

ALAMO GROUP INC
Form 10-Q
May 06, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2011

OR

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

FOR THE

TRANSITION PERIOD FROM ____ TO ____

| | | |
|--|--|------------------------|
| Commission file number 0-21220 | | |
| | | |
| ALAMO GROUP INC. | | |
| (Exact name of registrant as specified in its charter) | | |
| | | |
| DELAWARE | | 74-1621248 |
| (State or other jurisdiction of | | (I.R.S. Employer |
| incorporation or organization) | | Identification Number) |

1627 East Walnut, Seguin, Texas 78155

(Address of principal executive offices)

830-379-1480

(Registrant's telephone number, including area code)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENT FOR THE PAST 90 DAYS.

YES NO

INDICATE BY CHECK MARK WHETHER REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, OR A NON-ACCELERATED FILER. SEE DEFINITION OF ACCELERATED FILER AND LARGE ACCELERATED FILER IN EXCHANGE ACT RULE 12B-2. LARGE ACCELERATED FILER ACCELERATED FILER NON-ACCELERATED FILER

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT). YES NO

AT APRIL 29, 2011, 11,880,979 SHARES OF COMMON STOCK, \$.10 PAR VALUE, OF THE REGISTRANT WERE OUTSTANDING.

Alamo Group Inc. and Subsidiaries

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| Item 2. | None |
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SIGNATURES

Alamo Group Inc. and Subsidiaries

Interim Consolidated Balance Sheets

(Unaudited)

| (in thousands, except share amounts) | March 31, 2011 | December 31, 2010 |
|--|-------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 28,383 | \$ 30,243 |
| Accounts receivable, net | 154,614 | 127,388 |
| Inventories | 117,460 | 99,304 |
| Deferred income taxes | 3,786 | 3,813 |
| Prepaid expenses | 4,445 | 3,864 |
| Income tax receivable | 448 | 448 |
| Total current assets | 309,136 | 265,060 |
| Property, plant and equipment | 143,065 | 139,674 |
| Less: Accumulated depreciation | (81,863) | (78,490) |
| | 61,202 | 61,184 |
| Goodwill | 35,281 | 34,073 |
| Intangible assets | 5,500 | 5,500 |
| Deferred income taxes | 5,057 | 4,311 |
| Other assets | 746 | 855 |
| Total assets | \$ 416,922 | \$ 370,983 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Trade accounts payable | \$ 53,119 | \$ 45,152 |
| Income taxes payable | 1,584 | 1,567 |
| Accrued liabilities | 33,179 | 29,813 |
| Current maturities of long-term debt | 1,620 | 2,319 |
| Deferred income tax | 338 | 338 |
| Total current liabilities | 89,840 | 79,189 |

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| | | |
|--|------------|------------|
| Long-term debt, net of current maturities | 47,021 | 23,106 |
| Deferred pension liability | 6,782 | 7,151 |
| Other long-term liabilities | 4,079 | 2,109 |
| Deferred income taxes | 6,467 | 6,168 |
| Stockholders' equity: | | |
| Common stock, \$.10 par value, 20,000,000 shares authorized; | | |
| 11,879,579 and 11,872,479 issued and outstanding at March 31, 2011 and | | |
| December 31, 2010 | 1,188 | 1,187 |
| Additional paid-in capital | 84,606 | 84,377 |
| Treasury stock, at cost; 42,600 shares at March 31, 2011 and | | |
| December 31, 2010 | (426) | (426) |
| Retained earnings | 171,545 | 166,589 |
| Accumulated other comprehensive income, net | 5,820 | 1,533 |
| Total stockholders' equity | 262,733 | 253,260 |
| Total liabilities and stockholders' equity | \$ 416,922 | \$ 370,983 |

See accompanying notes.

Alamo Group Inc. and Subsidiaries

Interim Consolidated Statements of Income

(Unaudited)

Three Months Ended

March 31,

| (in thousands, except per share amounts) | 2011 | 2010 |
|---|-----------|-----------|
| Net sales: | | |
| North American | | |
| Industrial | \$ 49,033 | \$ 47,112 |
| Agricultural | 49,739 | 41,700 |
| European | 41,943 | 42,341 |
| Total net sales | 140,715 | 131,153 |
| Cost of sales | 108,814 | 103,018 |
| Gross profit | 31,901 | 28,135 |
| Selling, general and administrative expense | 22,560 | 21,668 |
| Income from operations | 9,341 | 6,467 |
| Interest expense | (765) | (1,250) |
| Interest income | 72 | 812 |
| Other income (expense), net | (147) | (10) |
| Income before income taxes | 8,501 | 6,019 |
| Provision for income taxes | 2,834 | 2,026 |
| Net Income | \$ 5,667 | \$ 3,993 |
| Net income per common share: | | |
| Basic | \$ 0.48 | \$ 0.34 |
| Diluted | \$ 0.47 | \$ 0.34 |
| Average common shares: | | |
| Basic | 11,832 | 11,747 |
| Diluted | 11,980 | 11,833 |
| Dividends declared | \$ 0.06 | \$ 0.06 |

See accompanying notes.

Alamo Group Inc. and Subsidiaries

Interim Consolidated Statements of Cash Flows

(Unaudited)

| (in thousands) | Three Months Ended | |
|---|--------------------|----------|
| | March 31, 2011 | 2010 |
| Operating Activities | | |
| Net income | \$ 5,667 | \$ 3,993 |
| Adjustment to reconcile net income to net cash | | |
| used by operating activities: | | |
| Provision for doubtful accounts | 393 | 177 |
| Depreciation | 2,621 | 2,664 |
| Amortization of intangibles | | 86 |
| Amortization of debt issuance | 94 | 94 |
| Stock-based compensation expense | 140 | 189 |
| Excess tax benefits from stock-based payment arrangements | (18) | (31) |
| Provision for deferred income tax (benefit) expense | (552) | 188 |
| Loss on sale of property, plant & equipment | (34) | 30 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (25,625) | (26,050) |
| Inventories | (16,410) | 4,200 |
| Prepaid expenses and other assets | (1,287) | (1,273) |
| Trade accounts payable and accrued liabilities | 9,520 | 11,406 |
| Income taxes payable | 69 | (1,913) |
| Other long-term liabilities | 1,457 | (365) |
| Net cash used by operating activities | (23,965) | (6,605) |
| Investing Activities | | |
| Acquisitions, net of cash acquired | | (431) |
| Purchase of property, plant and equipment | (1,433) | (878) |
| Proceeds from sale of property, plant and equipment | 44 | 76 |
| Net cash used by investing activities | (1,389) | (1,233) |
| Financing Activities | | |

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| | | |
|---|-----------|-----------|
| Net change in bank revolving credit facility | 24,000 | 13,000 |
| Principal payments on long-term debt and capital leases | (892) | (908) |
| Proceeds from issuance of long-term debt | | 542 |
| Dividends paid | (710) | (705) |
| Proceeds from sale of common stock | 89 | 26 |
| Excess tax benefits from stock-based payment arrangements | 18 | 31 |
| Net cash provided by financing activities | 22,505 | 11,986 |
| Effect of exchange rate changes on cash | 989 | (895) |
| Net change in cash and cash equivalents | (1,860) | 3,253 |
| Cash and cash equivalents at beginning of the period | 30,243 | 17,774 |
| Cash and cash equivalents at end of the period | \$ 28,383 | \$ 21,027 |
| Cash paid during the period for: | | |
| Interest | \$ 746 | \$ 1,121 |
| Income taxes | \$ 3,876 | \$ 2,178 |

See accompanying notes.

Alamo Group Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements - (Unaudited)

March 31, 2011

1. Basis of Financial Statement Presentation

The accompanying unaudited interim consolidated financial statements of Alamo Group Inc. and its subsidiaries (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The balance sheet at December 31, 2010, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2010.

The accompanying statement of income reflects the correction of a misclassification of freight revenue for the prior period. Freight billed to customers was previously recorded as a reduction of cost of sales and has been reclassified to increase sales and cost of sales in accordance with ASC 605-45-45-20. The reclassification resulted in an increase in net sales and cost of sales of \$3.4 million for the three months ended March 31, 2011, and was \$2.8 million for the three months ended March 31, 2010, with no impact on reported net income. Revenue and cost of sales for the years ended December 31, 2010 and 2009 will be increased by approximately \$12 million and \$7.4 million, respectively, in future filings.

2. Accounts Receivable

Accounts Receivable is shown net of the allowance for doubtful accounts of \$3,190,000 and \$2,852,000 at March 31, 2011 and December 31, 2010, respectively.

3. Inventories

Inventories valued at LIFO cost represented 64% and 63% of total inventory at March 31, 2011 and December 31, 2010, respectively. The excess of current cost over LIFO valued inventories was \$7,654,000 at March 31, 2011 and December 31, 2010. Inventory obsolescence reserves were \$7,898,000 at March 31, 2011 and \$7,506,000 at December 31, 2010. The increase in reserve for obsolescence was from the Company's U.S. operations. Net inventories consist of the following:

| | March 31, | December 31, |
|-----------------------|------------------|---------------------|
| (in thousands) | 2011 | 2010 |
| Finished goods | \$ 94,030 | \$ 80,102 |
| Work in process | 13,163 | 9,857 |
| Raw materials | 10,267 | 9,345 |
| | \$ 117,460 | \$ 99,304 |

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

4. Derivatives and Hedging

Most of the Company's outstanding debt is advanced from a revolving credit facility that accrues interest at a contractual margin over current market interest rates. The Company's financing costs associated with this credit facility can materially change with market increases and decreases of short-term borrowing rates, specifically London Interbank Offered Rate (LIBOR). During the second quarter of 2007, the Company entered into two interest rate swap agreements with JPMorgan that hedge future cash flows related to its outstanding debt obligations. One swap had a three-year term and fixed the LIBOR base rate at 4.910% covering \$20 million of this debt and expired on March 31, 2010. The other had a four-year term and fixed the LIBOR base rate at 4.935% covering an additional \$20 million of these variable rate borrowings and expired on March 31, 2011. At March 31, 2011 there was zero liability related to the expired interest rate swap.

5. Fair Value Measurements

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

Level 1 Quoted prices for identical instruments in active markets.

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

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

When available, the Company uses quoted market prices to determine fair value, and the Company classifies such measurements within Level 1. In some cases where market prices are not available, the Company makes use of observable market based inputs to calculate fair value, in which case the measurements are classified with Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use,

where possible, current market-based parameters such as interest rates, yield curves, currency rates, etc. These measurements are classified within Level 3.

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

6. Common Stock and Dividends

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

| | March 31, | | | |
|--------------------|---------------------------|------|-------------|------|
| | Three Months Ended | | | |
| | 2011 | | 2010 | |
| Dividends declared | \$ | 0.06 | \$ | 0.06 |
| Dividends paid | | 0.06 | | 0.06 |

7. Stock-Based Compensation

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

The Company's stock-based compensation expense was \$140,000 and \$189,000 for the quarters ended March 31, 2011 and 2010, respectively.

Qualified Options

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

For three months ending March 31, 2011

| | Shares | Exercise Price* |
|---|---------|-----------------|
| Options outstanding at beginning of year | 360,130 | |
| Granted | | |
| Exercised | (7,100) | \$12.53 |
| Cancelled | (2,000) | \$24.69 |
| Options outstanding at March 31, 2011 | 351,030 | \$18.37 |
| Options exercisable at March 31, 2011 | 213,030 | \$19.29 |
| Options available for grant at March 31, 2011 | 197,500 | |

*Weighted Averages

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Options outstanding and exercisable at March 31, 2011 were as follows:

| Qualified Stock Options | Options Outstanding | | | Options Exercisable | |
|-------------------------|---------------------|-----------|----------|---------------------|----------|
| | Shares | Remaining | | Shares | Price* |
| Contractual | | Exercise | Exercise | | |
| Range of Exercise Price | Life(yrs)* | Price* | Shares | Price* | |
| \$11.45 - \$17.85 | 146,030 | 5.97 | \$ 12.23 | 68,030 | \$ 13.12 |
| \$19.79 - \$25.18 | 205,000 | 5.72 | \$ 22.75 | 145,000 | \$ 22.18 |
| Total | 351,030 | | | 213,030 | |

*Weighted Averages

Non-qualified Options

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

For three months ending March 31, 2011

| | Shares | Exercise Price* |
|--|----------------|-----------------|
| Options outstanding at beginning of year | 102,400 | |
| Granted | | |
| Exercised | | |
| Cancelled | | |
| Options outstanding at March 31, 2011 | 102,400 | \$15.62 |
| Options exercisable at March 31, 2011 | 30,300 | \$20.79 |
| Options available for grant at March 31, 2011 | 364,000 | |

*Weighted Averages

Options outstanding and exercisable at March 31, 2011 were as follows:

| Non-Qualified Stock Options | Options Outstanding | | | Options Exercisable | |
|-----------------------------|---------------------|-----------|---------------------------|---------------------|---------|
| | Shares | Remaining | Contractual Life(yrs)* | Exercise Price* | Shares |
| Range of Exercise Price | | | | | |
| \$11.45 - \$12.10 | 68,900 | 8.00 | \$11.45 | 7,300 | \$11.45 |
| \$13.96 - \$19.79 | 6,000 | 4.00 | \$19.79 | 6,000 | \$19.79 |
| \$25.02 - \$25.18 | 27,500 | 5.91 | \$25.17 | 17,000 | \$25.16 |
| Total | 102,400 | | | 30,300 | |

*Weighted Averages

Restricted Stock Units

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

| | Shares | Price | Weighted- average remaining contractual term (in years) |
|--|--------|----------|--|
| Options outstanding at beginning of year | 9,000 | \$ 15.86 | 2.33 |
| Granted | | | |
| Vested | | | |
| Forfeited or Cancelled | | | |
| Options outstanding at end of year | 9,000 | \$ 15.86 | |

8. Earnings Per Share

March 31, 2011

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

| (In thousands, except per share) | Three Months Ended | |
|---|--------------------|----------|
| | March 31, | |
| | 2011 | 2010 |
| Net Income | \$ 5,667 | \$ 3,993 |
| Average Common Shares: | | |
| Basic (weighted-average outstanding shares) | 11,832 | 11,747 |
| Dilutive potential common shares from stock options | 148 | 86 |
| Diluted (weighted-average outstanding shares) | 11,980 | 11,833 |
| Basic earnings per share | \$ 0.48 | \$ 0.34 |
| Diluted earnings per share | \$ 0.47 | \$ 0.34 |

9. Segment Reporting

At March 31, 2011 the following includes a summary of the unaudited financial information by reporting segment:

| (in thousands) | Three Months Ended March 31, | |
|----------------------------------|---|-------------|
| | 2011 | 2010 |
| Net Revenue | | |
| Industrial | \$ 49,033 | \$ 47,112 |
| Agricultural | 49,739 | 41,700 |
| European | 41,943 | 42,341 |
| Consolidated | \$ 140,715 | \$ 131,153 |
| Operating Income | | |
| Industrial | \$ 3,427 | \$ 1,840 |
| Agricultural | 2,940 | 985 |
| European | 2,974 | 3,642 |
| Consolidated | \$ 9,341 | \$ 6,467 |
| Goodwill | | |
| Industrial | \$ 13,422 | \$ 13,555 |
| Agricultural | | |
| European | 21,859 | 20,786 |
| Consolidated | \$ 35,281 | \$ 34,341 |
| Total Identifiable Assets | | |
| Industrial | \$ 123,408 | \$ 128,094 |
| Agricultural | 146,562 | 132,765 |
| European | 146,952 | 137,105 |
| Consolidated | \$ 416,922 | \$ 397,964 |

10. Off-Balance Sheet Arrangements

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

investors.

11. Comprehensive Income

During the first quarter of 2011 and 2010, Comprehensive Income (Loss) amounted to \$9,954,000 and (\$743,000) respectively.

The components of Comprehensive Income are as follows:

| (in thousands) | Three Months Ended | |
|---|--------------------|----------|
| | March 31, | |
| | 2011 | 2010 |
| Net Income | \$ 5,667 | \$ 3,993 |
| Cash flow derivative, net of taxes | 144 | 233 |
| Amortization of actuarial net gain (loss) | (1,147) | 19 |
| Foreign currency translations adjustment | 5,290 | (4,988) |
| Comprehensive Income (Loss) | \$ 9,954 | \$ (743) |

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

| (in thousands) | March 31, 2011 | December 31, 2010 |
|---|-------------------|----------------------|
| Foreign currency translation | \$ 9,752 | \$ 4,489 |
| Derivatives, net of taxes | | (171) |
| Actuarial gains (losses) related to defined benefit plans | (3,932) | (2,785) |
| Total Accumulated other comprehensive income | \$ 5,820 | \$ 1,533 |

12. Contingent Matters

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

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

On March 31, 2011, the Company had an environmental reserve in the amount of \$1,474,000 related to the acquisition of *Gradall's* facility in New Philadelphia, Ohio. Three specific remediation projects that were identified prior to the acquisition are in process of remediation with a remaining reserve balance of \$9,000. The Company has a reserve of \$277,000 concerning a potential asbestos issue that is expected to be remediated over time. The balance of the reserve, \$1,188,000, is mainly for potential ground water contamination/remediation that was

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identified before the acquisition and believed to have been generated by a third party company located near the *Gradall* facility.

The Company knows that *Bush Hog*'s main manufacturing property in Selma, Alabama was contaminated with chlorinated volatile organic compounds which most likely resulted from painting and cleaning operations during the 1960s and 70s. The contaminated areas were primarily in the location of underground storage tanks and underneath the former waste storage area. Under the Asset Purchase Agreement, *Bush Hog*'s prior owner agreed to and has removed the underground storage tanks at its cost and has remedied the identified contamination in accordance with the regulations of the Alabama Department of Environmental Management. An environmental consulting firm was retained by the prior owner and administered the cleanup and will monitor the site on an ongoing basis until the remediation program is complete and approved by the applicable authorities.

Certain other assets of the Company contain asbestos that may have to be remediated over time. Management has made its best estimate of the cost to remediate these environmental issues. However, such estimates are difficult to determine, including the timing of such costs. The Company believes that any subsequent change in the liability associated with the asbestos removal will not have a material adverse effect on the Company's consolidated financial position or results of operations.

The Company is subject to various other federal, state, and local laws affecting its business, as well as a variety of regulations relating to such matters as working conditions, equal employment opportunities, and product safety. A variety of state laws regulate the Company's contractual relationships with its dealers, some of which impose restrictive standards on the relationship between the Company and its dealers, including events of default, grounds for termination, non-renewal of dealer contracts, and equipment repurchase requirements. The Company believes it is currently in material compliance with all such applicable laws and regulations.

13. Retirement Benefit Plans

Defined Benefit Plan

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

The *Gradall* Company Hourly Employees' Pension Plan covers approximately 310 former employees and 210 current employees who (i) were formerly employed by the former parent of *Gradall*, (ii) were covered by a collective bargaining agreement and (iii) first participated in the plan before April 6, 1997. An amendment ceasing all future benefit accruals was effective April 6, 1997.

The *Gradall* Company Employees' Retirement Plan covers approximately 190 former employees and 150 current employees who (i) were formerly employed by the former parent of *Gradall*, (ii) were not covered by a collective bargaining agreement and (iii) first participated in the plan before December 31, 2004. An amendment ceasing future benefit accruals for certain participants was effective December 31, 2004. A second amendment discontinued all future benefit accruals for all participants effective April 24, 2006.

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The Company's pension expense was \$22,000 and \$50,000 for the three months ended March 31, 2011 and 2010, respectively. The Company is required to contribute \$1,085,000 to the pension plans for 2011, of which \$342,000 was contributed during the first quarter of 2011.

Supplemental Retirement Plan

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

The SERP is intended to provide a benefit from the Company upon retirement, death or disability, or a change in control of the Company. Accordingly, the SERP obligates the Company to pay to a participant a Retirement Benefit (as defined in the SERP) upon the occurrence of certain payment events to the extent a participant has a vested right thereto. A participant's right to his Retirement Benefit becomes vested in the Company's contributions upon 10 years of Credited Service (as defined in the SERP) or a change in control of the Company. The Retirement Benefit is based on 20% of the final three year average salary of each participant on or after his or her Normal Retirement Age (65 years of age). In the event of the participant's death or a change in control, the participant's vested Retirement Benefit will be paid in a lump sum to the participant or his estate, as applicable, within 90 days after the participant's death or a change in control, as applicable. In the event the participant is entitled to a benefit from the SERP due to disability, retirement or other termination of employment, the benefit will be paid in monthly installments over a period of fifteen years.

The Company records amounts relating to the SERP based on calculations that incorporate various actuarial and other assumptions, including discount rates, rate of compensation increases, retirement dates and life expectancies. The net periodic costs are recognized as employees render the services necessary to earn the SERP benefits.

In connection with the initiation of the SERP, the Company recorded an unfunded long-term liability of \$1,964,301 a deferred tax asset of \$746,000 and \$1,218,301 in accumulated other comprehensive income. The \$1,964,301 represents prior service cost which will be amortized over the average remaining service periods of the employees. The prior service cost is included as a component of net periodic pension cost. The prior service cost expected to be amortized for the year ended December 31, 2011 is \$263,665.

The components of net period pension cost were as follows:

| Three Months Ended March 31, 2011 | |
|--|------------|
| Service Cost | \$ 26,926 |
| Interest Cost | 25,881 |
| Amortization of Prior Service Cost | 65,916 |
| Net Periodic Benefit Cost | \$ 118,723 |

The Net Periodic Pension Cost is based on the following assumptions determined at January 1, 2011:

| | |
|--------------------------------|------------|
| Discount Rate | 5.28% |
| Rate of compensation increases | 3.0% |
| Amortization Period | 7.45 years |

14. Income Taxes

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

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

During the third quarter of 2010, the Company completed a research and development credit study (R&D study) related to prior year tax returns. The R&D study resulted in tax credits of approximately \$1,100,000. The Company has recorded an unrecognized tax benefit in the amount of approximately \$190,000.

15. Recent Accounting Pronouncements and Legislative Changes

In March 2010, President Obama signed into law the Patient Protection and Affordable Care Act (the Act), which is a comprehensive health care reform bill for the United States. In addition, on March 30, 2010, President Obama signed into law the reconciliation measure (Health Care and Education Reconciliation Act of 2010), which modifies certain provisions of the Act. Although the new legislation did not have an impact on our consolidated financial position, results of operation or cash flows in 2010, the Company is continuing to assess the potential impacts on our future obligations, costs and cash flows related to our health care benefits.

In April 2010, the FASB issued ASU No. 2010-17, Revenue Recognition (ASC Topic 605): Milestone Method (ASU No. 2010-17). ASU No. 2010-17 recognizes the milestone method as an acceptable revenue recognition method for substantive milestones in research or development transactions. A milestone is substantive when the consideration earned from achievement of the milestone is commensurate with either (a) the vendor's performance to achieve the milestone or (b) the enhancement of the value of the delivered item(s) as a result of a specific outcome resulting from the vendor's performance to achieve the milestone and the consideration earned from the achievement of a milestone relates solely to past performance and is reasonable relative to all of the deliverables and payment terms (including other potential milestone consideration) within the arrangement. This new guidance will be effective for our fiscal year 2011 and its interim periods, with early adoption permitted. This guidance will not have a material impact on our consolidated financial position, results of operations or cash flows.

In January 2010, the provisions of ASC Topic 820 were modified to require additional disclosures, including transfers in and out of Level 1 and 2 fair value measurements and the gross basis presentation of the reconciliation of Level 3 fair value measurements. This guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for disclosures related to Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010 (including interim periods). Early adoption is permitted. We have adopted all of these provisions of ASC Topic 820 effective December 31, 2009. Since only disclosures are affected by these requirements, the adoption of these provisions will not affect our financial position or results of operations.

In October 2009, the FASB issued ASU No. 2009-14 Software (ASC Topic 985): Certain Revenue Arrangements That Include Software Elements (ASU No. 2009-14). ASU No. 2009-14 modifies the scope of the software revenue recognition guidance to exclude (i) non-software components of tangible products and (ii) software components of tangible products that are sold, licensed or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. ASU No. 2009-14 is effective for fiscal years beginning on or after June 15, 2010 with early adoption permitted. The guidance may be applied retrospectively or prospectively for new or materially modified arrangements. This guidance will not have a material impact on our consolidated financial position, results of operations or cash flows.

In October 2009, the FASB issued ASU No. 2009-13 Revenue Recognition (ASC Topic 605): Multiple-Deliverable Revenue Arrangements (ASU No. 2009-13). ASU No. 2009-13 addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how the arrangement consideration should be allocated among the separate units of accounting. ASU No. 2009-13 is effective for fiscal years beginning on or after June 15, 2010 with early adoption permitted. The guidance may be applied retrospectively or prospectively for new or materially modified arrangements. This guidance will not have a material impact on our consolidated financial position, results of operations or cash flows.

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

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

| As a | Three Months Ended March 31, | | | |
|----------------------|---------------------------------|---|-------|---|
| | 2011 | | 2010 | |
| Percent of Net Sales | | | | |
| North American | | | | |
| Industrial | 34.8 | % | 35.9 | % |
| Agricultural | 35.4 | % | 31.8 | % |
| European | 29.8 | % | 32.3 | % |
| Total sales, net | 100.0 | % | 100.0 | % |

| Cost Trends and Profit Margin, as | Three Months Ended March 31, | | | |
|-----------------------------------|---------------------------------|---|------|---|
| | 2011 | | 2010 | |
| Percentages of Net Sales | | | | |
| Gross margin | 22.7 | % | 21.5 | % |
| Income from operations | 6.6 | % | 4.9 | % |
| Income before income taxes | 6.0 | % | 4.6 | % |
| Net income | 4.0 | % | 3.0 | % |

Overview

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

In the first quarter of 2011 the Company's net income was up due to the Company's improved sales primarily in its Agricultural Division and continued efforts with cost control initiatives. While the agricultural sector has shown improvement, the Company's governmental markets remain tight reflecting the overall weakness in the global economy. The Industrial Division sales increased 4% during the first quarter of 2011 due to increases in the excavator and snow equipment markets, however; budgets of governmental entities continue to be soft. The Agricultural Division saw a 19% increase in sales versus the first quarter of 2010 primarily from increased pre-season sales from its Bush Hog and Rhino product lines. Overall agricultural market conditions have improved as both commodity prices and farm incomes have continued to increase since the third quarter of 2010. European sales declined 1% in U.S. dollars and 4% in local currency compared to the first quarter of 2010 as their markets reflected soft conditions caused by the general slowdown in the European economy. In general, margin percentage improved from higher proprietary part sales in the first quarter of 2011 compared to the same time in 2010.

The Company is concerned that our markets for 2011 could continue to be negatively affected by a variety of factors such as a continued weakness in the overall economy, credit availability, increased levels of government regulations; changes in farm incomes due to commodity prices or governmental aid programs; adverse situations that could affect our customers such as animal disease epidemics, weather conditions such as droughts, floods, snowstorms, etc.; budget constraints or revenue shortfalls in governmental entities and changes in our customer's buying habits due to lack of confidence in the economic outlook.

Results of Operations

Three Months Ended March 31, 2011 vs. Three Months Ended March 31, 2010

Net sales for the first quarter of 2011 were \$140,715,000, an increase of \$9,562,000 or 7.3% compared to \$131,153,000 for the first quarter of 2010. The majority of the increase was from improved sales in the North American Agricultural segment. Also included in these sales is the effect of a reclassification of freight revenue. Freight billed to customers had been previously recorded net of cost of sales and has been reclassified to sales. This change resulted in an increase in net sales of \$3,361,000 in the first quarter of 2011 and \$2,764,000 in the first quarter of 2010, with no impact on reported earnings.

Net North American Industrial sales increased during the first quarter by \$1,921,000 or 4.1% to \$49,033,000 for 2011 compared to \$47,112,000 during the same period in 2010. The increase came primarily from higher sales of excavators and snow equipment as sales of mowing equipment and sweepers to governmental entities remained flat.

Net North American Agricultural sales were \$49,739,000 in 2011 compared to \$41,700,000 for the same period in 2010, an increase of \$8,039,000 or 19.3%. The increase was due to improved agricultural market conditions, specifically from increased commodity prices and farm income which supported higher sales of mowing equipment for both Bush Hog and Rhino product lines.

Net European Sales for the first quarter of 2011 were \$41,943,000, a decrease of \$398,000 or 1.0% compared to \$42,341,000 during the first quarter of 2010. The decrease was primarily from continued soft market conditions caused by the economic slowdown throughout Europe.

Gross profit for the first quarter of 2011 was \$31,901,000 (22.7% of net sales) compared to \$28,135,000 (21.5%) during the same period in 2010, an increase of \$3,766,000. The increase was mainly attributable to the agricultural market, which began to show improvement beginning in the third quarter of 2010, and lower manufacturing costs. Increases in the Company's replacement part business also supported higher margins as well as improved margin percentages.

Selling, general and administrative expenses (SG&A) were \$22,560,000 (16.0% of net sales) during the first quarter of 2011 compared to \$21,668,000 (16.5% of net sales) during the same period of 2010, an increase of \$892,000. The increase was mainly from higher sales commissions on increased sales and \$119,000 in expense relating to the supplemental retirement plan that was adopted on January 3, 2011.

Interest expense was \$765,000 for the first quarter of 2011 compared to \$1,250,000 during the same period in 2010, a decrease of \$485,000. The decrease came from reduced borrowings in 2011 compared to 2010.

Other Income was a \$147,000 loss for the first quarter of 2011 compared to a \$10,000 loss in 2010. Other income in 2011 and 2010 was all a result of transactional exchange rate changes.

Provision for income taxes was \$2,834,000 (33.3%) in the first quarter of 2011 compared to \$2,026,000 (33.7%) during the same period in 2010.

The Company's net income after tax was \$5,667,000 or \$0.47 per share on a diluted basis for the first quarter of 2011 compared to 3,993,000 or \$0.34 per share on a diluted basis for the first quarter of 2010. The increase of \$1,674,000 resulted from the factors described above.

Liquidity and Capital Resources

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

As of March 31, 2011, the Company had working capital of \$219,296,000 which represents an increase of \$33,425,000 from working capital of \$185,871,000 of December 31, 2010. The increase in working capital was primarily from higher levels of accounts receivable and inventory due to seasonality.

Capital expenditures were \$1,433,000 for the first three months of 2011, compared to \$878,000 during the first three months of 2010. Capital expenditures for 2011 are expected to be higher than 2010 levels. The Company expects to fund expenditures from operating cash flows or through its revolving credit facility, described below.

The Company was authorized by its Board of Directors in 1997 to repurchase up to 1,000,000 shares of the Company's common stock to be funded through working capital and credit facility borrowings. There were no shares purchased in 2010 or the first quarter of 2011. The authorization to repurchase up to 1,000,000 shares remains available less 42,600 shares previously repurchased.

Net cash provided by financing activities was \$22,505,000 during the three month period ending March 31, 2011, compared to \$11,986,000 for the same period in 2010. The increase was mainly due to increased borrowings on the Company's credit facility to support higher levels of accounts receivable and inventory.

On August 25, 2004, the Company entered into a five-year \$70 million Amended and Restated Revolving Credit Agreement with its lenders, Bank of America, JPMorgan Chase Bank, and Guaranty Bank. This contractually-committed, unsecured facility allows the Company to borrow and repay amounts drawn at floating or fixed interest rates based upon Prime or LIBOR rates. Proceeds may be used for general corporate purposes or, subject to certain limitations, acquisitions. The loan agreement contains among other things the following financial covenants: Minimum Fixed Charge Coverage Ratios, Minimum Consolidated Tangible Net Worth, Consolidated Funded Debt to EBITDA Ratio and Minimum Asset Coverage Ratio, along with limitations on dividends, other indebtedness, liens, investments and capital expenditures.

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On October 14, 2008, the Company entered into the Sixth Amendment and Waiver under the Amended and Restated Revolving Credit Agreement. The purpose of the amendment and waiver was to clarify company names within the Obligated Group after merging or dissolving some subsidiaries, to define operating cash flow and defining quarterly operating cash flow for Rivard through March 31, 2010. Beginning June 30, 2009, Rivard's actual operating cash flow was used in the calculation of consolidated operating flow.

On November 6, 2009, the Company entered into the Seventh Amendment of the Amended and Restated Revolving Credit Agreement with Bank of America, N.A., Wells Fargo Bank, N.A., BBVA Compass Bank, and Rabobank, as its lenders. The revolving credit line remained at \$125.0 million. The purpose of the amendment was to add Bush Hog as a member of the Obligated Group and pledge a first priority security interest in certain U.S. assets (accounts receivable, inventory, equipment, trademarks and trade names) of the Borrower and each member of the Obligated Group.

On March 28, 2011, the Company entered into the Eighth Amendment of Amended and Restated Revolving Credit Agreement (the Eighth Credit Agreement Amendment), by and among the Company, the lenders party thereto and Bank of America, N.A. as administrative agent. The Eighth Credit Agreement Amendment amends certain provisions of the Company's existing credit facility to, among other things, (i) release the previously pledged security interest in certain assets of the Company and its specified subsidiaries which secured any indebtedness under the existing credit facility, (ii) extend the termination date of the Company's credit facility to March 28, 2016, (iii) reduce the aggregate commitments to \$100,000,000, (iv) provide the Company the option to request an increase in aggregate commitments under the existing credit facility of up to \$50,000,000, subject to the conditions set forth therein (v) lower the applicable leverage ratio, subject to certain exceptions and conditions, (vi) modify the limitation on capital expenditure, (vii) modify the limitation on other indebtedness and (viii) decrease the applicable interest margin for specified advances.

As of March 31, 2011, there was \$45,000,000 borrowed under the revolving credit facility. On March 31, 2011, \$884,000 of the revolver capacity was committed to irrevocable standby letters of credit issued in the ordinary course of business as required by vendors' contracts resulting in approximately \$54,000,000 in available borrowings.

On October 29, 2010, Lloyd TSB Bank plc renewed its £5.5 million overdraft facility to Alamo Group Europe Limited through October 31, 2011. The facility is unsecured but guaranteed by the borrowers U.K. subsidiaries. Interest will be payable on amounts owing at 1.40% per annum over the Bank's Base Rate. At March 31, 2011, there were no amounts outstanding under this facility.

There are additional lines of credit: for the Company's French operations in the amount of 7,300,000 Euros, which includes the Rivard credit facilities; for our Canadian operation in the amount of 4,000,000 Canadian dollars; and for our Australian operation in the amount of 800,000 Australian dollars. As of March 31, 2011, no Euros were borrowed against the French line of credit; no Canadian dollars were outstanding on the Canadian line of credit; and 100,000 Australian dollars were outstanding under its facility. The Canadian and Australian revolving credit facilities are guaranteed by the Company.

As of March 31, 2011, the Company is in compliance with the terms and conditions of its credit facilities.

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

Critical Accounting Estimates

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

Critical Accounting Policies

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

Critical Accounting Policies

Allowance for Doubtful Accounts

The Company evaluates the collectability of its accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer's inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for bad debt based on historical experience of bad debts as a percent of revenues for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

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

The bad debt reserve balance was \$3,190,000 at March 31, 2011 and \$2,852,000 at December 31, 2010. The increase was mainly from changes in exchange rates.

Sales Discounts

At March 31, 2011 the Company had \$15,768,000 in reserves for sales discounts compared to \$11,903,000 at December 31, 2010 on products shipped to our customers under various promotional programs. The increase was due primarily to increased sales volume on the Company's agricultural products during the pre-season program, which runs from September to December of each year on orders that are shipped through the first quarter of 2011. The Company reviews the reserve quarterly based on analysis made on each program outstanding at the time.

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

Inventories - Obsolescence and Slow Moving

The Company had \$7,898,000 at March 31, 2011 and \$7,506,000 at December 31, 2010 in reserve to cover obsolescence and slow moving inventory. The increase in reserve for obsolescence was from the Company's U.S. operations. The obsolescence and slow moving policy states that the reserve is to be calculated on a basis of: 1) no inventory usage over a three year period and inventory with quantity on hand is deemed obsolete and reserved at 100 percent and 2) slow moving inventory with little usage requires a 100 percent reserve on items that have a quantity greater than a three year supply. There are exceptions to the obsolete and slow moving classifications if approved by an officer of the Company based on specific identification of an item or items that are deemed to be either included or excluded from this classification. In cases where there is no historical data, management makes a judgment based on a specific review of the inventory in question to determine what reserves, if any are appropriate. New products or parts are generally excluded from the reserve policy until a three year history has been established.

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

Warranty

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

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

The current liability warranty reserve balance was \$5,424,000 at March 31, 2011 and \$5,554,000 at December 31, 2010.

Product Liability

At March 31, 2011 the Company had accrued \$379,000 in reserves for product liability cases compared to \$374,000 at December 31, 2010. The Company accrues primarily on a case by case basis and adjusts the balance quarterly.

During most of 2010, the self insured retention (S.I.R.) for U.S. product liability coverage for all products was at \$100,000 per claim. The S.I.R. for the majority of 2010 on all Bush Hog products was at \$250,000 per claim. On September 30, 2010 the Company renewed its insurance coverage and the S.I.R. for all U.S. products (including Bush Hog) was \$100,000 per claim. The Company also carries product liability coverage in Europe, Canada and Australia which contain substantially lower S.I.R. s or deductibles.

Goodwill

Goodwill must be tested for impairment at least annually. In the fourth quarter of each year, or when events and circumstances warrant such a review, the Company tests the goodwill of all of its reporting units for impairment. The goodwill impairment test is determined using a two-step process. The first step is to identify if a potential impairment exists by comparing the fair value of a reporting unit with its carrying amount, including goodwill (Step 1). If the fair value of a reporting unit exceeds its carrying value amount, goodwill of the reporting unit is not considered to have a potential impairment and the second step is not necessary. However, if the carrying amount of the reporting unit exceeds its fair value, the second step (Step 2) is performed to determine if goodwill is impaired and to measure the amount of impairment loss to recognize, if any. Step 2 compares the implied fair value of goodwill with the carrying amount of goodwill. If the implied value of goodwill is less than the carrying amount of goodwill, then a charge is recorded to reduce goodwill to the implied goodwill. The implied goodwill is calculated based on a hypothetical purchase price allocation similar to the requirements for purchase accounting, in that it takes the implied fair value of the reporting unit and allocates such fair value to the fair value of the assets and liabilities of the reporting unit.

The Company estimates the fair value of its reporting units using a discounted cash flow analysis. This analysis requires the Company to make significant assumptions and estimates about the extent and timing of future cash flows, discount rates and growth rates. The cash flows are estimated over a significant future period of time, which makes those estimates and assumptions subject to an even higher degree of uncertainty. The Company also utilizes market valuation models and other financial ratios, which require the Company to make certain assumptions and estimates regarding the applicability of those models to its assets and businesses. The Company believes that the assumptions and estimates used to determine the estimated fair values of each of its reporting units are reasonable. However, different assumptions could materially affect the estimated fair value. The Company recognized no goodwill impairment in 2010. The North American Industrial segment had a goodwill impairment of \$14,104,000 in 2009. During the 2010 impairment analysis review, it was noted that even though the *Schwarze* reporting unit's fair value was above carrying value it was not materially different. At December 31, 2010, there was approximately \$6.8 million of goodwill

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related to the *Schwarze* reporting unit. This reporting unit would be most likely affected by changes in the Company's assumptions and estimates. As of March 31, 2011, the Company had \$35,281,000 of goodwill, which represents 8% of total assets. The calculation of fair value could increase or decrease depending on changes in the inputs and assumptions used, such as changes in the reporting unit's future growth rates, discount rates, etc.

Forward-Looking Information

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

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

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

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

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

Item 3. Quantitative and Qualitative Disclosures About Market Risks

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

Foreign Currency Risk

International Sales

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

To mitigate the short-term affect of changes in currency exchange rates on the Company's functional currency-based sales, the Company's U.K. subsidiaries regularly enter into foreign exchange forward contracts to hedge approximately 80% of its future net foreign currency collections over a period of six months. As of March 31, 2011, the Company had \$2,840,000 outstanding in forward exchange contracts related to accounts receivables. A 15% fluctuation in exchange rates for these currencies would change the fair value by approximately \$426,000. However, since these contracts hedge foreign currency denominated transactions, any change in the fair value of the contracts should be offset by changes in the underlying value of the transaction being hedged.

Exposure to Exchange Rates

The Company's earnings are affected by fluctuations in the value of the U.S. dollar as compared to foreign currencies, predominately in European countries, as a result of the sales of its products in international markets. Foreign currency options and forward contracts are used to hedge against the earnings effects of such fluctuations. The result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company's sales are denominated would result in a decrease in gross profit of \$1,188,000 for the three month period ending March 31, 2011. Comparatively, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company's sales are denominated would have resulted in a decrease in gross profit of approximately \$1,143,000 for the three month period ended March 31, 2010. This calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar. In addition to the direct effects of changes in exchange rates, which are a changed dollar value of the resulting sales, changes in exchange rates may also affect the volume of sales or the foreign currency sales price as competitors' products become more or less attractive. The Company's sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency prices. The translation adjustment during the first quarter of 2011 was a gain of \$5,290,000. On March 31, 2011, the British pound closed at .6233 relative to 1.00 U.S. dollar, and the Euro closed at .7055 relative to 1.00 U.S. dollar. At December 31, 2010 the British pound closed at .6411 relative to 1.00 U.S. dollar and the Euro closed at .7479 relative to 1.00 U.S. dollar. By comparison, on March 31, 2010, the British pound closed at .6591 relative to 1.00 U.S. dollar, and the Euro closed at .7402 relative to 1.00 U.S. dollar. No assurance can be given as to future valuation of the British pound or Euro or how further movements in those or other currencies could affect future earnings or the financial position of the Company.

Interest Rate Risk

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The Company's long-term debt bears interest at variable rates. Accordingly, the Company's net income is affected by changes in interest rates. Assuming the current level of borrowings at variable rates and a two percentage point change in the first quarter 2011 average interest rate under these borrowings, the Company's interest expense would have changed by approximately \$225,000. In the event of an adverse change in interest rates, management could take actions to mitigate its exposure. However, due to the uncertainty of the actions that would be taken and their possible effects this analysis assumes no such actions. Further this analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

Item 4. Controls and Procedures

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

PART II. OTHER INFORMATION

Item 1. - None

Item 2 - None

Item 3 - None

Item 4 - None

Item 5. Other Information

(a) Reports on Form 8-K

May 4, 2011 Press Release announcing First Quarter 2011 earnings.

Forward-Looking Information

(b) Other Information

None

Item 6. Exhibits

(a) Exhibits

| | | |
|-------------|---|-------------------|
| 31.1 | Certification by Ronald A. Robinson under Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 31.2 | Certification by Dan E. Malone under Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 31.3 | Certification by Richard J. Wehrle under Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 32.1 | Certification by Ronald A. Robinson under Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 32.2 | Certification by Dan E. Malone under Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 32.3 | Certification by Richard J. Wehrle under Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |

Alamo Group Inc. and Subsidiaries

SIGNATURES

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

Alamo Group Inc.
(Registrant)

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

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

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

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