 35.5%, as compared to income tax expense of $101.3 million on income from continuing operations before income taxes of $288.9 million, an effective rate of 35.1%, in the prior year. The effective tax rate for 2006 was slightly higher than in the prior year, primarily due to changes in the geographical distribution of earnings.

Twelve Months Ended December 31, 2005 Compared to Twelve Months Ended December 31, 2004

Terex Consolidated

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 6,156.5		$ 4,799.3		28.3%
Gross profit	$ 947.3	15.4%	$ 679.7	14.2%	39.4%
SG&A	$ 573.6	9.3%	$ 468.1	9.8%	22.5%
Goodwill impairment	$ 3.3	0.1%	$		100.0%
Income from operations	$ 370.4	6.0%	$ 211.6	4.4%	75.0%

During 2005, we continued to focus on external growth and on internal process improvement actions. Increasing demand for our products from general economic recovery in several end markets, as well as increasing penetration in new and existing markets, contributed to strong sales growth. Growth in income from operations from increased sales volume was dampened by cost pressures experienced in many purchased commodities and components, mainly steel, as well as certain internal inefficiencies arising from significantly increased production levels. We also generated approximately $273 million of cash from operations and reduced our net debt (defined as total debt less cash) by approximately $210 million during 2005.

Net sales for 2005 were $6,156.5 million, an increase of $1,357.2 million when compared to 2004. We continued to realize the benefits of end-market recoveries, the integration of our businesses, cost-savings initiatives put in place over the prior three years, and the impact of the Terex Business System. Net sales increased in all segments when compared to 2004. Our Aerial Work Platforms segment experienced an increase in sales reflecting strong demand by the rental equipment market. Net sales in our Construction segment improved relative to 2004 as a result of strong demand for products in most of the businesses. Net sales in our Materials Processing & Mining segment benefited relative to 2004 from sustained improvements in commodity prices, mainly coal and iron ore, and incremental sales of $112.5 million from the Reedrill drilling equipment acquisition completed at the end of 2004. Net sales in our Roadbuilding, Utility Products and Other segment increased relative to 2004 across all product lines. While sales of roadbuilding products improved over 2004 levels, they remain low relative to historic levels, and future improvements are dependent on increased state and federal funding for road projects. Net sales in our Cranes segment improved from 2004 levels, driven by a robust tower crane market and a recovering North American rough terrain and boom truck crane marketplace.

Gross profit for 2005 was $947.3 million, an increase of $267.6 million when compared to 2004. Improvements relative to 2004 were realized in all of our segments from higher sales volume, despite sustained higher steel costs and other component issues. We initiated price increases across many of our businesses, accounting for some of the gross margin improvement. We will continue to design and implement plans to mitigate the impact of future increases in component prices, including the use of alternate suppliers, leveraging our overall purchase volumes to obtain favorable costs and increasing the price of our products. Gross profit also benefited from several of the programs initiated as part of the Terex Business System, as well as from restructuring initiatives launched over the prior three years.

Total SG&A increased in 2005 by $105.5 million when compared to 2004. SG&A costs increased as a result of compensation and related costs due to increased sales levels, as well as engineering costs due to product development efforts. Administrative costs increased for staffing and external professional fees as we focused on building resources to address financial reporting weaknesses. During 2005, we incurred approximately $8.8 million

of external professional fees related to our accounting review of prior periods. In addition, the acquisition of Reedrill increased SG&A by $13.9 million. As a percentage of net sales, SG&A fell to 9.3% in 2005 from 9.8% in 2004.

During the fourth quarter of 2005, we recorded a charge of $3.3 million for the impairment of goodwill in the ATC reporting unit of our Roadbuilding, Utility Products and Other segment, as the ATC reporting unit was determined to have a carrying value in excess of its projected discounted cash flow. This was primarily due to a reduction in anticipated military vehicle contracts and the impact of continued funding delays from our minority partner in ATC.

Income from operations increased by $158.8 million in 2005 when compared to 2004. Our Aerial Work Platforms and Construction segments income from operations improved relative to 2004 because of an improving economy in North America and Europe. Income from operations improved in our Material Processing & Mining segment because of increased demand driven by improved commodity price levels and the acquisition of Reedrill, which added $11.4 million. Income from operations in our Cranes segment grew as a result of increased demand for tower cranes, as well as improving rough terrain and boom truck crane businesses in North America. While the concrete mixing truck and utility businesses provided growth in income from operations for our Roadbuilding, Utility Products and Other segment, this segment incurred an impairment charge of $3.3 million during 2005 related to ATC and additional costs related to a reduction in the fleet size of the rental program and operating inefficiencies at utility distribution sites.

Terex Aerial Work Platforms

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,479.5		$ 958.4		54.4%
Gross profit	$ 293.0	19.8%	$ 189.7	19.8%	54.5%
SG&A	$ 102.8	6.9%	$ 79.4	8.3%	29.5%
Income from operations	$ 190.2	12.9%	$ 110.3	11.5%	72.4%

Net sales for our Aerial Work Platforms segment in 2005 were $1,479.5 million, an increase of $521.1 million when compared to 2004. Demand improved on a worldwide basis, with particular strength in Asia and the Americas. Net sales increased when compared to 2004 as a result of stronger demand from the rental channel in the United States and, to a lesser extent, improved parts sales. Rental market demand increased relative to 2004 as rental channel customers continued to buy new equipment to reduce the age of their fleets and address increased utilization of their existing fleets. Net sales of telehandler products increased when compared to 2004, due to the use of the overall Genie sales and marketing approach through the same rental distribution channels as the aerial work platforms products. Light construction products also contributed to the sales growth over the prior year along with additional order activity generated to replace lost or damaged equipment resulting from Hurricane Katrina.

Gross profit for 2005 was $293.0 million, an increase of $103.3 million when compared to 2004. While gross profit benefited from increased sales, this was partially offset by higher steel costs and a delay in the impact of pricing actions taken in late 2004 due to the substantial backlog that existed entering 2005. In addition, the segment experienced some inefficiencies associated with additional manufacturing resources required to respond to the significant product demand.

SG&A costs for 2005 were $102.8 million, an increase of $23.4 million when compared to 2004. The increase was due primarily to staffing and related costs arising from the significant volume increase.

Income from operations for 2005 was $190.2 million, an increase of $79.9 million when compared to 2004. The increase was due to higher sales volumes, offset somewhat by the impact of increased steel costs and costs to ramp-up production.

Terex Construction

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
		($ amounts in millions)			
Net sales	$ 1,489.7		$ 1,319.3		12.9%
Gross profit	$ 166.6	11.2%	$ 131.4	10.0%	26.8%
SG&A	$ 137.5	9.2%	$ 121.0	9.2%	13.6%
Income from operations	$ 29.1	2.0%	$ 10.4	0.8%	179.8%

Net sales in our Construction segment increased by $170.4 million in 2005 when compared to 2004, and totaled $1,489.7 million. Net sales increased across most of the businesses in this segment, as improved economic conditions in the United States and Europe, as well as an emerging Asian construction equipment business, drove demand for construction equipment. Net sales of heavy construction equipment remained strong during 2005, driven primarily by demand for off-highway trucks and material handling equipment. The material handling equipment business benefited from the high price of steel globally.

Gross profit increased to $166.6 million in 2005, an increase of $35.2 million when compared to 2004. Gross profit was positively impacted by sales volume and price increases. These favorable items were partially offset by increases in steel and other commodity costs; certain increased costs related to higher manufacturing volume, foreign currency movement and inventory charges.

SG&A costs for 2005 totaled $137.5 million, an increase of $16.5 million when compared to 2004. SG&A costs were related mainly to increased resources needed to support sales growth, while financial infrastructure and product development costs also increased over the prior year.

Income from operations for 2005 totaled $29.1 million, an increase of $18.7 million when compared to $10.4 million in 2004. Increased income from operations, and the resulting increased margin as a percentage of net sales, reflects the positive impact of pricing actions taken in the marketplace and the benefit of increased production levels, which helped to partially offset steel cost increases.

Terex Cranes

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
		($ amounts in millions)			
Net sales	$ 1,271.9		$ 1,076.8		18.1%
Gross profit	$ 170.4	13.4%	$ 131.9	12.2%	29.2%
SG&A	$ 110.2	8.7%	$ 96.6	9.0%	14.1%
Income from operations	$ 60.2	4.7%	$ 35.3	3.3%	70.5%

Net sales for our Cranes segment for 2005 increased by $195.1 million and totaled $1,271.9 million when compared to $1,076.8 million in 2004. The strong increase in net sales was due to a general improvement in all businesses and product categories, with particular strength in the tower crane group, when compared to 2004. Net sales also increased due to price increases introduced for North American crane products in the fourth quarter of 2004 in reaction to increasing cost pressures.

Gross profit for 2005 increased by $38.5 million relative to 2004 and totaled $170.4 million. Gross profit from the European rough terrain crane business, the container stacker business and the North American lattice boom crane business improved in 2005 as compared to 2004 levels. The benefits of increased sales volume more than offset the negative impact of steel cost increases. Negatively impacting gross profit for 2005 was the expiration of favorable long-term steel pricing contracts, mainly in the German crane operation, as well as the impact of a five week strike at the Waverly, Iowa cranes facility. A field retrofit program had a $4.0 million negative impact. Additionally, North American operations incurred costs to increase production to satisfy heightened product demand, resulting in some production inefficiencies.

SG&A costs for 2005 totaled $110.2 million, an increase of $13.6 million over 2004. SG&A as a percentage of sales decreased from 9.0% in 2004 to 8.7% in 2005. Overall, costs increased due to staffing and related costs required to address the increased sales and production volume.

Income from operations for 2005 totaled $60.2 million, an increase of $24.9 million when compared to $35.3 million in 2004. The increase was due to increased sales volume, particularly from the segment s tower cranes, which was partially offset by the increased cost of steel and increased staffing and related costs at the North American operations.

Terex Materials Processing & Mining

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 1,359.5		$ 951.0		43.0%
Gross profit	$ 233.9	17.2%	$ 158.1	16.6%	47.9%
SG&A	$ 117.7	8.7%	$ 85.6	9.0%	37.5%
Income from operations	$ 116.2	8.5%	$ 72.5	7.6%	60.3%

Net sales in our Materials Processing & Mining segment increased by $408.5 million to $1,359.5 million in 2005 compared to $951.0 million in 2004. The increase in sales was attributable to the overall strong demand for mining products, mainly the mining hydraulic excavators manufactured in Dortmund, Germany and electric drive mining trucks, as well as $112.5 million due to the acquisition of Reedrill in the fourth quarter of 2004. The mobile crushing & screening business reported double-digit growth across all business units.

Gross profit increased by $75.8 million in 2005 when compared to 2004 and totaled $233.9 million. Gross profit improved as a result of increased volume and higher margin earned on the sale of new machines. The performance of Reedrill added $25.2 million of gross profit and improvement in the materials processing business also contributed to the increase in gross profit. This improvement was partially offset by increased steel costs.

SG&A expense increased by $32.1 million in 2005 relative to 2004, to $117.7 million. The increase in SG&A was mainly due to costs related to additional resources needed to address higher net sales and $13.9 million due to the inclusion of Reedrill.

Income from operations for our Materials Processing & Mining segment was $116.2 million in 2005, an increase of $43.7 million from $72.5 million in 2004. The increase was a result of higher demand for the segment s products resulting primarily from improved commodity pricing relative to 2004, the additional income from operations of $11.4 million related to Reedrill and improved performance in the materials processing business, offset to some degree by increased steel costs.

Terex Roadbuilding, Utility Products and Other

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ 665.3		$ 581.1		14.5%
Gross profit	$ 80.7	12.1%	$ 65.0	11.2%	24.2%
SG&A	$ 72.0	10.8%	$ 67.1	11.5%	7.3%
Goodwill impairment	$ 3.3	0.5%	$		100.0%
Income from operations	$ 5.4	0.8%	$ (2.2)	(0.4)%	345.5%

Net sales for our Roadbuilding, Utility Products and Other segment in 2005 were $665.3 million, an increase of $84.2 million when compared to 2004. Growth was achieved in most business units, especially in the concrete mixer truck business.

Gross profit in 2005 totaled $80.7 million, an increase of $15.7 million when compared to 2004. Gross profit generally improved across all businesses. However, this improvement was partially offset by steel cost increases, as steel is a major material component for many of this group s products, as well as continued weak end-markets in the roadbuilding and utility areas. Gross profit was also negatively impacted by operating inefficiencies at utility distribution sites regarding installation of products; additional costs for the specialty vehicle businesses, including inventory charges; and rental fleet reduction costs.

SG&A costs for the segment in 2005 totaled $72.0 million, an increase of $4.9 million when compared to 2004. The increase in SG&A costs compared to 2004 is mainly due to the sales volume increase, additional proposal activities and product development efforts.

During the fourth quarter of 2005, a goodwill impairment in the ATC reporting unit was recognized as the carrying value of goodwill was in excess of its projected discounted cash flow, due mainly to a reduction in anticipated military vehicle contracts and the impact of continued funding delays from our minority partner in ATC.

Income from operations for our Roadbuilding, Utility Products and Other segment in 2005 was $5.4 million, an increase of $7.6 million when compared to 2004. The positive change reflected strong performance by the concrete mixer truck business and the improvement initiatives taken over the past few years. This was partially offset by the impact of increased steel costs and the additional costs for the specialty vehicle businesses.

Corporate/Eliminations

	2005		2004		
		% of Sales		% of Sales	% Change In Reported Amounts
	($ amounts in millions)				
Net sales	$ (109.4)		$ (87.3)		(25.3)%
Income from operations	$ (30.7)	28.1%	$ (14.7)	16.8%	(108.8)%

Net sales eliminations increased in 2005 over the prior year, due mainly to the efforts to cross sell our products through existing distribution channels, largely our Construction and Cranes products being distributed through our Aerial Work Platforms segment channels.

The decrease in income from operations in 2005 was due mainly to external professional fees related to our investigation and audit of our historical accounting of approximately $9 million, increased costs associated with long-term incentive programs, and additional expenses resulting from increases in internal staffing to support ongoing efforts to address financial reporting weaknesses.

Net Interest Expense

During 2005, our net interest expense increased by $4.3 million to $88.6 million as compared to net interest expense of $84.3 million in the prior year. Higher interest rates more than offset the decrease in debt balances.

Loss on Early Extinguishment of Debt

We initiated three debt reductions during 2004. On June 30, 2004, we prepaid $75.0 million aggregate principal amount of term debt under our bank credit facility. In connection with this prepayment, we recorded a related non-cash charge of $1.5 million. On July 21, 2004, we prepaid $50.0 million aggregate principal amount of term debt under our bank credit facility. In connection with this prepayment, we recorded a related non-cash charge of $1.0 million. On December 29, 2004, we prepaid $22.0 million aggregate principal amount of term debt under our bank credit facility. In connection with this prepayment, we recorded a related non-cash charge of $0.4 million. The non-cash charges in 2004 related to the write-off of unamortized debt acquisition costs.

Other Income (Expense) Net

Other income (expense) net for 2005 was income of $7.1 million as compared to income of $19.5 million for the prior year. The primary drivers of other income in 2005 were the gains related to the sale of fixed assets and the allocation of equity income (loss) to minority interests, which more than offset the amortization of debt acquisition costs. In 2004, $16.2 million of Other income (expense) net related primarily to the gain on sale of idle facilities and a favorable settlement related to the acquisition of the O&K mining shovel business, which was offset partly by amortization of debt acquisition costs.

Income Taxes

During the year ended December 31, 2005, we recognized income tax expense of $101.3 million on income before income taxes of $288.9 million, an effective rate of 35.1%, as compared to income tax benefit of $176.7 million on income before income taxes of $143.9 million, an effective rate of (122.8%), in the prior year. The 2005 effective tax rate was higher than the prior year due mainly to the release of a valuation allowance of $200.7 million

on U.S. deferred tax assets in 2004, resulting from improved performance in several U.S. businesses indicating that it was more likely than not that the assets would be realized. The 2005 effective tax rate was favorably impacted by the release of valuation allowances in certain of our German businesses as a result of activities to simplify the legal entity structure and the improved performance of these businesses that indicated that it was more likely than not that the assets would be realized. Also in 2005, we repatriated certain non-U.S. earnings from controlled foreign subsidiaries, pursuant to the provisions of the American Jobs Creation Act of 2004. The tax expense on repatriated earnings partially offset the valuation allowance release impact on the tax rate in 2005.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Changes in the estimates and assumptions used by management could have significant impact on our financial results. Actual results could differ from those estimates.

We believe that the following are among our most significant accounting polices which are important in determining the reporting of transactions and events and which utilize estimates about the effect of matters that are inherently uncertain and therefore are based on management judgment. Please refer to Note A Basis of Presentation in the accompanying Consolidated Financial Statements for a complete listing of our accounting policies.

Inventories

Inventories are stated at the lower of cost or market value. Cost is determined principally by the first-in, first-out (FIFO) method. In valuing inventory, we are required to make assumptions regarding the level of reserves required to value potentially obsolete or over-valued items at the lower of cost or market. The valuation of used equipment taken in trade from customers requires us to use the best information available to determine the value of the equipment to potential customers. This value is subject to change based on numerous conditions. Inventory reserves are established taking into account age, frequency of use, or sale, and in the case of repair parts, the installed base of machines. While calculations are made involving these factors, significant management judgment regarding expectations for future events is involved. Future events which could significantly influence our judgment and related estimates include general economic conditions in markets where our products are sold, new equipment price fluctuations, competitive actions, including the introduction of new products and technological advances, as well as new products and design changes we introduce. At September 30, 2007 and December 31, 2006, reserves for excess and obsolete inventory totaled $105.8 million and $97.9 million, respectively.

Accounts Receivable

We are required to make judgments relative to our ability to collect accounts receivable from our customers. Valuation of receivables includes evaluating customer payment histories, customer leverage, availability of third party financing, political and exchange risks and other factors. Many of these factors, including the assessment of a customer s ability to pay, are influenced by economic and market factors that cannot be predicted with certainty. At September 30, 2007 and December 31, 2006, reserves for potentially uncollectible accounts receivable totaled $70.8 million and $60.3 million, respectively.

Guarantees

We have issued guarantees to financial institutions of customer financing to purchase equipment as of September 30, 2007 and December 31, 2006. We must assess the probability of losses or non-performance in ways similar to the evaluation of accounts receivable, including consideration of a customer s payment history, leverage, availability of third party finance, political and exchange risks and other factors. Many of these factors, including the assessment of a customer s ability to pay, are influenced by economic and market factors that cannot be predicted with certainty. To date, losses related to guarantees have been negligible.

Our customers, from time to time, may fund 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 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 dispose of the equipment at a minimal loss, if any, to the Company.

As of September 30, 2007 and December 31, 2006, our maximum exposure to such credit guarantees was $242.7 million and $212.4 million, respectively. This included total guarantees issued by Terex Demag, part of the Cranes segment, and Genie, part of the Aerial Work Platforms segment, of $162.0 million and $41.7 million, respectively, as of September 30, 2007, and $155.7 million and $25.4 million, respectively, as of December 31, 2006. The terms of these guarantees coincide with the financing arranged by the customer and generally does 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.

We issue 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 point in time. As described in Note S - Litigations and Contingencies in the Notes to the Consolidated Financial Statements for the year ended December 31, 2006, our maximum exposure related to residual value guarantees under sales-type leases was $38.0 million at September 30, 2007 and $30.1 million at December 31, 2006, respectively. 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. Our maximum exposure pursuant to buyback guarantees was $127.3 million as of September 30, 2007 and $106.7 million as of December 31, 2006. 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 record a liability for the estimated fair value of guarantees issued pursuant to Financial Accounting Standards Board (the FASB) Interpretation No. (FIN) 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, an interpretation of Statement of Financial Accounting Standards Nos. 5, 57 and 107 and rescission of FIN 34. We recognize a loss under a guarantee when our obligation to make payment under the guarantee is probable and the amount of the loss can be estimated. A loss would be recognized if our payment obligation under the guarantee exceeds the value we can expect to recover to offset such payment, primarily through the sale of the equipment underlying the guarantee.

We have recorded an aggregate liability within Other current liabilities and Retirement plans and other non-current liabilities in the Consolidated Balance Sheet of approximately $18 million and $16 million for the estimated fair value of all guarantees provided as of September 30, 2007 and December 31, 2006, respectively.

Revenue Recognition

Revenue and costs are generally recorded when products are shipped and invoiced to either independently owned and operated dealers or to customers.

Revenue generated in the United States is recognized when title and risk of loss pass from us to our customers, which occurs upon shipment when terms are FOB shipping point (which is customary) and upon delivery when terms are FOB destination. We also have a policy requiring that certain criteria be met in order to recognize revenue, including satisfaction of the following requirements:

- Persuasive evidence that an arrangement exists;
- The price to the buyer is fixed or determinable;
- Collectibility is reasonably assured; and
- We have no significant obligations for future performance.

In the United States, we have the ability to enter into a security agreement and receive a security interest in the product by filing an appropriate Uniform Commercial Code (UCC) financing statement. However, a significant portion of our revenue is generated outside of the United States. In many countries outside of the United States, as a matter of statutory law, a seller retains title to a product until payment is made. The laws do not provide

for a seller s retention of a security interest in goods in the same manner as established in the UCC. In these countries, we retain title to goods delivered to a customer until the customer makes payment so that we can recover the goods in the event of customer default on payment. In these circumstances, where we only retain title to secure our recovery in the event of customer default, we also have a policy, which requires meeting certain criteria in order to recognize revenue, including satisfaction of the following requirements:

- Persuasive evidence that an arrangement exists;
- Delivery has occurred or services have been rendered;
- The price to the buyer is fixed or determinable;
- Collectibility is reasonably assured;
- We have no significant obligations for future performance; and
- We are not entitled to direct the disposition of the goods, cannot rescind the transaction, cannot prohibit the customer from moving, selling, or otherwise using the goods in the ordinary course of business and have no other rights of holding title that rest with a titleholder of property that is subject to a lien under the UCC.

In circumstances where the sales transaction requires acceptance by the customer for items such as testing on site, installation, trial period or performance criteria, revenue is not recognized unless the following criteria have been met:

- Persuasive evidence that an arrangement exists;
- Delivery has occurred or services have been rendered;
- The price to the buyer is fixed or determinable;
- Collectibility is reasonably assured; and
- The customer has given their acceptance, the time period for acceptance has elapsed or we have otherwise objectively demonstrated that the criteria specified in the acceptance provisions have been satisfied.

In addition to performance commitments, we analyze factors such as the reason for the purchase to determine if revenue should be recognized. This analysis is done before the product is shipped and includes the evaluation of factors that may affect the conclusion related to the revenue recognition criteria as follows:

- Persuasive evidence that an arrangement exists;
- Delivery has occurred or services have been rendered;
- The price to the buyer is fixed or determinable; and
- Collectibility is reasonably assured.

In limited circumstances, certain new units may be invoiced prior to the time customers take physical possession. Revenue is recognized in such cases only when the customer has a fixed commitment to purchase the units, the units have been completed, tested and made available to the customer for pickup or delivery, and the customer has requested that we hold the units for pickup or delivery at a time specified by the customer. In such cases, the units are invoiced under our customary billing terms, title to the units and risks of ownership pass to the customer upon invoicing, the units are segregated from our inventory and identified as belonging to the customer and we have no further obligations under the order.

Revenue from sales-type leases is recognized at the inception of the lease. Income from operating leases is recognized ratably over the term of the lease. We routinely sell equipment subject to operating leases and the related lease payments. If we do not retain a substantial risk of ownership in the equipment, the transaction is recorded as a sale. If we do retain a substantial risk of ownership, the transaction is recorded as a borrowing, the operating lease payments are recognized as revenue over the term of the lease and the debt is amortized over a similar period.

Goodwill

Goodwill represents the difference between the total purchase price paid in the acquisition of a business and the fair value of the assets, both tangible and intangible, and liabilities we acquired. We review the value of our recorded goodwill annually, and more frequently as circumstances warrant, to determine if this value is potentially impaired. The initial recognition of goodwill, as well as the annual review of the carrying value of goodwill, requires that we develop estimates of future business performance. These estimates are used to derive expected cash flow and include assumptions regarding future sales levels, the impact of cost reduction programs, and the level of working capital needed to support a given business. We rely on data developed by business segment management as well as macroeconomic data in making these calculations. The estimate also includes a determination of the reporting units weighted average cost of capital. The cost of capital is based on assumptions about interest rates as well as a risk-adjusted rate of return required by our equity investors. Changes in these estimates can impact the present value of the expected cash flow that is used in determining the fair value of goodwill as well as the overall expected value of a given business.

Impairment of Long Lived Assets

Our policy is to assess the realizability of our long-lived assets, including intangible assets, and to evaluate such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets (or group of assets) may not be recoverable. Impairment is determined to exist if the estimated future undiscounted cash flows are less than the asset s carrying value. Future cash flow projections include assumptions regarding future sales levels, the impact of cost reduction programs, and the level of working capital needed to support each business. We rely on data developed by business segment management as well as macroeconomic data in making these calculations. There are no assurances that future cash flow assumptions will be achieved. The amount of any impairment then recognized would be calculated as the difference between the estimated fair value and the carrying value of the asset.

Accrued Warranties

We record accruals for unasserted warranty claims based on our prior claim experience. Warranty costs are accrued at the time revenue is recognized. However, adjustments to the initial warranty accrual are recorded if actual claim experience indicates that adjustments are necessary. These warranty costs are based upon management s assessment of past claims and current experience. However, actual claims could be higher or lower than amounts estimated, as the amount and value of warranty claims are subject to variation as a result of many factors that cannot be predicted with certainty, including the performance of new products, models and technology, changes in weather conditions for product operation, different uses for products and other similar factors.

Accrued Product Liability

We record accruals for product liability claims based on our prior claim experience. Accruals for product liability claims are valued based upon our prior claims experience, including consideration of the jurisdiction, circumstances of the accident, type of loss or injury, identity of plaintiff, other potential responsible parties, analysis of outside legal counsel, analysis of internal product liability counsel and the experience of our director of product safety. We provide accruals for estimated product liability experience on known claims. We do not accrue for reported incidents until such time as a claim is made against us. Actual product liability costs could be different due to a number of variables such as the decisions of juries or judges.

Pension Benefits

Pension benefits represent financial obligations that will be ultimately settled in the future with employees who meet eligibility requirements. As of December 31, 2006, we maintained four qualified defined benefit pension plans and one nonqualified plan covering certain U.S. employees. The benefits for the qualified plan covering salaried employees are based primarily on years of service and employees qualifying compensation during the final years of employment. Participation in the plan for salaried employees was frozen on or before October 15, 2000. The benefits for the three qualified plans covering bargaining unit employees are based primarily on years of service and a flat dollar amount per year of service. Participation was frozen effective December 31, 2000 for one plan, February 18, 2006 for another plan, and June 29, 2007 for the third plan. For all four qualified plans, no participants will be credited with service following the effective dates of their freeze, except that participants are credited with post-freeze service for purposes of determining vesting and retirement eligibility only. It is our policy, generally, to fund

the qualified U.S. plans based on the minimum requirements of the Employee Retirement Income Security Act of 1974. The nonqualified plan provides retirement benefits to certain senior executives of the Company and is unfunded. Generally, the nonqualified plan provides a benefit based on average total compensation earned over a participant s final five years of employment and years of service reduced by benefits earned under any Company retirement program excluding salary deferrals and matching contributions. We maintain defined benefit plans in Germany, France, China and the United Kingdom (U.K.) for some of our subsidiaries. The plans in Germany, France and China are unfunded plans. Plan assets consist primarily of common stocks, bonds, and short-term cash equivalent funds. For the U.S. plans, approximately 41% of the assets are in equity securities and 59% are in fixed income securities. For the U.K. funded plans, approximately 52% of the assets are in equity securities, 44% are in fixed income securities and 4% in real estate. This allocation is reviewed periodically and updated to meet the long-term goals of the plan.

The determination of defined benefit pension and postretirement plan obligations and their associated expenses requires the use of actuarial valuations to estimate the benefits that employees earn while working, as well as the present value of those benefits. We use the services of independent actuaries to assist with these calculations. Inherent in these valuations are economic assumptions including expected returns on plan assets, discount rates at which liabilities may be settled, rates of increase of health care costs, rates of future compensation increases as well as employee demographic assumptions such as retirement patterns, mortality and turnover. The actuarial assumptions used may differ materially from actual results due to changing market and economic conditions, higher or lower turnover rates or longer or shorter life spans of participants. Actual results that differ from the actuarial assumptions used are recorded as unrecognized gains and losses. Unrecognized gains and losses that exceed 10 percent of the greater of the plan s projected benefit obligations or the market-related value of assets are amortized to earnings over the shorter of the estimated future service period of the plan participants or the period until any anticipated final plan settlements.

Several key assumptions are used in actuarial models to calculate pension expense and liability amounts recorded in the financial statements. We believe the three most significant variables in the models are expected long-term rate of return on plan assets, the discount rate, and the expected rate of compensation increase. The actuarial models also use assumptions for various other factors including employee turnover, retirement age and mortality, which are evaluated periodically and are updated to reflect experience. We believe the assumptions used in the actuarial calculations are reasonable and are within accepted practices in each of the respective geographic locations in which we operate.

The expected long-term rates of return on pension plan assets were 8.00% for U.S. plans and 6.50% for the U.K. plans at December 31, 2006. These rates are determined annually by management based on a weighted average of current and historical market trends, historical portfolio performance and the portfolio mix of investments. The expected long-term rate of return on plan assets at December 31 is used to measure the earnings effects for the subsequent year. The difference between the expected return and the actual return on plan assets affects the calculated value of plan assets and, ultimately, future pension expense (income).

Our strategy with regard to the investments in the pension plans is to earn a rate of return sufficient to match or exceed the long term growth of pension liabilities. The expected rate of return of plan assets represents an estimate of long-term returns on the investment portfolio. While we examine performance and future expectations annually, we also view historic asset portfolios and performance over a long period of years. In the short term, there may be fluctuations of positive and negative yields year over year, but over the long-term, the actual return is expected to match the expected assumptions. Actual results that differ from the assumptions are accumulated and amortized over future periods, and therefore, generally affect the recognized pension expense or benefit and our pension obligation in future periods.

The discount rates for pension plan liabilities were 5.75% for U.S. plans and 4.00% to 5.25% for international plans at December 31, 2006. The discount rate enables us to estimate the present value of expected future cash flows on the measurement date. The rate used reflects a rate of return on high-quality fixed income investments that match the duration of expected benefit payments at the December 31 measurement date. The discount rate at December 31 is used to measure the year-end benefit obligations and the earnings effects on the subsequent year. A lower discount rate increases the present value of benefit obligations and increases pension expense.

The expected rates of compensation increase for our international pension plans were 2.20% to 10.00% at December 31, 2006. These estimated annual compensation increases are determined by management every year and are based on historical trends and market indices.

Effective December 31, 2006, upon adoption of SFAS 158, we have recorded the underfunded status on our balance sheet as a liability and the unrecognized prior service costs and actuarial gains/losses as a reduction in Stockholders Equity on the Consolidated Balance Sheet. The change in assumptions from the previous year primarily increases in the discount rate offset by an update in mortality rates for the foreign plans, resulted in a net decrease in the projected benefit obligation of $2.7 million.

Actual results in any given year will often differ from actuarial assumptions because of demographic, economic and other factors. The market value of the plan assets can change significantly in a relatively short period of time. Additionally, the measurement of the plan benefit obligations is sensitive to changes in interest rates. As a result, if the equity market declines and/or interest rates decrease, the plan estimated benefit obligations could increase, causing an increase in liability and a reduction in Stockholders Equity.

We expect that any future obligations under our plans that are not currently funded will be funded from future cash flows from operations. If our contributions are insufficient to adequately fund the plans to cover our future obligations, or if the performance of the assets in our plans does not meet expectations, or if our assumptions are modified, contributions could be higher than expected, which would reduce the cash available for our business. Changes in U.S. or foreign laws governing these plans could require additional contributions. In addition, changes in generally accepted accounting principles in the United States could require the recording of additional liabilities and costs related to these plans.

The assumptions used in computing our net pension expense and projected benefit obligation have a significant effect on the amounts reported. A 0.25% change in each of the assumptions below would have the following effects upon net pension expense and projected benefit obligation, respectively, as of and for the year ended December 31, 2006:

	Increase		**Decrease**	
	Discount Rate	**Expected long-term rate of return**	**Discount Rate**	**Expected long-term rate of return**
		($ amounts in millions)		
U. S. Plans:				
Net pension expense	$ (0.2)	$ (0.3)	$ 0.2	$ 0.3
Projected benefit obligation	$ (3.9)	$	$ 4.0	$
Foreign Plans:				
Net pension expense	$ (1.0)	$ (0.3)	$ 1.2	$ 0.3
Projected benefit obligation	$ (12.7)	$	$ 13.8	$

Income Taxes

We estimate income taxes based on enacted tax laws in the various jurisdictions where we conduct business. We recognize deferred income tax assets and liabilities, which represent future tax benefits or obligations of the Company. These deferred income tax balances arise from temporary differences due to differing treatment of certain items for accounting and income tax purposes.

We evaluate deferred tax assets each period to ensure that estimated future taxable income will be sufficient in character, amount and timing to result in the use of our deferred tax assets. Character refers to the type (capital gain vs. ordinary income) as well as the source (foreign vs. domestic) of the income we generate. Timing refers to the period in which future income is expected to be generated. Timing is important because some net operating losses (NOLs) expire if not used within an established statutory time frame. Based on these evaluations, we have determined that it is more likely than not that expected future U.S. earnings will be sufficient to use certain of our U.S. deferred tax assets.

During the fourth quarter of 2006, we reviewed our ability to use these NOLs on a jurisdiction-by-jurisdiction and entity-by-entity basis. In performing our analysis, we reviewed the past and anticipated future

earnings for each foreign entity, and, where necessary, recorded a valuation allowance for all deferred tax assets which we believed were not more likely than not to be realized in the future.

Judgments and estimates are required to determine tax expense and deferred tax valuation allowances and in assessing exposures related to tax matters. Tax returns are subject to audit and local taxing authorities could challenge tax-filing positions we take. Our practice is to review tax-filing positions by jurisdiction and to record provisions for probable tax liabilities, including interest and penalties, if applicable. As our business has grown in size and complexity, so has our potential exposure to uncertain tax positions. Given the subjective nature of certain areas of tax law, the results of any audits of tax returns could have an adverse impact on our financial statements. We believe that we record and disclose tax liabilities as appropriate and have reasonably estimated our income tax liabilities and recoverable tax assets.

Recent Accounting Pronouncements

In November 2004, the FASB issued Statement of Financial Accounting Standard (SFAS) No. 151, Inventory Costs an amendment of ARB No. 43, Chapter 4. SFAS No. 151 discusses the general principles applicable to the pricing of inventory. Paragraph 5 of Accounting Research Bulletin (ARB) No. 43, Chapter 4 provides guidance on allocating certain costs to inventory. SFAS No. 151 amends ARB No. 43, Chapter 4, to clarify that abnormal amounts of idle facility expense, freight, handling costs, and wasted materials (spoilage) should be recognized as current-period charges. In addition, SFAS No. 151 requires allocation of fixed production overheads to the costs of conversion be based on normal capacity of production facilities. We adopted this accounting standard on January 1, 2006. Adoption of SFAS No. 151 did not have a material impact on our financial statements.

In December 2004, the FASB issued SFAS No. 123R Share-Based Payment. SFAS No.123R requires that cost resulting from all share-based payment transactions be recognized in the financial statements. SFAS No. 123R also establishes fair value as the measurement method in accounting for share-based payments to employees. In March 2005, the SEC released Staff Accounting Bulletin No. 107, Share-Based Payment (SAB No. 107), which provides interpretive guidance on SFAS No. 123R. SAB No. 107 does not change the accounting required by SFAS No. 123R. We adopted this accounting standard on January 1, 2006. We used the modified prospective method for our transition to this accounting standard. Adoption of SFAS No. 123R did not have a material impact on our financial statements. Prior to the adoption of SFAS No. 123R, the Company accounted for its stock-based compensation using the intrinsic value method under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and related interpretations as allowed under SFAS No. 123, Accounting for Stock-Based Compensation.

In June 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections. SFAS No. 154 changes requirements for the accounting for and reporting of a change in accounting principle. This statement requires retrospective applications to prior periods financial statements of a voluntary change in accounting principle unless it is impracticable. In addition, this statement requires that a change in depreciation, amortization, or depletion for long-lived, non-financial assets be accounted for as a change in accounting estimate affected by a change in accounting principle. We adopted this accounting standard on January 1, 2006. Adoption of SFAS No. 154 did not have a material impact on our financial statements.

In June 2005, the FASB ratified Emerging Issues Task Force (EITF) Issue No. 05-5 (EITF No. 05-5), Accounting for Early Retirement or Postemployment Programs with Specific Features (such as Terms Specified in Altersteilzeit Early Retirement Arrangements). Altersteilzeit (ATZ) is an early retirement program in Germany designed to create an incentive for employees, within a certain age group, to retire before the legal retirement age. Although established by law, the actual arrangement is negotiated between the employer and employee. Under an ATZ Early Retirement Program (Type I and Type II) or an arrangement with the same terms, salary payments should be recognized ratably over the portion of the ATZ period when the employee is providing active services. Accruals for the termination benefit under Type II should be accrued ratably from the date the employee signs the ATZ contract to the end of the active service period. We adopted this EITF on January 1, 2006. Adoption of EITF No. 05-5 did not have a material impact on our financial statements.

In June 2006, the FASB ratified EITF Issue No. 06-3 (EITF No. 06-3), How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That is, Gross versus Net Presentation). The classification in the income statement of taxes is considered an accounting policy and any change in presentation would require the application of SFAS No. 154, Accounting Changes and Error Corrections. In addition, under the scope of EITF No. 06-3, significant taxes recorded in the Condensed

Consolidated Statement of Operations would require disclosure of the accounting policy elected and amounts reflected in gross revenue for all periods presented. Provisions of EITF No. 06-3 are effective for fiscal years beginning after December 15, 2006. The Company adopted this accounting standard on January 1, 2007. Adoption of EITF No. 06-3 did not have a material impact on the Company s financial statements.

In July 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN No. 48), which clarifies accounting for uncertainty in tax positions. FIN No. 48 requires that the Company recognize in its financial statements the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. Provisions of FIN No. 48 are effective for fiscal years beginning after December 15, 2006, with the cumulative effect of the change in accounting principle recorded as an adjustment to retained earnings as of January 1, 2007. The Company adopted this accounting standard on January 1, 2007. See Note C Income Taxes to the Condensed Consolidated Financial Statements as of September 30, 2007 for the impact of adoption of FIN No. 48.

In September 2006, the SEC issued Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements (SAB No. 108), to address diversity in practice in quantifying financial statement misstatements. SAB No. 108 requires us to quantify misstatements based on their impact on each of our financial statements and related disclosures. SAB No. 108 is effective as of the end of our 2006 fiscal year, allowing a one-time transitional cumulative effect adjustment to retained earnings as of January 1, 2006 for errors that were not previously deemed material, but are material under the guidance in SAB No. 108. We adopted this accounting standard in the fourth quarter of the year ended December 31, 2006. Adoption of SAB No. 108 did not have a material impact on our financial statements.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective as of the beginning of the Company s 2008 fiscal year. We are currently evaluating the impact of adopting SFAS No. 157 on our financial statements.

In September 2006, the FASB issued SFAS No. 158, Employer s Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R). SFAS No. 158 requires that we recognize the funded status of our defined benefit and other postretirement benefit plans in our December 31, 2006 balance sheet, with changes in the funded status recognized through comprehensive income, net of tax, in the year in which they occur. SFAS No. 158 also requires the measurement of the funded status of our plans as of our year-end balance sheet date no later than 2008. We currently use our year-end balance sheet date as our measurement date. The impact of adopting SFAS No. 158 on Total Assets, Total Liabilities and Total Stockholders equity was $2.4 million, $20.7 million and $18.3 million, respectively.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115. SFAS No. 159 permits an entity to choose to measure many financial instruments and certain other items at fair value. The fair value option established by SFAS No. 159 permits entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. SFAS No. 159 is effective as of the beginning of our 2008 fiscal year. We are currently evaluating the impact of adopting SFAS No. 159 on our financial statements.

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 believe that cash generated from operations, together with access to our bank credit facilities and cash on hand, provide adequate liquidity to meet our operating and debt service requirements. We had cash and cash equivalents of $516.6 million and $676.7 million at September 30, 2007 and December 31, 2006, respectively. In addition, we had $420.6 million and $560.2 million available for borrowing under our revolving credit facilities at September 30, 2007 and December 31, 2006, respectively. As adjusted for this offering and the repayment of certain indebtedness as described in Use of Proceeds, we would have had cash and cash equivalents of $849 million at September 30, 2007.

Generating cash from operations depends primarily on our ability to earn net income through sales of our products and manage our investment in working capital. We continue to focus on collecting receivables in a timely manner. Consistent with past practice, each quarter we sell receivables to various third party financial institutions through several pre-arranged facilities. During the third quarter of each of 2007 and 2006, we sold, without recourse, accounts receivable approximating 11% of our revenue to provide additional liquidity. During the fourth quarter of 2006 and 2005, we sold, without recourse, accounts receivable approximating 12% and 13% of our fourth quarter revenue in 2006 and 2005, respectively, to provide additional liquidity. The discontinuance of these facilities could reduce our liquidity.

We are focused on increasing 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 continue to experience challenges with supply chain capacities and deliveries. Substantial effort has gone into reviewing and improving our materials planning and forecasting methods, and, despite the high level of inventory, we are seeing improvements in many areas. We are also in the process of starting up sourcing teams in India and China to support our cost objectives. We expect these initiatives to reduce the level of inventory needed to support the business and allow us to reduce our manufacturing lead times, thereby reducing our working capital requirements.

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 in used equipment values may impact the ability of customers to purchase equipment.

As our sales levels increase, the absolute amount of working capital needed to support our business may increase, with a corresponding reduction in cash generated by operations.

We insure and sell a portion of our accounts receivable to third party finance companies. These third party finance companies are not obligated to purchase accounts receivable from us, and may choose to limit or discontinue further purchases from us at any time. Changes in customers credit worthiness, in the market for credit insurance or in the willingness of third party finance companies to purchase accounts receivable from us can impact our cash flow from operations.

Our suppliers extend payment terms to us based on our overall credit rating. Declines in our credit rating may impact 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 foreign currency fluctuations, and other such factors that in many cases are outside our direct control. For example, during periods of economic uncertainty, many of our customers have tended to delay purchasing decisions, which has had a negative impact on cash generated from operations.

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 projects.

As we have grown, diversified our product offerings and expanded the geographic reach of our products, our sales have become less dependent on construction products and sales in the United States and Europe and have become less seasonal. In addition, high levels of backlog in a number of our segments have led to longer wait times and deliveries being accepted regardless of the season. As a result, we expect first and second half sales to be relatively equal in 2007.

Because of the quarterly pattern of our sales, we have recently used cash to fund our operations in the first quarter of the year and generate cash in the remaining three quarters of the year. In 2007, we used cash in the first quarter and generated cash in the second and third quarter. We expect our cash flow performance in the fourth quarter of 2007 to be heavily influenced by our ability to reduce inventory driven by efficiency improvements, easing of supplier constraints and the delivery of several large orders in the fourth quarter, principally in the crane and mining businesses.

In 2007, our income tax payments increased. In 2005 and 2006, we used net operating losses to reduce our cash income tax payments, most notably in the U.S., Germany and the United Kingdom. The U.S. net operating loss was substantially utilized in 2006, resulting in higher cash payments in the U.S. for 2007. However, increasing profitability resulted in increased utilization of net operating loss carry forwards in Germany, partially offsetting the increased cash payments in the U.S.

To help fund our cash pattern, which requires significant cash expenditures during the first quarter of the year, we have maintained significant cash balances and a revolving line of credit in addition to term borrowings from our bank group. Our bank credit facilities provide us with a revolving line of credit of up to $700 million that is available through July 14, 2012 and term debt of $200 million that will mature on July 14, 2013. The revolving line of credit consists of $500 million of available domestic revolving loans and $200 million of available multicurrency revolving loans. The credit facilities also provide for incremental loan commitments of up to $300 million, which may be extended at the option of the lenders, in the form of revolving credit loans, term loans or a combination of both.

Our bank credit facilities require compliance with a number of covenants. These covenants require us to meet certain financial tests, namely (a) to maintain a consolidated leverage ratio not in excess of 3.75 to 1.00 on the last day of any fiscal quarter, and (b) to maintain a consolidated fixed charge coverage ratio of not less than 1.25 to 1.00 for any period of four consecutive fiscal quarters. The covenants also limit, in certain circumstances, our ability to take a variety of actions, including: incur indebtedness; create or maintain liens on our property or assets; make investments, loans and advances; engage in acquisitions, mergers, consolidations and asset sales; and pay dividends and distributions, including share repurchases. Our bank credit facilities also contain customary events of default.

We are currently in compliance with all of our financial covenants under the bank credit facilities. Our future compliance with our financial covenants under the bank credit facilities will depend on our ability to generate earnings and manage our assets effectively. Our bank credit facilities also have various non-financial covenants, requiring us to refrain from taking certain actions (as described above) and requiring us to take certain actions, such as keeping in good standing our corporate existence, maintaining insurance, and providing our bank lending group with financial information on a timely basis.

On January 15, 2007, we redeemed the outstanding $200 million principal amount of our 9-1/4% Senior Subordinated Notes due 2011 (the 9-1/4% Notes). The total cash paid was $218.5 million, and included a call premium of 4.625%, as set forth in the indenture for the 9-1/4% Notes, plus accrued interest of $46.25 per $1,000 principal amount at the redemption date. We recorded pre-tax charges of $12.5 million in the first quarter of 2007 for the call premium and accelerated amortization of debt acquisition costs as a loss on early extinguishment of debt.

The interest rates charged under our bank credit facilities are subject to adjustment based on our consolidated leverage ratio. The weighted average interest rate on the outstanding portion of the revolving credit component under our bank credit facilities was 7.75% and 5.32% at September 30, 2007 and December 31, 2006, respectively. The weighted average interest rate on the term loans under the bank credit facilities was 6.95% and 7.11% at September 30, 2007 and December 31, 2006, respectively.

We have also positioned ourselves to repurchase some of our outstanding common stock as conditions warrant. In December 2006, our Board of Directors authorized the repurchase of up to $200 million of our outstanding common shares through June 30, 2008. During the nine months ended September 30, 2007, we repurchased 935,800 shares for $74.2 million under this program.

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 without substantially increasing risk.

We anticipate that acquisitions will be a part of our growth strategy, and with the recent volatility in the financial markets, we are uniquely positioned to take advantage of opportunities as they arise. The use of our cash and debt balances in the future will be targeted to acquisitions and to fund internal expansion activities, including capital expenditures.

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. In July 2007, we filed a shelf registration statement with the SEC to allow for easier access to the capital markets. Our ability to access the capital markets is also subject to our timely filing of periodic reports with the SEC. In addition, the terms of our bank credit facility and senior subordinated notes restrict our ability to make further borrowings and to sell substantial portions of our assets.

Cash Flows for the Nine Months Ended September 30, 2007 Compared to Nine Months Ended September 30, 2006

Cash used in operations for the nine months ended September 30, 2007 totaled $34.5 million, compared to cash provided by operations of $216.8 million for the nine months ended September 30, 2006. This increase in cash used resulted from: higher working capital due to logistics issues related to our increased level of international business, which is causing longer transport times; certain supplier constraints limiting production throughput; and payment of certain longer-term incentive compensation and taxes in the first nine months of 2007.

Cash used in investing activities for the nine months ended September 30, 2007 was $62.5 million, or $24.0 million more than cash used in investing activities for the nine months ended September 30, 2006, primarily due to higher capital expenditures in the current year, including costs associated with implementing our enterprise management system, partially offset by receipt of proceeds from the sale of assets in the current year period. Additionally, cash used in the prior year included a payment for acquisition of a business, which was more than offset by proceeds from the sale of a discontinued operation.

We used cash for financing activities of $99.7 million for the nine months ended September 30, 2007, compared to cash used in financing activities for the nine months ended September 30, 2006 of $326.2 million. The change in financing cash flows was primarily due to $300 million in repayment of long-term debt and net repayments under our credit facility in 2006 compared to repayment of $200 million of long-term debt in the nine months ended September 30, 2007. Additionally, in the current year we had net borrowings under our credit facilities that were invested in working capital in support of our strong order backlog, which was partially offset by share repurchases.

Cash Flows for the Twelve Months Ended December 31, 2006 Compared to Twelve Months Ended December 31, 2005

Cash provided by operations for the year ended December 31, 2006 totaled $484.4 million, compared to cash provided by operations of $273.4 million for the year ended December 31, 2005. The increase in cash provided by operations is consistent with the increase in sales volume, and reflects the improvement in our financial performance.

Cash used in investing activities in the year ended December 31, 2006 was $51.9 million, as compared to cash used in investing activities of $56.7 million for the year ended December 31, 2005. This decrease was primarily due to proceeds we received from the sale of our discontinued operations and other assets in 2006, partially offset by cash used in the acquisitions of Sichuan Crane and Halco, as well as higher capital expenditures incurred as we invested in our infrastructure and our management information system during 2006.

We used cash for financing activities of $344.8 million in the year ended December 31, 2006, compared to $49.0 million in the year ended December 31, 2005. This increase was primarily driven by the payment of long-term debt and our former credit facility loans in 2006, partially offset by increased stock option exercise activity and the new classification of excess tax benefits from stock-based compensation.

Contractual Obligations

The following table sets out our specified contractual obligations at December 31, 2006. These amounts do not reflect the notes to be issued in the offering contemplated by this prospectus supplement:

		Payments Due by Year					
	Total Committed	2007	2008	2009	2010	2011	Thereafter
Long-term debt obligations	$ 1,013.9	$ 264.9	$ 45.6	$ 40.8	$ 40.6	$ 38.2	$ 583.8
Capital lease obligations	6.8	2.0	1.9	1.0	0.9	0.6	0.4
Operating lease obligations	297.6	56.5	45.7	33.8	28.4	22.2	111.0
Total	$ 1,318.3	$ 323.4	$ 93.2	$ 75.6	$ 69.9	$ 61.0	$ 695.2

Long-term debt obligations include expected interest expense. Interest expense is calculated using fixed interest rates for indebtedness that has fixed rates and the implied forward rates as of December 31, 2006 for indebtedness that has floating interest rates.

Additionally, at December 31, 2006, we had outstanding letters of credit that totaled $120.2 million and had issued $212.4 million in guarantees of customer financing to purchase equipment, $30.1 million in residual value guarantees and $106.7 million in buyback guarantees.

We maintain defined benefit pension plans for some of our operations in the United States and Europe. It is our policy to fund the pension plans at the minimum level required by applicable regulations. In 2006, we made cash contributions to the pension plans of $13.9 million, and we estimate that our pension plan contributions will be approximately $15 million in 2007.

We participate in a joint venture arrangement with a European financial institution as described below in Off-Balance Sheet Arrangements Variable Interest Entities.

Off-Balance Sheet Arrangements

Guarantees

Our customers, from time to time, may 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 dispose of the equipment at a minimal loss, if any, to us.

Our maximum exposure to such credit guarantees was $242.7 million as of September 30, 2007 and $212.4 million as of December 31, 2006. This included total credit guarantees issued by Terex Demag, part of our Cranes segment, and Genie, part of our Aerial Work Platforms segment, of $162.0 million and $41.7 million, respectively, as of September 30, 2007 and $155.7 million and $25.4 million, respectively, as of December 31, 2006. 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.

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 O - Litigation and Contingencies in the Notes to the Condensed Consolidated Financial Statements as of and for the period ended September 30, 2007 and Note S - Litigation and Contingencies in the Notes to the Consolidated Financial Statements as of and for the year ended December 31, 2006, our maximum exposure related to residual value guarantees under sales-type leases was $38.0 million at September 30, 2007 and $30.1 million at December 31, 2006. 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. Our maximum exposure pursuant to buyback guarantees was $127.3 million as of September 30, 2007 and $106.7 million as of December 31, 2006.

We are able to mitigate the risk of these guarantees because the timing of the buybacks is staggered 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 Retirement plans and other non-current liabilities in the Condensed Consolidated Balance Sheet and Consolidated Balance Sheet of approximately $18 million and $16 million for the estimated fair value of all guarantees provided as of September 30, 2007 and December 31, 2006, respectively.

Variable Interest Entities

We own a forty percent (40%) interest in the TFSH joint venture. A European financial institution owns the majority sixty percent (60%) interest in TFSH. As defined by FASB Interpretation No. 46R, Consolidation of Variable Interest Entities, an interpretation of ARB No. 51, TFSH is a variable interest entity. Based on the legal, financial and operating structure of TFSH, we have concluded that we are not the primary beneficiary of TFSH and that we do not control the operations of TFSH. Accordingly, we do not consolidate the results of TFSH into our consolidated financial results. We apply the equity method of accounting for our investment in TFSH. The scope of TFSH s operations includes the opportunity to facilitate the financing of our products sold in certain areas of Europe.

TFSH had total assets of approximately $555 million as of September 30, 2007 and approximately $452 million as of December 31, 2006, consisting primarily of financing receivables and lease related equipment, and total liabilities of approximately $504 million as of September 30, 2007 and approximately $407 million as of December 31, 2006, consisting primarily of debt issued by the joint venture partner. Prior to March 31, 2006, we provided guarantees related to potential losses arising from shortfalls in the residual values of financed equipment or credit defaults by the joint venture s customers. The maximum exposure to loss under these guarantees was approximately $19 million as of September 30, 2007 and approximately $25 million as of December 31, 2006. Additionally, we are required to maintain a capital account balance in TFSH, pursuant to the terms of the joint venture, which could result in our reimbursement to TFSH of losses to the extent of our ownership percentage.

Sale-Leaseback Transactions

Our rental business typically rents equipment to customers for periods of no less than three months. To better match cash outflows in the rental business to cash inflows from customers, we finance the equipment through a series of sale-leasebacks classified as operating leases. The leaseback period is typically 60 months in duration. The historical cost of equipment being leased back from the financing companies was approximately $45 million at September 30, 2007 and $72 million at December 31, 2006. The minimum lease payments for the remainder of 2007 will be approximately $2 million.

Contingencies and Uncertainties

Foreign Currencies and Interest Rate Risk

Our products are sold in over 100 countries around the world and, accordingly, some of 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 and British Pound. We may, from time to time, hedge specifically identified committed and forecasted cash flows in foreign currencies using forward currency sale or purchase contracts. We had foreign exchange contracts with an aggregate notional value of $1,102.7 million at September 30, 2007 and $943.9 million at December 31, 2006.

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 on-going balance between floating and fixed rates on this mix of indebtedness using interest rate swaps when necessary.

Certain of our obligations, including our senior subordinated notes, bear interest at a fixed interest rate. We entered into an interest rate agreement to convert a fixed rate to a floating rate with respect to $200 million of the principal amount of our indebtedness under our 7-3/8% Senior Subordinated Notes. To maintain an appropriate balance between floating and fixed rate obligations on our mix of debt, we exited this interest rate swap agreement on January 15, 2007 and paid $5.4 million. We recorded this loss as an adjustment to the carrying value of the hedged debt and are amortizing it through the debt maturity date.

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 and guarantees. Many of the exposures are unasserted or the 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, in the aggregate, have a material adverse effect on us. When it is probable that a loss has been 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. These laws and regulations govern actions that may have adverse environmental effects, such as discharges to air and water, and also require compliance with certain practices when handling and disposing of hazardous and non-hazardous wastes. These laws and regulations 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. No such incidents have occurred which required us to pay material amounts to comply with such laws and regulations. Compliance with such laws and regulations has required, and will continue to require, us to make expenditures. We do not expect that these expenditures will have a material adverse effect on our business or profitability.

On February 1, 2006, we received a copy of a written order of a private investigation from the SEC with respect to our accounting. We have been cooperating with the SEC and will continue to cooperate fully to furnish the SEC staff with information needed to complete their investigation.

We have also received a subpoena from the SEC dated May 9, 2005, in a matter entitled In the Matter of United Rentals, Inc. The subpoena principally requested information to assist the SEC in its investigation of four transactions involving us and our subsidiaries, on the one hand, and United Rentals, on the other, in 2000 and 2001. We are also cooperating fully with this investigation. The U.S. Attorney s office responsible for this matter also has requested information from us about these transactions and we are fully cooperating with this request.

On November 2, 2006 and January 19, 2007, we received subpoenas from the United States Department of Justice, Antitrust Division (DOJ) with respect to its investigation into pricing practices in the rock crushing and screening equipment industry. We have been cooperating fully with the DOJ and will continue to cooperate fully to furnish the DOJ staff with information needed to complete their investigation.

Transactions with Former Employees

On November 13, 2003, we entered into an agreement with FILVER S.A. (FILVER), an entity affiliated with Fil Filipov, the President of our Cranes segment until his retirement effective January 1, 2004. Pursuant to this agreement, FILVER provided consulting services to us as assigned by our Chief Executive Officer. The term of the agreement was for three years commencing January 1, 2004, with an initial base consulting fee of $0.5 million per year, subject to adjustment based on usage of FILVER s services and FILVER s performance (determined at our discretion), plus reimbursement of certain expenses. The terms of the agreement between FILVER and us were similar to terms that we believe would have been agreed upon in an arm s length transaction. During 2006, we incurred a total cost of $0.5 million under this contract. This contract expired on December 31, 2006.

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. See Note M Derivative Financial Instruments to the Consolidated Financial Statements as of December 31, 2006 for further information on accounting policies related to derivative financial instruments.

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 versus functional currencies of our major markets, which include the Euro and British Pound. We assess foreign currency risk based on transactional cash flows and identify naturally offsetting positions and purchase hedging instruments to protect anticipated exposures. At September 30, 2007, we had foreign exchange contracts with an aggregate notional value of $1,102.7 million. The fair market value of these arrangements, which represents the cost to settle these contracts, was a net gain of $1.2 million at September 30, 2007.

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 and London Interbank Offer Rate (LIBOR). We manage interest rate risk by incurring a mix of indebtedness bearing interest at both floating and fixed rates at inception and maintain an on-going balance between floating and fixed rates on this mix of indebtedness through the use of interest rate swaps when necessary. At September 30, 2007, approximately 54% of our debt was floating rate debt and the weighted average interest rate for all debt was approximately 7.35%.

At December 31, 2006, we had a $200.0 million interest rate swap that converted a fixed rate to a floating rate. In order to maintain an appropriate balance between floating and fixed rate obligations on our mix of debt, we exited this interest rate swap agreement on January 15, 2007 and paid $5.4 million. We recorded this loss as an adjustment to the carrying value of the hedged debt and we are amortizing it through the debt maturity date.

At September 30, 2007, 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 September 30, 2007 would have increased interest expense by approximately $2 million in the nine months ended September 30, 2007.

Commodities Risk

Principal materials that we use in our various manufacturing processes include castings, engines, bearings, gear boxes, hydraulic cylinders, drive trains, electric controls and motors, steel, tires and a variety of other commodities and fabricated or manufactured items. Our performance may be impacted by extreme movements in material costs and from availability of these materials. As our manufacturing volume has increased, our need for these commodities and manufactured items also has increased, which in turn has created pressure on our existing supplier base to deliver us materials on a timely basis and in sufficient amounts when requested. This supply constraint has been exacerbated because of higher global demand for the same materials caused by recovering end-markets in our product areas and by higher consumption from emerging economies such as China. The inability of suppliers to deliver materials promptly has resulted, and could result, in production delays and increased costs to manufacture our products. Some of the necessary components for which we have experienced supply constraints over the recent past include bearings, gear boxes, hydraulics and various fabricated weldments. Furthermore, as demand for these materials has increased, we have experienced increased costs to obtain these components.

In the absence of labor strikes or other unusual circumstances, substantially all materials are normally available from multiple suppliers. 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. To address some of the recent supply constraints we have experienced, for example, we designed and implemented plans to mitigate their impact by using alternate suppliers, leveraging our overall purchasing volumes to obtain favorable quantities and costs, and increasing the price of our products. We continue to search for acceptable alternative supply sources and less expensive supply options on a regular basis. One key TBS initiative has been developing and implementing world-class capability in supply chain management, logistics and global purchasing. We are focusing on gaining efficiencies with suppliers based on our global purchasing power and resources.

BUSINESS

Our Company

Terex is a diversified global manufacturer of capital equipment focused on delivering reliable, customer relevant solutions for the construction, infrastructure, quarrying, mining, shipping, transportation, refining and utility industries. We operate in five reportable segments: (i) Terex Aerial Work Platforms, (ii) Terex Construction, (iii) Terex Cranes, (iv) Terex Materials Processing & Mining and (v) Terex Roadbuilding, Utility Products and Other. We remain focused on delivering products that are reliable, cost-effective and improve our customers ROIC. Our products are manufactured at plants in North America, Europe, Australia, Asia and South America, and are sold worldwide.

Our Company was originally incorporated in Delaware in October 1986 as Terex U.S.A., Inc. We have grown a tremendous amount since that time, achieving $7.6 billion of net sales in 2006, up from $6.2 billion of net sales in 2005. Through 2002, much of this growth was achieved through acquisitions. More recently, most of this growth has been achieved organically, as we focus on becoming a superb operating company under the Terex franchise.

We continue to focus on integrating the companies that we have acquired. In the past, our Company operated in a decentralized manner. However, we have increasingly coordinated our operations to improve and streamline our business. We are becoming a more unified operating company, one that combines the strengths of many different people, products and technologies under one global umbrella. We have concentrated on improving our financial reporting and will continue to focus on integrating other aspects of our business as well.

In 2005, we announced an internal improvement plan, the Terex Business System or TBS. The Terex Business System is based on lean principles and lean thinking as applied to every aspect of our business. This initiative will provide the framework for our Company s activities for years to come, with substantial progress already achieved during 2006. We are using ROIC to measure the effectiveness of these initiatives, and have established the goal of delivering an average of 20% or greater returns on invested capital through an economic cycle.

In addition, we are focusing on expanding our business globally, with an increased emphasis on developing markets such as China, India, Russia, the Middle East and Latin America. We have established several joint ventures as well as a number of wholly owned operations as part of this business development process.

Terex Aerial Work Platforms

Our Aerial Work Platforms segment designs, manufactures and markets aerial work platform equipment, telehandlers, light construction equipment and construction trailers. Products include material lifts, portable aerial work platforms, trailer-mounted articulating booms, self-propelled articulating and telescopic booms, scissor lifts, telehandlers, construction trailers, trailer-mounted light towers, concrete finishing equipment, power buggies, generators, related components and replacement parts, and other products. Customers in the construction and building maintenance industries use these products to build and/or maintain large physical assets and structures. We market our Aerial Work Platforms products principally under the TEREX and GENIE brand names and the TEREX name in conjunction with these historic brand names: Amida, Bartell and Load King.

Aerial Work Platforms has seven significant manufacturing operations:

- Aerial work platform equipment is manufactured in Redmond and Moses Lake, Washington;
- Construction trailers are manufactured in Elk Point, South Dakota;
- Telehandlers are manufactured in Baraga, Michigan; Redmond, Washington and Perugia, Italy; and
- Trailer-mounted light towers, power buggies and generators are manufactured in Rock Hill, South Carolina.

Terex Construction

Our Construction segment designs, manufactures and markets two primary categories of construction equipment and their related components and replacement parts:

- Heavy construction equipment, including off-highway trucks, scrapers, hydraulic excavators, large wheel loaders, material handlers, pumps, gear boxes and truck mounted articulated hydraulic cranes; and
- Compact construction equipment, including loader backhoes, compaction equipment, mini and midi excavators, site dumpers and wheel loaders.

Construction, logging, mining, industrial and government customers use these products in construction and infrastructure projects and in coal, minerals, sand and gravel operations. We market our Construction products principally under the TEREX brand name and the TEREX name in conjunction with these historic brand names: Atlas, Fuchs, Powertrain and Schaeff.

Construction has 13 significant manufacturing operations:

Heavy Construction Equipment

- Off-highway rigid haul trucks and articulated haul trucks and scrapers are manufactured in Motherwell, Scotland;
- Wheel loaders are manufactured in Crailsheim, Germany;
- Pumps and gear boxes are manufactured in Peterhead, Scotland;
- Excavators, material handlers and truck mounted articulated hydraulic cranes are manufactured in Delmenhorst, Ganderkesee and Vechta, Germany; and
- Material handlers are manufactured in Bad Schoenborn, Germany.

Compact Construction Equipment

- Site dumpers, compaction equipment, material handlers and loader backhoes are manufactured in Coventry, England; and
- Small and midsized wheel loaders, mini excavators and midi excavators are manufactured in Langenburg, Gerabronn, Rothenburg, Crailsheim and Clausnitz, Germany.

Construction s North American distribution center is in Southaven, Mississippi and serves as a parts center for Construction and other Terex operations. We are developing facilities in Sanhe and Tianjin, China to assemble and manufacture compact construction equipment, namely mini excavators and midi excavators.

Terex Cranes

Our Cranes segment designs, manufactures and markets mobile telescopic cranes, tower cranes, lattice boom crawler cranes, truck mounted cranes (boom trucks) and telescopic container stackers, as well as their related replacement parts and components. These products are used primarily for construction, repair and maintenance of infrastructure, building and manufacturing facilities. We market our Cranes products principally under the TEREX brand name and the TEREX name in conjunction with these historic brand names: American, Bendini, Changjiang, Comedil, Demag, Franna, Peiner and PPM.

Terex Cranes has 12 significant manufacturing operations:

- Rough terrain cranes are manufactured in Crespellano, Italy;
- All terrain cranes, truck cranes and telescopic container stackers are manufactured in Montceau-les-Mines, France;

Rough terrain cranes, truck cranes and truck mounted cranes are manufactured in Waverly, Iowa;

Truck cranes are manufactured in Luzhou, China;

Lift and carry cranes are manufactured in Brisbane, Australia;

Tower cranes are manufactured in Fontanafredda and Milan, Italy;

Lattice boom crawler cranes and tower cranes are manufactured in Wilmington, North Carolina; and

Lattice boom crawler cranes, all terrain cranes and tower cranes are manufactured in Zweibruecken, Wallerscheid and Bierbach, Germany, and Pecs, Hungary.

Terex Materials Processing & Mining

Our Materials Processing & Mining segment designs, manufactures and markets crushing and screening equipment (including crushers, impactors, washing systems, screens, trommels and feeders), hydraulic mining excavators, high capacity surface mining trucks, drilling equipment, related components and replacement parts, and other products. Construction, mining, quarrying and government customers use these products in construction and commodity mining. We market our Materials Processing & Mining products principally under the TEREX brand name and the TEREX name in conjunction with these historic brand names: Canica, Cedarapids, Finlay, Halco, Jaques, O&K, Pegson, Powerscreen, Reedrill, Simplicity and Unit Rig.

Materials Processing & Mining has 12 significant manufacturing operations:

Hydraulic mining excavators are manufactured in Dortmund, Germany;

Drilling equipment is manufactured in Denison, Texas and Southowram, England;

High capacity surface mining trucks are manufactured, and components for other Terex businesses are fabricated, in Acuña, Mexico;

Crushing and screening equipment is manufactured, assembled, sold and serviced in Melbourne, Australia; Subang Jaya, Malaysia; Chomburi, Thailand; Durand, Michigan; Coalville, England; Omagh, Northern Ireland; and Dungannon, Northern Ireland; and

Crushing and screening equipment, along with asphalt pavers for the Roadbuilding/Utility segment, are manufactured in Cedar Rapids, Iowa.

We own a controlling 50% interest in Terex NHL Equipment Co., Ltd., a company incorporated under the laws of China, which was formed to provide manufacturing capability for surface mining trucks in China.

Terex Roadbuilding, Utility Products and Other

Our Roadbuilding/Utility segment designs, manufactures and markets asphalt and concrete equipment (including pavers, plants, mixers, reclaimers, stabilizers and profilers), landfill compactors, and utility equipment (including digger derricks, aerial devices and cable placers), as well as related components and replacement parts. Government, utility and construction customers use these products to build roads, construct and maintain utility lines, trim trees, and for other commercial operations. We market our Roadbuilding/Utility products principally under the TEREX brand name and the TEREX name in conjunction with these historic brand names: Bid-Well, Cedarapids, Cifali and CMI. We also own much of the North American distribution channel for the utility products group through our Terex Utilities distribution network. These operations distribute, install and rent our utility aerial devices and digger derricks as well as other products that service the utility industry. They also provide parts and service support for a variety of other Terex products, including mixers and aerial devices. We also operate a fleet of rental utility products in the United States and Canada.

On April 27, 2007, the Company acquired the remaining 50% interest in Duvalpilot Equipment Outfitters, LLC, a distributor of the Company s products and other light construction equipment, which it did not already own.

We also assist customers in their rental, leasing and acquisition of our products. We facilitate loans and leases between our customers and various financial institutions under the name Terex Financial Services (TFS) in the United States, Europe and elsewhere. In Europe, we also have established a joint venture with a leading European financial institution to assist our customers with financing our products.

Terex Roadbuilding/Utility has six significant manufacturing operations:

- Pavement profilers, reclaimers/stabilizers, asphalt plants, concrete plants, concrete pavers and landfill compactors are manufactured in Oklahoma City, Oklahoma;
- Asphalt pavers and asphalt plants are manufactured in Cachoeirinha, Brazil;
- Concrete pavers are manufactured in Canton, South Dakota and Opglabbeek, Belgium;
- Front and rear discharge concrete mixer trucks are manufactured in Fort Wayne, Indiana; and
- Utility aerial devices and digger derricks are manufactured in Watertown, South Dakota.

Other Businesses

We have a 40% ownership interest in a joint venture, Terex Financial Services Holding B.V. (TFSH). De Lage Landen International B.V. (DLL), a wholly owned subsidiary of Rabobank, owns the other 60% of TFSH. TFSH facilitates the financing of our products sold in certain areas of Europe. TFSH is a direct lender and makes its loans with funds obtained from equity contributions made by DLL and the Company and a debt facility made available to TFSH by DLL and Rabobank.

We have an interest in a joint venture in India under the name Terex Vectra Equipment Pvt. Ltd., which manufactures and markets compact construction equipment. We have a minority interest in Inner Mongolia North Hauler Joint Stock Company Limited (North Hauler), a company incorporated under the laws of China, which manufactures rigid and articulated haulers in China. Trucks manufactured by North Hauler, which is located in Baotou, Inner Mongolia, are principally used in China under the TEREX brand name. We also have a minority interest in Atlas Construction Machinery Company Ltd., a company incorporated under the laws of China, which manufactures excavators in China. We also participate in joint ventures in China under the names Wieland International Trading (Shanghai) Co. Ltd. and Shanghai Wieland Engineering Co. Ltd., which manufacture replacement and wear parts for crushing equipment.

Business Strategy

Terex s purpose is to improve the lives of people around the world. Our mission is to delight our current and future construction, infrastructure, mining and other customers with value added offerings that exceed their current and future needs. To achieve our mission we must attract the best people by creating a Terex culture that is safe, exciting, creative, fun and embraces continuous improvement.

Our vision focuses on the Company s core constituencies of customers, stakeholders and team members:

- *Customers*: We aim to be the most customer responsive company in the industry as determined by our customers.
- *Stakeholders*: We aim to be the most profitable company in the industry as measured by ROIC.
- *Team Members*: We aim to be the best place to work in the industry as determined by our team members.

We first introduced the Terex Business System, or TBS, in 2005. The Terex Business System is the framework around which we intend to build a better company and achieve our long-term goals. The key elements of the Terex Business System are illustrated by the following TBS House diagram:

The TBS House provides a common framework, language and direction for Terex as we work together to build the Company s future.

The three foundational elements of the Terex Business System are:

Leadership Commitment for Competitive Advantage;

Superb Human Resource Practices; and

Customer Driven Business Processes, evidenced by continuous improvement in quality, speed and simplicity.

Leadership Commitment for Competitive Advantage

Leadership Commitment for Competitive Advantage is the first foundational element in the TBS House. The commitment of our leaders to the TBS House and its underlying values and principles is the best way to increase our chances of success going forward. It means using a compelling vision about an exciting, shared future and fostering trust and teamwork among our team members. Leaders focus on continuous improvement in all our business processes and, therefore, on results. Finally, leadership commitment means that our leaders be role models of our Company s values and behaviors.

Superb Human Resource Practices

Superb Human Resource Practices is the second step of the TBS House. Our team members are the Company s most valuable asset. We are committed to creating a great work environment. In order to be a Company with superb human resource practices, we are committed to following these guidelines:

To develop a shared future with our team members, all working toward the same mission and vision;

To create a high energy, enthusiastic, threat-free work environment; and

To develop the commitment and competency of our team members.

Customer Driven Business Processes

Customer Driven Business Processes is the third and final step of the TBS foundation and deals with how we conduct our business by focusing on our customer. We endeavor to engage in only value added activities across the Company and constantly work to eliminate waste. We strive to create and improve our business processes in a way that is organized around the customer, and our process initiatives focus on four key attributes for the customer interface: continuous improvement, quality, speed and simplicity.

The foundation of the TBS House supports the four pillars of the Terex Business System:

- Achieving Intense Customer Focus;
- Planning Excellence and Annual Deployment;
- Developing Operating Excellence Across the Entire Value Chain; and
- Rapidly Delivering New Products and Services.

Achieving Intense Customer Focus

Achieving Intense Customer Focus represents the importance of our customer to our business success. Terex is committed to being centered on the customer, and applying this to all aspects of our products and operations. This entails an intense understanding of what our customers need and striving to satisfy the customer on all occasions. We understand that our success will flow from our customers success.

Planning Excellence and Annual Deployment

Planning Excellence and Annual Deployment recognizes that we need to know where we are headed in order to achieve our objectives. This requires dedication to planning to achieve the strategic intent of our business, based on quality information about our customers, competitors, markets, economic trends and technological developments. We also must deploy our assets appropriately to align our business performance with our objectives. In the spirit of continuous improvement, we are committed to reviewing our performance based on strategic metrics and improving our planning based on our conclusions.

Developing Operating Excellence Across the Entire Value Chain

Developing Operating Excellence Across the Entire Value Chain is vital to our delivering high quality, reliable products on time and at a low cost to our customers. This means working with our suppliers to cut lead times and increase inventory turnover, improving the quality of our existing and new products, improving our order entry and scheduling activities, and developing effective management systems for all of our processes, products and people. To achieve operating excellence in the supply chain, in design and in manufacturing, we apply lean principles and lean thinking to every aspect of our business. The core applications of the lean approach involve our promoting a culture of continuous improvement and removing waste (anything that does not add value) at every organizational level of the Company, and we have established Terex learning centers to teach these principles to key team members throughout the Company.

Rapidly Delivering New Products and Services

Rapidly Delivering New Products and Services means listening to the voice of the customer and quickly moving to develop products and services that the customer prefers. It involves listening to the customer s needs and wants, understanding them, and then focusing design and production efforts around these core factors. This requires innovation and efficiency, and a commitment beyond providing products to also providing the services that our customers require.

We will measure our success by how we satisfy our constituencies of customers, stakeholders and team members, which will be reflected in our financial statements by increasing sales, improving margins and a reduction in working capital in relation to sales. Improved efficiencies in purchasing and manufacturing should lead to operating margin improvement. Increasing production without a commensurate investment in plant and equipment and transferring production lines around the world without undue complication further tests how we apply lean principles and thinking.

With our purpose, mission, goal and vision in mind, and using the TBS House as a framework, we have launched numerous strategic initiatives to move us forward. These include:

Being Easier to Do Business With

We continue to streamline our interface with our customers. We remain committed to becoming more customer-centric and making it easier for customers to do business with us, with the goal of Terex being the most

customer responsive company in our industry. We have added staff at the senior level in the marketing area to better address customer needs and to present one face for Terex to the customer. To this end, we are building a franchise under the Terex brand name by migrating historic brand names for many of our products to the Terex brand, including in some cases using the historic brand in conjunction with the Terex brand for a transitional period. We are continuing to work on ways to streamline our customer interaction, before, during and after the sale of a product. We remain dedicated to providing our customers with products that improve their performance and productivity.

Horizontal Integrators

All of the elements of the Terex Business System focus us to think about Terex as a unified company, rather than a portfolio of individual companies acquired over time to form Terex. A unified Terex combines the strengths of many different people, products and technologies under one global umbrella, allowing us to realize synergies across our operations.

To improve manufacturing facility utilization around the world, we will connect each business location, although geographically separate, through an integrated operating strategy, so that each facility should not be viewed as belonging to a particular segment, but rather is understood as a Terex facility that may be used by multiple segments of our business for the greater good of the overall Company.

To facilitate our transition to being a unified operating company, we are in the early stages of a multi-year implementation of a worldwide enterprise resource-planning tool. Our operations will implement this system in a gradual and staged process, concentrating on the larger operations initially, and every location eventually. We expect to drive cost savings and improve customer responsiveness through the greater visibility into our business that this tool will provide.

Supply Chain Management

In 2006, our corporate operations group made progress in its goals of developing and implementing world-class capability in supply chain management, logistics and global purchasing. Generally, our supply chain decisions are made site by site, which provides limited opportunity to leverage our size. Now, we are focusing on gaining efficiencies with suppliers based on our global purchasing power and resources. We made tremendous progress in 2006, realizing efficiencies in purchasing raw steel, fabricated steel and hydraulics. These three areas were chosen for our initial work, as together they represent a significant portion of our cost of sales. We expect our efforts to result in material savings across the entire organization.

Delivering Diverse Products and Services to Diverse End-Markets

During 2006, we continued to focus on growing and improving the operations of our core business segments. The role of President and Chief Operating Officer was separated from the dual role previously performed by our Chairman and Chief Executive Officer, and filled with an experienced operating executive from outside of the Company. We have expanded the size and scope of our core businesses through targeted acquisitions during the year and development of new products to increase our market share. In addition, we are focused on expanding the geographic reach of our products, emphasizing developing areas such as China, Russia, India, the Middle East and Latin America. We believe that these initiatives help to offset the effect of potential cyclical changes in any one product category or geographic market. These initiatives have also expanded our product lines and geographic reach, added new technology and improved our distribution network.

As a result, we have developed a geographically diverse revenue base with approximately 42% of our revenues derived from North America, 38% from Europe and 20% from the rest of the world. Our long-term goal continues to be a revenue base of 1/3 of revenue from the Americas, 1/3 from Europe and 1/3 from the rest of the world, particularly Asia.

Our revenue base is also diverse by product category. The following table lists our main product categories and their percentage of our total sales.

	Percentage of Sales		
Product Category	2006	2005	2004
Aerial Work Platforms	21%	18%	15%
Mobile Telescopic & Truck Cranes	16	14	19
Heavy Construction Equipment	11	16	16
Materials Processing Equipment	10	12	13
Mining & Drilling Equipment	9	8	7
Lattice Boom Crawler & Tower Cranes and Telescopic Container Stackers	8	8	5
Compact Construction Equipment	8	6	8
Telehandlers, Construction Trailers & Light Construction Equipment	7	6	4
Roadbuilding Equipment	5	6	6
Utility Equipment	4	4	5
Other	1	2	2
Total	100%	100%	100%

Products

Terex Aerial Work Platforms

Aerial Work Platforms

Aerial work platform equipment positions workers and materials easily and quickly to elevated work areas. These products have developed over the past twenty years as alternatives to scaffolding and ladders. We offer a variety of aerial lifts that are categorized into six product families: material lifts; portable aerial work platforms; trailer-mounted articulating booms; self-propelled articulating booms; self-propelled telescopic booms; and scissor lifts. All of these aerial lifts are manufactured in Redmond and Moses Lake, Washington.

Material lifts are used primarily indoors in the construction, industrial, theatrical and homeowner markets. They safely and easily lift up to 1,000 pounds from ground level to heights of up to 26 feet.

Portable aerial work platforms are used primarily indoors in a variety of markets to perform overhead maintenance. These aerial work platforms lift one or two people to working heights of up to 46 feet. Most models will roll through a standard doorway and can be transported in the back of a pick-up truck. Some models are drivable when fully elevated.

Trailer-mounted articulating booms are used both indoors and outdoors, provide versatile reach, and have the ability to be towed between job sites. Our trailer-mounted articulating booms have rated capacities of 500 pounds and a working height of up to 56 feet.

Self-propelled articulating booms are primarily used in construction and industrial applications, both indoors and out. They feature lifting versatility with up, out and over position capabilities to access difficult to reach overhead areas that typically cannot be reached with a scissor lift or telescopic boom. Many options are available, including: two- and four-wheel drive; rough terrain models; narrow access models that roll through standard double doorways; gas/LPG, diesel, electric, and hybrid capabilities. Models have working heights from 36 to 141 feet and horizontal reach up to 70 feet.

Self-propelled telescopic booms are used outdoors in commercial and industrial construction as well as highway and bridge maintenance projects. Our telescopic booms offer working heights from 46 to 131 feet, articulated jibs on some models, and options including two- and four-wheel drive, rough terrain packages and multi-power capabilities.

Scissor lifts are used in outdoor and indoor applications in a variety of construction, industrial and commercial settings. Our scissor lifts are offered in slab or rough terrain models. Some of their features include

narrow access capability, slide-out platform extension, quiet electric drives, rough terrain models, and working heights from 21 to 59 feet.

Construction Trailers

We produce construction trailers at our facility in Elk Point, South Dakota. Construction trailers are used in the construction and rental industries to haul materials and equipment. We also produce trailers used by the United States military for critical hauling applications. These trailers range from 10 to 70 ton capacity designed for off-road use as well as for on-road applications. Bottom dump material trailers are used to transport raw aggregates, crushed aggregates and finished hot mix asphalt paving material. Lowbed trailers have capacities from 25 to 100 tons, designed with several gooseneck systems, and used primarily to transport construction equipment.

Telehandlers

We manufacture telehandlers at our facilities in Baraga, Michigan; Perugia, Italy and Redmond, Washington. Telehandlers are used to move and place materials on residential and commercial job sites and are used in the landscaping, recycling and agricultural industries. We manufacture a wide range of compact and high reach rough terrain telehandlers with load capacities up to 13,200 pounds. Our telescoping telehandlers also offer a wide variety of working envelopes. With the flexibility of up to 62 feet of extended reach and 82 feet of lift height, our telehandler family offers a versatile machine for almost any jobsite application. We also manufacture rotating telescopic telehandlers, with 360-degree boom rotation, for those unique applications where the combination of crane and telehandler is required.

Light Construction Equipment

We produce light construction equipment including trailer-mounted light towers, concrete finishing equipment, power buggies and generators.

Trailer-mounted light towers are used primarily to light work areas for night construction activity. They are towed to the work-site where the telescopic tower is extended and outriggers are deployed for stability. They are diesel powered and provide lighting for construction activity for a radius of approximately 300 feet from the tower. Light towers are manufactured in Rock Hill, South Carolina.

Concrete finishing equipment, which includes power trowels, screeds and surface grinders, are primarily used to provide a smooth finish on concrete surfaces. Power trowels are used on soft cement as the concrete hardens and are manufactured as walk-behind and ride-on models. Power trowels are typically used in conjunction with other products manufactured by Terex, including light towers, power buggies, screeds, and material spreaders.

Power buggies are used primarily to transport concrete from the mixer to the pouring site. Our power buggies have dump capacities from 16 to 21 cubic feet. Terex manufactures power buggies in Rock Hill, South Carolina.

Generators are used to provide electric power on construction sites and other remote locations. Generators up to 225 kilowatts are manufactured in Rock Hill, South Carolina.

Terex Construction

Heavy Construction Equipment

We manufacture and/or market off-highway trucks, scrapers, excavators and wheel loaders used in earthmoving applications, material handlers and truck mounted articulated hydraulic cranes.

Articulated off-highway trucks are three-axle, six-wheel drive machines with a capacity range of 25 to 40 tons. An articulating connection between the cab and body allows the cab and body to move independently, enabling all six tires to maintain ground contact for traction on rough terrain. This allows the truck to move effectively through extremely rough or muddy off-road conditions. Articulated off-highway trucks are typically used together with an excavator or wheel loader to move dirt in connection with road, tunnel or other infrastructure construction and commercial, industrial or major residential construction projects. Our articulated off-highway trucks are manufactured in Motherwell, Scotland.

Rigid off-highway trucks are two-axle machines, which generally have larger capacities than articulated off-highway trucks, but can operate only on improved or graded surfaces. The capacities of rigid off-highway trucks range from 35 to 100 tons, and are used in large construction or infrastructure projects, aggregates and smaller surface mines. Our rigid trucks are manufactured in Motherwell, Scotland.

Scrapers move dirt by elevating it from the ground to a bowl located between the two axles of the machine. Scrapers are used most often in relatively dry, flat terrains. Our scrapers are manufactured in Motherwell, Scotland.

Excavators are used for a wide variety of construction applications, including non-residential construction (such as commercial sites and road construction) and residential construction. These machines are crawler type excavators ranging in size from 13 to 36 tons and wheeled type excavators ranging in size from 13.4 to 22.5 tons. Our excavators are manufactured in Ganderkesee, Germany and sold throughout the world. We also market excavators manufactured for us in South Korea that are sold in North America.

Wheel Loaders are used for loading and unloading materials. Applications include mining and quarrying, non-residential construction, airport and industrial snow removal, waste management and general construction. These machines range in size from two to seven cubic yards capacity, and are manufactured in Crailsheim, Germany and are sold in Europe, Africa, the Middle East and elsewhere. We also market wheel loaders manufactured for us in South Korea that are sold in North America.

Material handlers are designed for handling logs, scrap and other bulky materials with clamshell, magnet or grapple attachments. There are stationary and mobile models for loading barges and various operations in scrap, manufacturing and materials handling. We produce material handlers ranging from 11 to 66 tons at our facilities in Bad Schoenborn and Ganderkesee, Germany.

Truck mounted articulated hydraulic cranes are available in two product categories. The knuckle boom crane can be mounted on either the front or the rear of commercial trucks and is folded within the width of the truck while in transport. The V-boom crane is also mounted on the front or the rear of the truck and spans the length of the truck while folded. These machines are manufactured in Delmenhorst, Germany.

Compact Construction Equipment

We manufacture a wide variety of compact construction equipment used primarily in the construction and rental industries. Products include loader backhoes, compaction equipment, excavators, material handlers, site dumpers and wheel loaders.

Loader backhoes incorporate a front-end loader and rear excavator arm. They are used for loading, excavating and lifting in many construction and agricultural related applications. We offer four models of loader backhoes, ranging from 69 to 90 horsepower. Our loader backhoes are manufactured in Coventry, England.

Compaction equipment manufactured by Terex ranges from small portable plates to heavy duty ride-on rollers. Single and reversible direction plates are used in the compaction of trench backfill material, paths and driveways. A range of tandem rollers from 1.5 to 10 tons cover larger applications, including road formation, construction and asphalt surfacing. Self-propelled rollers from 6 to 12 tons are used in landfill site construction and on soil and sub-base materials. Included in the range are sophisticated infrared trench compactors that enable the operator to use the machine at a distance. Our compaction equipment is manufactured in Coventry, England.

Excavators in the compact equipment category include mini and midi excavators used in the general construction, landscaping and rental businesses. Mini excavators are crawler type excavators ranging in size from 1.5 to 5.5 tons. These machines are equipped with either rubber or steel tracks. Midi excavators are manufactured in a mobile (wheeled) version in the 6 to 11 ton sizes for the world market. These excavators are commonly used for excavation and lifting in confined areas in communities and are often supplied through rental businesses. Midi excavators are also manufactured as crawler excavators in sizes between 5.5 and 12.5 tons. In the 6 to 12 ton sizes, we offer standard steel tracks and optional rubber tracks. These excavators are manufactured in Gerabronn, Germany.

Site dumpers are used to move smaller quantities of materials from one location to another, and are primarily used for landscaping and concrete applications. We offer a variety of two-wheel and four-wheel drive models. Our site dumpers are manufactured in Coventry, England.

Wheel loaders are used for loading and unloading materials. Due to the large variety of attachments, these machines are also multi-equipment carriers used in not only the field of construction but also in industrial, rental and landscaping business. Our wheel loaders are manufactured at our facilities in Crailsheim, Germany.

Terex Cranes

We offer a wide variety of cranes, including mobile telescopic cranes, tower cranes, lattice boom crawler cranes, boom trucks and telescopic container stackers.

Mobile Telescopic Cranes

Mobile telescopic cranes are used primarily for industrial applications, in commercial and public works construction and in maintenance applications, to lift equipment or material to heights in excess of 490 feet. We offer a complete line of mobile telescopic cranes, including rough terrain cranes, truck cranes, all terrain cranes, and lift and carry cranes.

Rough terrain cranes move materials and equipment on rough or uneven terrain, and are often located on a single construction or work site such as a building site, a highway or a utility project for long periods. Rough terrain cranes cannot be driven on highways and accordingly must be transported by truck to the work site. We offer rough terrain cranes with lifting capacities ranging from 20 to 100 tons and maximum tip heights of up to 195 feet. We manufacture our rough terrain cranes at facilities located in Waverly, Iowa, and Crespellano, Italy.

Truck cranes have two cabs and can travel rapidly from job site to job site at highway speeds. Truck cranes are often used for multiple local jobs, primarily in urban or suburban areas. Our truck cranes have maximum lifting capacities of up to 90 tons and maximum tip heights of up to 202 feet. We manufacture truck cranes at our facilities in Waverly, Iowa; Montceau-les-Mines, France; and Luzhou, China.

All terrain cranes were developed in Europe as a cross between rough terrain and truck cranes, and are designed to travel across both rough terrain and highways. Our all terrain cranes have lifting capacities of up to 800 tons and maximum tip heights of up to 490 feet. We manufacture all terrain cranes at our Montceau-les-Mines, France, and Zweibruecken and Wallerscheid, Germany, facilities.

Lift and carry cranes are designed primarily for site work, such as at mine sites, big fabrication yards and building and construction sites, and combine high road speed and all terrain capability without the need for outriggers. We offer five models of lift and carry cranes with lifting capacities ranging from 11 to 28 tons. Lift and carry cranes are manufactured in our Brisbane, Australia, facility.

Tower Cranes

Tower cranes are often used in urban areas where space is constrained and in long-term or very high building sites. Tower cranes lift construction material and place the material at the point where it is being used. They include a vertical tower with a horizontal jib with a counterweight at the top (except for self-erecting tower cranes where the counter weight is at the bottom and the entire tower rotates). On the jib is a trolley through which runs a load carrying cable that moves the load along the jib length. On larger cranes, the operator is located above the work site where the tower and jib meet, providing superior visibility. The jib also rotates 360 degrees, creating a large working area equal to twice the jib length. Our tower cranes are currently produced in Fontanafredda and Milan, Italy; Zweibruecken, Germany; and Wilmington, North Carolina. We produce the following types of tower cranes:

Self-erecting tower cranes are trailer-mounted and unfold from four sections (two for the tower and two for the jib); certain larger models have a telescopic tower and folding jib. These cranes can be assembled on site in a few hours. Applications include residential and small commercial construction. Crane heights range from 58 to 106 feet and jib lengths from 52 to 131 feet.

Hammerhead tower cranes have a tower and a horizontal jib assembled from sections. The tower extends above the jib to which suspension cables supporting the jib are attached. These cranes are assembled on-site in one to three days depending on height, and can increase in height with the project. They have a maximum freestanding height of 250 to 300 feet and a maximum jib length of 240 feet.

Flat top tower cranes have a tower and a horizontal jib assembled from sections. There is no A-frame above the jib, which reduces cost and facilities assembly. The jib is self-supporting and consists of reinforced jib sections. These cranes are assembled on site in one to two days, and can increase in height with the project. They have a maximum freestanding height of 346 feet and a maximum jib length of 279 feet.

Luffing jib tower cranes have a tower and an angled jib assembled from sections. There is one A-frame above the jib to which suspension cables supporting the jib are attached. Unlike other tower cranes, there is no trolley to control lateral movement of the load, which is accomplished by changing the jib angle. These cranes are assembled on site in two to three days, and can increase in height with the project. They have a maximum freestanding height of 185 feet and a maximum jib length of 200 feet. Luffing jib tower cranes operate like a traditional lattice boom crane mounted on a tower.

Lattice Boom Crawler Cranes

Lattice boom crawler cranes are designed to lift material on rough terrain and can maneuver while bearing a load. The boom is made of tubular steel sections, which are transported to and erected, together with the base unit, at a construction site.

Hydraulic lattice boom crawler cranes manufactured in Wilmington, North Carolina, have lifting capacities from 50 to 275 tons. Larger crawler cranes manufactured in Zweibruecken, Germany, have lifting capacities ranging from 300 to 1,750 tons.

Truck Mounted Cranes (Boom Trucks)

We manufacture telescopic boom cranes for mounting on commercial truck chassis. Truck mounted cranes are used primarily in the construction industry to lift equipment or materials to various heights. Boom trucks are generally lighter and have less lifting capacity than truck cranes, and are used for many of the same applications when lower lifting capabilities are required. An advantage of a boom truck is that the equipment or material to be lifted by the crane can be transported by the truck, which can travel at highway speeds. Applications include the installation of air conditioners and other roof equipment.

Telescopic truck mounted cranes enable an operator to reach heights of up to 163 feet and have a maximum lifting capacity of up to 35 tons. We manufacture telescopic truck mounted cranes at our Waverly, Iowa facility.

Telescopic Container Stackers

Telescopic container stackers are used to pick up and stack containers at dock and terminal facilities. At the end of a telescopic container stacker s boom is a spreader which enables it to attach to containers of varying lengths and weights and to rotate the container up to 280 (+95/-185) degrees.

Our telescopic container stackers have lifting capacities up to 49.5 tons, can stack up to five full containers and are able to maneuver through very narrow areas. We manufacture telescopic container stackers at our Montceau-les-Mines, France facility.

Terex Materials Processing & Mining

Mining Equipment

We offer high capacity surface mining trucks and hydraulic mining excavators used in the surface mining industry.

High capacity surface mining trucks are off-road dump trucks with capacities in excess of 120 tons. They are powered by a diesel engine driving an electric alternator that provides power to individual electric motors in each of the rear wheels. Our product line consists of a series of rear dump trucks with payload capabilities ranging from 120 to 360 tons, and bottom dump trucks with payload capacities ranging from 180 to 300 tons. Our high capacity surface mining trucks are manufactured in Acuña, Mexico.

Hydraulic mining excavators in shovel or backhoe versions are primarily used to dig overburden and minerals and load them into trucks. These excavators are utilized in surface mines, quarries and large construction

sites around the world. Our excavators have operating weights ranging from 90 to 1,100 tons and bucket sizes ranging from 7 to 65 cubic yards. They are manufactured in Dortmund, Germany.

Drilling Equipment

We offer a wide selection of drilling equipment and tools for surface and underground mining, quarrying, construction, and utility applications. We manufacture drilling equipment in Denison, Texas and Southowram, England.

Our drilling equipment includes jumbo drills used in underground hard rock mining and tunneling, hydraulic track drills for quarrying, construction, and mining, rotary drills for open pit mining and auger drills used in construction and foundation applications. Drilling tools also include a broad line of auger tools. We also design, manufacture and distribute down-the-hole drill bits and hammers for drills.

Materials Processing Equipment

Materials processing equipment is used in processing aggregate materials for roadbuilding applications and is also used in the quarrying, demolition and recycling industries. Typical crushing and screening operations utilize a combination of components for reducing virgin aggregate materials to required product sizes for final usage in road building and related applications. Crushing and screening plants can be either stationary or portable. Portable crushing and screening plants are configured with a variety of components to provide easy site-to-site mobility, application versatility, flexible on-demand finished product and reduced set-up time.

We manufacture a range of track-mounted jaw, impactor and cone crushers as well as base crushers for integration within static plants. Our crushing equipment also includes jaw crushers, horizontal shaft impactors, vertical shaft impactors and cone crushers. We manufacture crushing equipment in Cedar Rapids, Iowa; Durand, Michigan; Coalville, England; Melbourne, Australia; and Subang Jaya, Malaysia.

Jaw crushers are primary crushers with reduction ratios of 6:1 for crushing larger rock. Jaw crushers are used mostly for primary applications at the quarry face or on recycling duties. Applications include hard rock, sand and gravel and recycled materials. Models offered provide a range of capabilities from 100 to 1,700 tons per hour. Impactor crushers are used in quarries for primary and secondary applications as well as in recycling. Generally, they are better suited for larger reduction on materials with low to medium abrasiveness.

Cone crushers are used in secondary and tertiary applications to reduce a number of materials, including quarry rock and riverbed gravel. High production, low maintenance and enhanced final material cubicle shape are the principal features of these compression-type roller bearing crushers.

Horizontal shaft impactors are primary and secondary crushers, which utilize rotor impact bars and breaker plates to achieve high production tonnages and improved aggregate particle shape. They are typically applied to reduce soft to medium hard materials, as well as recycled materials.

Vertical shaft impactors are secondary and tertiary crushers that reduce material utilizing various rotor configurations and are highly adaptable to any application. Vertical shaft impactors can be customized to material conditions and desired product size/shape. A full range of models provides customers with increased tonnages, better circuit balance and screen efficiency.

We manufacture screening equipment in Durand, Michigan; Cedar Rapids, Iowa; Dungannon, Northern Ireland; Omagh, Northern Ireland; Melbourne, Australia; Subang Jaya, Malaysia; and Chomburi, Thailand.

Heavy duty inclined screens and feeders are found in high tonnage applications. These units are typically custom designed to meet the needs of each customer. Although primarily found in stationary installations, we supply a variety of screens and feeders for use on heavy-duty portable crushing and screening spreads.

Inclined screens are used in all phases of plant design from handling quarried material to fine screening. Capable of handling much larger capacity than a flat screen, inclined screens are most commonly found in large stationary installations where maximum output is required. This requires the ability to custom design and manufacture units that meet both the engineering and application requirements of the end user.

Dry screening is used to process materials such as sand, gravel, quarry rock, coal, construction and demolition waste, soil, compost and wood chips.

Washing screens are used to separate, wash, scrub, dewater and stockpile sand and gravel. Our products include a completely mobile single chassis washing plant incorporating separation, washing, dewatering and stockpiling, mobile and stationary screening rinsers, bucket-wheel dewaterers, scrubbing devices for aggregate, a mobile cyclone for maximum retention of sand particles, silt extraction systems, stockpiling conveyors and a sand screw system as an alternative to the bucket-wheel dewaterers.

Horizontal screens combine high efficiency with the capacity, bearing life and low maintenance of an inclined screen. They are adaptable for heavy scalping, standard duty and fine screening applications and are engineered for durability and user friendliness.

Trommels are used in the recycling of construction and demolition waste materials, as well as soil, compost and wood chips. Trommels incorporate conveyors and variable speed fingertip control of the belts and rotating drum to separate the various materials. We manufacture a range of trommel and soil shredding equipment. Trommels also are used to process construction and demolition waste, as well as decasing, segmenting and processing empty bottles. The soil shredding units are used mainly by landscape contractors and provide a high specification end product.

Feeders are generally situated at the primary end of the processing facility, requiring rugged design in order to handle the impact of the material being fed from front-end loaders and excavators. The feeder moves material to the crushing and screening equipment in a controlled fashion.

Terex Roadbuilding, Utility Products and Other

We offer a diverse range of products for the roadbuilding, utility and construction industries and governments. Products in this group include asphalt, concrete and utility equipment.

Roadbuilding Equipment

We manufacture asphalt pavers, asphalt plants, concrete production plants, concrete mixers, concrete pavers, pavement profilers, reclaimers/stabilizers and landfill compactors at our roadbuilding facilities.

Asphalt pavers are available in rubber tire and steel or rubber track designs. We sell asphalt pavers with maximum widths from 18 to 30 feet. The smaller units have a maximum paving width of 18 feet and are used for commercial work such as parking lots, development streets and construction overlay projects. Mid-sized pavers are used for mainline and commercial projects and have maximum paving widths ranging from 24 to 28 feet. High production pavers are engineered and built for heavy-duty, mainline paving and are capable of 30-foot maximum paving widths. All of the above feature direct hydrostatic drive for maximum uptime, patented frame raise for maneuverability and three-point suspension for smooth, uniform mats. Our asphalt pavers are manufactured in Cedar Rapids, Iowa and in Cachoeirinha, Brazil.

Asphalt plants are used by road construction companies to produce hot mix asphalt. The asphalt plants are available in portable, relocatable and stationary configurations; and with production rates from 80 to 600 tons per hour. Associated plant components and control systems are manufactured to offer customers a wide variety of equipment to meet individual production requirements. Asphalt plants are manufactured in Oklahoma City, Oklahoma and in Cachoeirinha, Brazil.

Concrete production plants are used in residential, commercial, highway, airport and other markets. Our products include a full range of portable and stationary transit mix and central mix production facilities and are manufactured in Oklahoma City, Oklahoma.

Concrete mixers are machines with a large revolving drum in which cement is mixed with other materials to make concrete. We offer models mounted on trucks with three, four, five, six or seven axles and other front and rear discharge models. They are manufactured in Fort Wayne, Indiana.

Our concrete pavers are used by paving contractors to place and finish concrete streets, highways and airport surfaces. We manufacture slipform pavers, which pave widths ranging from 2 to 35 feet in a single pass. We

also produce concrete pavers, which require paving forms, usually metal, to contain the paving material. These pavers are used on bridge decks, elevated highways and for general conduction paving needs. Concrete pavers are manufactured in Oklahoma City, Oklahoma; Canton, South Dakota and Opglabbeek, Belgium.

Pavement profilers mill and reclaim deteriorated asphalt pavement, leaving a level, textured surface upon which new paving material is placed. The process is less costly than complete removal, and produces a by-product; RAP (Reclaimed Asphalt Pavement), that can be processed through our hot mix asphalt plants to produce lower cost paving materials. We produce pavement profilers in Oklahoma City, Oklahoma.

Our reclaimers/stabilizers are used to add load-bearing strength to the base structures of new highways and new building sites. They are also used for in-place reclaiming of deteriorated asphalt pavement. Our reclaimers/stabilizers are manufactured in Oklahoma City, Oklahoma.

We produce landfill compactors used to compact garbage and refuse at landfill sites. Our landfill compactors are manufactured in Oklahoma City, Oklahoma.

Utility Equipment

Our utility products include digger derricks, aerial devices and cable placers. These products are used by electric utilities, tree care companies, telecommunications companies and the electric construction industry, as well as by government organizations. These products are primarily mounted on commercial truck chassis. Digger derricks and aerial devices are primarily used for the construction and maintenance of electric utility lines.

Digger derricks are used to dig holes and set utility poles. They include a telescopic boom with an auger mounted on the boom, which digs the hole, and a winch and devices to lift, maneuver and set the pole. Our digger derricks have sheave heights up to 95 feet and lifting capacities up to 48,000 pounds. These digger derricks are manufactured in Watertown, South Dakota.

Aerial devices are used to elevate workers and material to work areas at the top of utility poles, transmission lines and for trimming trees away from electrical lines, as well as for miscellaneous purposes such as sign maintenance. Our aerial devices include telescopic, articulated telescopic and non-overcenter and overcenter models that range in working heights from 34 to 200 feet and material handling capacity up to 2,000 pounds. These aerial devices are manufactured in Watertown, South Dakota.

Cable placers are used to install fiber optic, copper and strand telephone and cable lines. Each cable placer includes a basket with a working height of 37 feet. Our cable placers are manufactured in Watertown, South Dakota.

Distribution

We distribute our products through a global network of dealers, major accounts and direct sales to customers.

Terex Aerial Work Platforms

Our aerial work platform and telehandler products are distributed principally through a global network of rental companies, independent dealers and, to a lesser extent, strategic accounts. We employ sales representatives who service these channel partners from offices located throughout the world.

Construction trailers are distributed primarily through dealers in the United States and are also sold directly to users when local dealers are not available.

Our light construction products are distributed through a global network of dealers, rental companies and strategic accounts. We employ sales representatives who service these dealers throughout the world.

Terex Construction

We distribute heavy construction equipment (trucks, scrapers and replacement parts) manufactured in the United Kingdom primarily through worldwide dealership networks. Our truck dealers are independent businesses, which generally serve the construction, mining, timber and/or scrap industries. Although these dealers may carry products from a variety of manufacturers, they generally carry only one manufacturer s brand of each particular

type of product. Excavators manufactured in Germany and China are sold through a network of independent dealers and distributors. Wheel loaders manufactured in Germany are sold through a network of independent dealers and distributors. Excavators and wheel loaders manufactured for us in South Korea are only sold in North America through our existing heavy construction equipment dealer network. Material handling machines manufactured in Germany are sold worldwide through a network of independent dealers and distributors.

We distribute compact construction equipment primarily through a network of independent dealers and distributors throughout the world. Although some dealers represent only one of our product lines, we have recently focused on developing the dealer network to represent our broader range of compact equipment.

Terex Cranes

We market our crane products globally, optimizing assorted channel marketing systems including a distribution network and a direct sales force. We have direct sales, primarily to specialized crane rental companies, in certain crane markets such as the United States, United Kingdom, Germany, Spain, Italy, France and Scandinavia to offer comprehensive service and support to customers. Distribution via a dealer network is often utilized in other geographic areas.

Terex Materials Processing & Mining

We distribute surface mining truck products and services directly to customers through our own sales organization, as well as through independent dealers. Our hydraulic excavators and after-market parts and services are sold through an export sales department in Dortmund, Germany, through a global network of wholly owned subsidiaries and through dealership networks. In addition, our excavators may be sold and serviced through authorized Caterpillar dealers.

Drilling equipment is distributed through a combination of regional sales and support offices and a global network of independent distributors.

Crushing and screening equipment is distributed principally through a worldwide network of independent distributors and dealers.

Terex Roadbuilding, Utility Products and Other

We sell asphalt pavers, reclaimers, stabilizers, profilers, concrete pavers and landfill compactors to end user customers principally through independent dealers and distributors and, to a lesser extent, on a direct basis in areas where distributors are not established. We sell asphalt and concrete plants primarily direct to end user customers.

We sell concrete mixers primarily direct to customers, but concrete mixers are also available through distributors in the United States.

We sell utility equipment to the utility and municipal markets through a network of both company-owned and independent distributors in North America.

Research and Development

We maintain engineering staff at most of our locations. Our engineers design new products and improvements in existing product lines. Our engineering expenses are primarily incurred in connection with the improvements of existing products, efforts to reduce costs of existing products and, in certain cases, the development of products, which may have additional applications or represent extensions of the existing product line. Such costs incurred in the development of new products, cost reductions, or improvements to existing products of continuing operations amounted to $52.6 million, $46.8 million and $43.0 million in 2006, 2005 and 2004, respectively. The increase from 2005 to 2006 was mainly due to new product development and improvements on our existing products in our Aerial Work Platforms, Construction and Cranes segment businesses. The increase from 2004 to 2005 was mainly due to costs incurred to develop design changes to meet specifications for a proposal on military contracts.

Materials

Principal materials that we use in our various manufacturing processes include castings, engines, bearings, gear boxes, hydraulic cylinders, drive trains, electric controls and motors, steel, tires and a variety of other commodities and fabricated or manufactured items. Our performance may be impacted by extreme movements in material costs and from availability of these materials. As our manufacturing volume has increased, our need for these commodities and manufactured items also has increased, which in turn has created pressure on our existing supplier base to deliver us materials on a timely basis and in sufficient amounts when requested. This supply constraint has been exacerbated because of higher global demand for the same materials caused by recovering end-markets in our product areas and by higher consumption from emerging economies such as China. The inability of suppliers to deliver materials promptly has resulted, and could result, in production delays and increased costs to manufacture our products. Some of the necessary components for which we have experienced supply constraints over the recent past include bearings, gear boxes, hydraulics and various fabricated weldments. Furthermore, as demand for these materials has increased, we have experienced increased costs to obtain these components.

In the absence of labor strikes or other unusual circumstances, substantially all materials are normally available from multiple suppliers. 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. To address some of the recent supply constraints we have experienced, for example, we designed and implemented plans to mitigate their impact by using alternate suppliers, leveraging our overall purchasing volumes to obtain favorable quantities and costs, and increasing the price of our products. We continue to search for acceptable alternative supply sources and less expensive supply options on a regular basis. One key TBS initiative has been developing and implementing world-class capability in supply chain management, logistics and global purchasing. We are focusing on gaining efficiencies with suppliers based on our global purchasing power and resources.

Competition

We face a competitive global manufacturing market for all of our products. We compete with other manufacturers based on many factors, particularly price, performance and product reliability. We generally operate under a best value strategy, where we attempt to offer our customers products that are designed to improve the customer s ROIC. However, in some instances, customers may prefer the pricing, performance or reliability aspects of a competitor s product despite our product pricing or performance. The following table shows the primary competitors for our products in the following categories:

Business Segment	Products	Primary Competitors
Terex Aerial Work Platforms	Boom Lifts	Oshkosh (JLG), Haulotte, Skyjack, Snorkel and Upright
	Scissor Lifts	Oshkosh (JLG), Skyjack, Haulotte, Snorkel and Upright
	Construction Trailers	Trail King, Talbert, Fontaine, Rogers, Etnyre, Ranco, Clement, CPS, as well as regional suppliers
	Telehandlers	Oshkosh (JLG with Skytrak, Gradall and Lull brands), Gehl, JCB, CNH, Merlo and Manitou
	Trailer-mounted Light Towers	Allmand Bros., Magnum and Ingersoll-Rand
	Concrete Finishing Equipment	Multiquip, Allen Engineering and Wacker
	Power Buggies	Multiquip and Stone
	Generators	Ingersoll-Rand, Multiquip, Magnum, Wacker and Caterpillar
Terex Construction	Articulated Off-highway Trucks & Rigid Off-highway Trucks	Volvo, Caterpillar, Moxy, John Deere, Bell, Caterpillar and Komatsu
	Scrapers	Caterpillar

	Excavators	Caterpillar, Komatsu, Volvo, John Deere, Hitachi, CNH, Link-Belt (Sumitomo Corporation), Doosan, Hyundai and Liebherr
	Truck Mounted Articulated Hydraulic Cranes	Palfinger, HIAB, HMF, Effer and Fassi
	Material Handlers	Liebherr, Sennebogen and Caterpillar
	Wheel Loaders	Caterpillar, Volvo, Kubota, Kawasaki, John Deere, Komatsu, Hitachi, CNH, Liebherr and Doosan
	Loader Backhoes	Caterpillar, CNH (Case and New Holland brands), JCB, Komatsu, Volvo and John Deere
	Compaction Equipment	Ingersoll-Rand, Caterpillar, Bomag, Amman, Dynapac and Hamm
	Mini Excavators	Bobcat (Ingersoll-Rand), Yanmar, Volvo, Takeuchi, IHI, CNH, Caterpillar, John Deere, Neuson and Kubota
	Midi Excavators	Komatsu, Hitachi, Volvo and Yanmar
	Site Dumpers	Thwaites and AUSA
Terex Cranes	Mobile Telescopic Cranes	Liebherr, Grove Worldwide (Manitowoc), Tadano-Faun, Link-Belt (Sumitomo Corporation) and Kato
	Tower Cranes	Liebherr, Potain (Manitowoc) and MAN Wolff
	Lattice Boom Crawler Cranes	Manitowoc, Link-Belt (Sumitomo Corporation), Liebherr, Hitachi and Kobelco
	Boom Trucks	National Crane (Manitowoc), Palfinger, Hiab, Altec, Fassi and PM
	Telescopic Container Stackers	Kalmar, SMV, CVS Ferrari, Fantuzzi, Liebherr and Linde
Terex Materials Processing & Mining	Hydraulic Mining Excavators	Hitachi, Komatsu and Liebherr
	High Capacity Surface Mining Trucks	Caterpillar, Komatsu, Liebherr and Euclid/Hitachi
	Drilling Equipment	Sandvik, Atlas Copco, Furukawa, Altec
	Materials Processing Equipment	Metso, Astec Industries, Sandvik, Extec, Komatsu, Deister Machine, and McClusky Brothers
Terex Roadbuilding, Utility Products & Other	Asphalt Pavers	Blaw-Knox (Volvo), Caterpillar, Ciber, Wirtgen and Roadtec (Astec Industries)
	Asphalt Plants	Astec Industries, Gencor Corporation, All-Mix, Dillman Equipment, Ciber and ADM
	Pavement Profilers	Caterpillar, Wirtgen and Roadtec (Astec Industries)
	Reclaimers/Stabilizers	Caterpillar, Wirtgen and Bomag
	Concrete Production Plants	Con-E-Co, Erie Strayer, Helco, Hagen and Stephens

Concrete Pavers	Gomaco, Wirtgen, Power Curbers, Gunter and Zimmerman
Concrete Mixers	McNeilus, Oshkosh, London and Continental Manufacturing
Landfill Compactors	Caterpillar, Bomag and Al-Jon
Utility Equipment	Altec and Time Manufacturing

Major Customers

None of our customers accounted for more than 10% of our consolidated sales in 2006 or the first nine months of 2007. We are not dependent upon any single customer.

Employees

As of December 31, 2006, we had approximately 18,000 employees. We generally consider our relations with our employees to be satisfactory. Approximately 33% of our employees are represented by labor unions, or similar employee organizations outside the United States, which have entered into various separate collective bargaining agreements with us. See Risk Factors Risks Related to Our Business We may be adversely impacted by work stoppages and other labor matters.

Patents, Licenses and Trademarks

We make use of proprietary materials such as patents, trademarks and trade names in our operations and take actions to protect these rights.

We make use of several significant trademarks and trade names, most notably the TEREX, BID-WELL, GENIE and POWERSCREEN trademarks. The P&H trademark is a registered trademark of Joy Global, Inc. that a subsidiary of the Company has the right to use for certain products until 2011 pursuant to a license agreement. We also have the right to use the O&K and Orenstein & Koppel names (which are registered trademarks of O&K Orenstein & Koppel AG) for most applications in the mining business for an unlimited period. The other trademarks and trade names of the Company referred to in this Annual Report include registered trademarks of Terex Corporation or its subsidiaries.

We have many patents that we use in connection with our operations, and most of our products contain some proprietary components. Many of these patents and related proprietary technology are important to the production of particular products; however, overall, our patents, individually and taken together, are not material to our business or our financial results nor does our proprietary technology provide us with a competitive advantage over our competitors.

We protect our patent, trademark and trade name proprietary rights through registration, confidentiality agreements and litigation to the extent we deem appropriate. We own and maintain trademark registrations and patents in countries where we conduct business, and monitor the status of our trademark registrations and patents to maintain them in force and renew them as required. The duration of these registrations is the maximum permitted under the law and varies based upon the relevant statutes in the applicable jurisdiction. We also take further actions to protect our trademark, trade name and patent rights when circumstances warrant, including the initiation of legal proceedings if necessary.

Currently, we are engaged in various legal proceedings with respect to intellectual property rights, both as a plaintiff and as a defendant. We believe that the outcome of such matters will not have a material adverse effect, individually or in the aggregate, on our business or operating performance.

Safety and Environmental Considerations

All 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. We are committed to complying with these standards and monitoring our workplaces to determine if equipment, machinery and facilities meet specified safety standards. We are dedicated to seeing that safety and health hazards are adequately addressed through appropriate work practices, training and procedures.

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. 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. No such incidents have occurred which required us to pay material amounts to comply with such laws and regulations.

Compliance with such laws and regulations has required, and will continue to require, us to make expenditures. We do not expect that these expenditures will have a material adverse effect on our business or profitability.

DESCRIPTION OF CERTAIN INDEBTEDNESS

2006 Credit Agreement

General

On July 14, 2006, we and certain of our subsidiaries entered into a credit agreement (the 2006 Credit Agreement) with the lenders party thereto (the Lenders) and Credit Suisse, as administrative agent and collateral agent. The 2006 Credit Agreement provides us with a revolving line of credit of up to $700 million and term debt of $200 million. The revolving line of credit provides for up to $500 million of domestic revolving loans and up to $200 million of multicurrency revolving loans, in each case including subfacilities for issuance of letters of credit. Letters of credit issued under the 2006 Credit Agreement decrease availability under the $700 million revolving line of credit. The 2006 Credit Agreement also allows us to request incremental loan commitments of up to $300 million, which may be extended at the option of the Lenders, in the form of revolving credit loans, term loans or a combination of both.

As of September 30, 2007, we had $197.5 million of term loans outstanding under the 2006 Credit Agreement. Term loans under the 2006 Credit Agreement bear interest at a rate based on, at our option, LIBOR plus 1.75% or Credit Suisse s base rate plus 0.75%.

As of September 30, 2007, we had a balance of $161.8 million outstanding under the revolving credit component of the 2006 Credit Agreement and letters of credit issued under the 2006 Credit Agreement totaled $153.3 million. We pay a facility fee to the revolving facility Lenders under the 2006 Credit Agreement that ranges from 0.25% per annum to 0.50% per annum, based on our consolidated leverage ratio at the time, on the full amount of the revolving facility commitments, whether used or unused. Revolving loans under the 2006 Credit Agreement bear interest at a rate based on, at our option, LIBOR plus spreads ranging from 1.00% to 1.25% or Credit Suisse s base rate plus spreads ranging from 0.00% to 0.25%, based on our consolidated leverage ratio at the time.

Maturity

The revolving line of credit is available through July 14, 2012 and term debt under the 2006 Credit Agreement will mature on July 14, 2013, and is subject to scheduled amortization of 0.25% of the outstanding term loan balance per quarter before then.

Guarantee and Collateral

We and certain of our subsidiaries agreed to take certain actions to secure our obligations under the 2006 Credit Agreement, and certain of our subsidiaries have guaranteed our obligations under the 2006 Credit Agreement, as well as our obligations under hedging agreements entered into from time to time with counterparties that are Lenders or affiliates of Lenders. As a result, on July 14, 2006, we and certain of our subsidiaries entered into a Guarantee and Collateral Agreement with Credit Suisse, as collateral agent for the Lenders, granting security to the Lenders for our obligations under the 2006 Credit Agreement, as well as our obligations under hedging agreements entered into from time to time with counterparties that are Lenders or affiliates of Lenders. The security granted by us under the 2006 Credit Agreement is tied to our credit ratings. Unless the credit ratings of our debt under the 2006 Credit Agreement are BB and Ba2 or better by Standard and Poor s and Moody s, respectively, with no negative outlook (the Initial Ratings Threshold), then we are required to (a) pledge as collateral the capital stock of our material domestic subsidiaries and 65% of the capital stock of certain of our material foreign subsidiaries (the Stock Collateral) and (b) provide a first priority security interest in, and mortgages on, substantially all of our domestic assets (the Non-Stock Collateral). If the credit ratings of our debt under the 2006 Credit Agreement exceed the Initial Ratings Threshold for a period of 90 consecutive days, then we are no longer required to pledge the Non-Stock Collateral. Further, if the credit ratings of our debt under the 2006 Credit Agreement are higher than BBB- and Baa3 by Standard and Poor s and Moody s, respectively, with no negative outlook (the Investment Grade Threshold), for a period of 90 consecutive days, then we also are no longer required to pledge the Stock Collateral. These security triggers operate in both directions. Should we exceed the Investment Grade Threshold, but subsequently decline in ratings below the Investment Grade Threshold for a period longer than 30 consecutive days, we would once again need to pledge the Stock Collateral. Similarly, if we exceed the Initial Ratings Threshold and subsequently decline below the Initial Ratings Threshold for a period longer than 30 consecutive days, we would

again need to grant security in the Non-Stock Collateral.

At the time the New Credit Agreement was executed, we were below the Initial Ratings Threshold, and had to pledge as security the Stock Collateral and the Non-Stock Collateral. Currently, the ratings of our debt under the New Credit Agreement are BBB- from Standard and Poor s and Ba1 from Moody s, which is above the Initial Ratings Threshold but below the Investment Grade Threshold. As a result, while we continue to pledge the Stock Collateral as security, we have obtained a release of the pledge of the Non-Stock Collateral.

Optional and Mandatory Prepayments

We may prepay our borrowings under the 2006 Credit Agreement in whole or in part any time without premium or penalty, except to indemnify lenders for customary breakage costs (including losses associated with currency conversions). Each partial prepayment must be in an amount that is an integral multiple of $100,000 (or an alternative currency equivalent thereof) and not less than $2,500,000 (or an alternative currency equivalent thereof).

We must prepay the term loans under the 2006 Credit Agreement with the net cash proceeds of certain asset sales, casualty or condemnation events or debt issuances. Each such mandatory prepayment is required to be applied first, against the remaining scheduled installments of principal due in the next twelve months in the order of maturity and second, pro rata against remaining scheduled installments of principal.

Covenants

The 2006 Credit Agreement requires us to comply with a number of covenants. These covenants require us to meet certain financial tests, namely (a) a requirement that we maintain a consolidated leverage ratio, as defined in the 2006 Credit Agreement, not in excess of 3.75 to 1.00 on the last day of any fiscal quarter, and (b) a requirement that we maintain a consolidated fixed charge coverage ratio, as defined in the 2006 Credit Agreement, of not less than 1.25 to 1.00 for any period of four consecutive fiscal quarters. The covenants also limit, in certain circumstances, our ability to take a variety of actions, including: incur indebtedness; create or maintain liens on our property or assets; make investments, loans and advances; engage in acquisitions, mergers, consolidations and asset sales; and pay dividends and distributions, including share repurchases. As of September 30, 2007, we were in compliance with all of our covenants under the 2006 Credit Agreement.

Events of Default

The 2006 Credit Agreement also contains customary events of default (which, in some cases are subject to grace periods and materiality thresholds), including: (1) incorrectness of representations and warranties in any material respect, (2) failure to make principal or interest payments when due, (3) breach of certain covenants, (4) defaults under other material indebtedness, (5) noncompliance with covenants in other indebtedness, (6) bankruptcy or insolvency events, (7) material judgments, (8) certain events related to ERISA, (8) impairment of security interests in collateral or invalidity of guarantees, and (9) a change of control.

7-3/8% Senior Subordinated Notes

On November 25, 2003, we sold and issued $300 million aggregate principal amount of 7-3/8% Senior Subordinated Notes Due 2014 discounted to yield 7-1/2% in a private placement made in reliance upon an exemption from registration under the Securities Act of 1933. On May 18, 2004, we completed the exchange of $300 million aggregate principal amount of new 7-3/8% Senior Subordinated Notes due 2014 (7-3/8% Notes), which have been registered under the Securities Act of 1933, for a like amount of the previously outstanding 7-3/8% Senior Subordinated Notes due 2014. There are no sinking fund requirements on the 7-3/8% Notes. The 7-3/8% Notes mature on January 15, 2014. As of September 30, 2007, we had $298.3 million aggregate principal amount of the 7-3/8% Notes outstanding.

Redemption

We will be entitled at our option to redeem all or a portion of the notes, in whole or in part, at any time or from time to time on or after January 15, 2009, at the following redemption prices (expressed in percentages of principal amount), plus accrued interest to the redemption date, if redeemed during the 12-month period

commencing on January 15, of the years set forth below:

Redemption Period	Price
2009	103.688%
2010	102.458%
2011	101.229%
2012 and thereafter	100.000%

Further, if we undergo certain kinds of change of control, each holder has the right to require us to repurchase all or any part of such holder s notes at a purchase price in cash equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the date of purchase. We also may be required to repurchase a holders notes with the proceeds of certain assets at a purchase price in cash of 100% of the principal amount thereof plus accrued and unpaid interest, if any, to date of purchase.

Guarantees; Ranking

The 7-3/8% Notes are jointly and severally guaranteed by certain of our domestic subsidiaries. The 7-3/8% Notes will rank equally with the notes offered hereby; however, the notes offered hereby will effectively be subordinated to the obligations of certain of our domestic subsidiaries because those domestic subsidiaries have guaranteed our obligations under the 7-3/8% Notes. See Risk Factors Risks Related to This Offering The notes will be structurally subordinated to all liabilities of our subsidiaries. In addition, our obligations under our bank credit facilities and the Existing Notes are guaranteed by substantially all of our domestic subsidiaries. The notes offered hereby initially will not have the benefit of any guarantees.

Covenants

The indenture governing the 7-3/8% Notes contains covenants that, among others, limit our ability and the ability of our subsidiaries to: (1) incur additional indebtedness; (2) create or incur certain liens; (3) pay dividends and make other restricted payments; (4) create restrictions on dividend and other payments to us from certain of our subsidiaries; (5) sell assets and subsidiary stock; (6) engage in transactions with affiliates; (7) sell or issue capital stock of certain of our subsidiaries; (8) consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries; (9) enter into certain lines of business; and (10) create unrestricted subsidiaries. All of the covenants are subject to a number of important qualifications and exceptions.

Events of Default

The indenture governing the existing notes contains certain events of default, including (subject, in some cases, to cure periods and materiality thresholds) defaults based on (1) the failure to make payments under the indenture when due, (2) breach of covenants, (3) acceleration of other material indebtedness, (4) bankruptcy events and (5) material judgments.

DESCRIPTION OF THE NOTES

The Company will issue $ million aggregate principal amount of senior subordinated notes due 2015 (the 2015 Notes) and $ million aggregate principal amount of senior subordinated notes due 2017 (the 2017 Notes and, together with the 2015 Notes, the notes) under an Indenture, dated as of July 20, 2007 (the Base Indenture), between the Company and HSBC Bank USA, National Association, as trustee (the Trustee or the trustee), as supplemented by the supplemental indenture dated as of November , 2007 (such supplemental indenture together with the Base Indenture, the Indenture), between the Company and the Trustee. Unless the context requires otherwise, references herein to the notes include the 2015 Notes and the 2017 Notes. However, the 2015 Notes and the 2017 Notes will each be issued as a separate series of notes under the Indenture for purposes of, among other things, payments of principal and interest, rescinding certain Events of Default and consenting to certain amendments to the Indenture and the notes. The 2015 Notes and the 2017 Notes are sometimes referred to herein as a series of notes.

The following description of the particular terms of the notes offered by this prospectus supplement supplements, and to the extent inconsistent therewith replaces, the description of the general terms and provisions of the senior subordinated debt securities set forth under the caption Description of the Debt Securities in the accompanying prospectus. Terms used in this prospectus supplement that are otherwise not defined have the meanings given to them in the accompanying prospectus.

The following is a summary of certain provisions of the Indenture and the notes. The following summary of certain provisions of the Indenture and the notes does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the Indenture and the notes, including the definitions of certain terms therein and those terms made a part thereof by the Trust Indenture Act. We urge you to read the Indenture and form of notes because they, not this description, define your rights as holders of these notes. You may request copies of these documents at our address set forth under the heading Where You can Find More Information.

In this section, entitled Description of the Notes, references to Terex, we, our or us, are to Terex Corporation and not its subsidiaries. Certain terms used in this description are defined under the subheading Certain Definitions.

General

Principal of, premium, if any, and interest on the notes will be payable, and the notes may be exchanged or transferred, at the office or agency of Terex in the Borough of Manhattan, the City of New York (which initially shall be the corporate trust office of the Trustee, at 452 Fifth Avenue, New York, New York 10018, Attention: Corporate Trust & Loan Agency), except that, at the option of Terex, payment of interest may be made by check mailed to the address of the holders as such address appears in the note register.

The notes will be issued only in fully registered form, without coupons, in denominations of $2,000 and any integral multiple of $1,000. See Book Entry, Delivery and Form. No service charge shall be made for any registration or exchange of notes, but Terex may require payment of a sum sufficient to cover any transfer tax or other similar governmental charge payable in connection therewith.

Brief Description of the Terms of the Notes

The notes:

will be unsecured senior subordinated obligations of Terex;

will be subordinate in right of payment to certain other debt obligations of Terex, including all Senior Indebtedness;

will initially not be guaranteed by any Subsidiaries of the Company;

may be guaranteed in the future on a senior subordinated basis by certain of our Restricted Subsidiaries as described under Certain Covenants Future Subsidiary Guarantors;

will be structurally subordinated to all existing and future Indebtedness, claims of holders of Preferred Stock and other liabilities of Subsidiaries of the Company except those Subsidiaries that in the future Guarantee the notes; and

are senior in right of payment to any future Subordinated Obligations of Terex.

Subject to compliance with the covenant described under Certain Covenants Limitation on Indebtedness, and Certain Covenants Limitation on Indebtedness and Preferred Stock of Restricted Subsidiaries, we may issue additional notes of one or both series from time to time after this offering under the Indenture (the additional notes). The notes of a series and the additional notes of that series, if any, will be treated as a single class for all purposes of the Indenture, including waivers, amendments, redemptions and offers to purchase. Unless the context requires otherwise, for all purposes of this Description of the Notes, references to the notes include any additional notes actually issued. The notes will be subordinate in right of payment to certain of our other debt obligations as described below.

Principal, Maturity and Interest

2015 Notes

We will issue an aggregate principal amount of $ million of 2015 Notes. The 2015 Notes will mature on, 2015. Interest on the 2015 Notes will accrue at a rate of % per annum. The 2015 Notes will be payable semiannually to holders of record at the close of business on the or immediately preceding the interest payment date on and of each year, commencing , 2008. We will pay interest on overdue principal at 1% per annum in excess of such rate, and will pay interest on overdue installments of interest at such higher rate to the extent lawful. Interest on the 2015 Notes will be computed on the basis of a 360-day year of twelve 30-day months.

2017 Notes

We will issue an aggregate principal amount of $ million of 2017 Notes. The 2017 Notes will mature on , 2017. Interest on the 2017 Notes will accrue at a rate of % per annum. The 2017 Notes will be payable semiannually to holders of record at the close of business on the or immediately preceding the interest payment date on and of each year, commencing , 2008. We will pay interest on overdue principal at 1% per annum in excess of such rate, and will pay interest on overdue installments of interest at such higher rate to the extent lawful. Interest on the 2107 Notes will be computed on the basis of a 360-day year of twelve 30-day months.

Optional Redemption

2015 Notes

Except as set forth below, we will not be entitled to redeem the 2015 Notes at our option.

At any time prior to , 2011, we may redeem all or a portion of the 2015 Notes, in whole or in part, at any time or from time to time, upon notice as described under Selection and Notice, at a redemption price equal to 100% of the principal amount of the 2015 Notes redeemed plus the Applicable Premium as of, plus accrued and unpaid interest, if any, to the date of redemption (the Redemption Date), subject to the right of Holders of record on the relevant record date to receive interest due on the relevant interest payment date.

On and after , 2011, we will be entitled at our option to redeem all or a portion of the 2015 Notes, in whole or in part, at any time or from time to time, upon not less than 30 nor more than 60 days prior notice mailed by first-class mail to each holder s registered address and otherwise as described under Selection and Notice, at the following redemption prices (expressed in percentages of principal amount), plus accrued interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date), if redeemed during the 12-month period commencing on of the years set forth below:

Redemption Period	Price
2011	%
2012	%
2013	%
2014 and thereafter	%

In addition, before , 2010, we may at our option on one or more occasions redeem in the aggregate up to 35.0% of the original principal amount of the 2015 Notes (including the original principal amount of any additional notes that are 2015 Notes) with the proceeds of one or more Public Equity Offerings, at a redemption price (expressed as a percentage of principal amount) of % plus accrued interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date); *provided, however,* that at least 65% of the aggregate principal amount of the 2015 Notes originally outstanding remains outstanding (including the original principal amount of any additional notes that are 2015 Notes) after each such redemption.

2017 Notes

Except as set forth below, we will not be entitled to redeem the 2017 Notes at our option.

At any time prior to , 2012, we may redeem all or a portion of the 2017 Notes, in whole or in part, at any time or from time to time, upon notice as described under Selection and Notice, at a redemption price equal to 100% of the principal amount of the 2017 Notes redeemed plus the Applicable Premium as of, plus accrued and unpaid interest, if any, to the date of redemption (the Redemption Date), subject to the right of Holders of record on the relevant record date to receive interest due on the relevant interest payment date.

On and after , 2012, we will be entitled at our option to redeem all or a portion of the 2017 Notes, in whole or in part, at any time or from time to time, upon not less than 30 nor more than 60 days prior notice mailed by first-class mail to each holder s registered address and otherwise as described under Selection and Notice, at the following redemption prices (expressed in percentages of principal amount), plus accrued interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date), if redeemed during the 12-month period commencing on of the years set forth below:

Redemption Period	Price
2012	%
2013	%
2014	%
2015 and thereafter	%

In addition, before , 2010, we may at our option on one or more occasions redeem in the aggregate up to 35.0% of the original principal amount of the 2017 Notes (including the original principal amount of any additional notes that are 2017 Notes) with the proceeds of one or more Public Equity Offerings, at a redemption price (expressed as a percentage of principal amount) of % plus accrued interest to the redemption date (subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date); *provided, however,* that at least 65% of the aggregate principal amount of the 2017 Notes originally outstanding remains outstanding (including the original principal amount of any additional notes that are 2017 Notes) after each such redemption.

Selection and Notice

In the case of any partial redemption, we will select the notes for redemption in accordance with the requirements of the principal national securities exchange, if any, on which the notes are listed or, if the notes are not listed on a securities exchange, the trustee will select the notes on a pro rata basis to the extent practicable, although no note in original principal amount of $2,000 or less shall be redeemed in part. If any new note is to be redeemed in part only, the notice of redemption relating to such note shall state the portion of the principal amount thereof to be redeemed. A new note in principal amount equal to the unredeemed portion thereof will be issued in the name of the holder thereof upon cancellation of the original note. Notes called for redemption become due on the date fixed for redemption. On and after the redemption date, interest ceases to accrue on notes or portions of them called for redemption.

Mandatory Redemption; Offers to Purchase; Open Market Purchases

We are not required to make any mandatory redemption or sinking fund payments with respect to the notes. However, under certain circumstances, we may be required to offer to purchase notes as described under Change of Control and Certain Covenants Limitation on Sales of Assets and Subsidiary Stock. We may at any time and from time to time purchase notes in the open market or otherwise.

Subsidiary Guarantees

The notes are not guaranteed by any of our subsidiaries. Except under certain limited circumstances described under Certain Covenants Future Subsidiary Guarantors, our obligations pursuant to the notes will not be guaranteed in the future. See Risk Factors Risks Related to this Offering The notes will be structurally subordinated to all liabilities of our subsidiaries. In addition, our obligations under our bank credit facilities and the Ex