

OSHKOSH CORP
Form 10-Q/A
September 27, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
Amendment No. 1

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

For the quarterly period ended June 30, 2013

or

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

Commission file number: 1-31371

Oshkosh Corporation
(Exact name of registrant as specified in its charter)

Wisconsin (State or other jurisdiction of incorporation or organization)	39-0520270 (I.R.S. Employer Identification No.)
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P.O. Box 2566 Oshkosh, Wisconsin (Address of principal executive offices)	54903-2566 (Zip Code)
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Registrant's telephone number, including area code: (920) 235-9151

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

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

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

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Large accelerated filer x

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

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

As of July 26, 2013, 86,981,752 shares of the registrant's Common Stock were outstanding.

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EXPLANATORY NOTE

Oshkosh Corporation (the “Company”) is filing this Amendment No. 1 (“Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, originally filed with the Securities and Exchange Commission (“SEC”) on July 30, 2013 (the “Original Form 10-Q”). The Company is filing this Amendment solely for the purpose of correcting a typographical error as a result of which there was an incorrect date in the certification by the Company's Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 filed as Exhibit 32.2 to the Original Form 10-Q. In accordance with Compliance and Disclosure Interpretations published by the SEC Staff, the entire Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 is included in this Amendment, and certifications have been updated to reflect the filing date of this Amendment. Other than as described above, no other statement or amount has been changed from those presented in the Original Form 10-Q, and this Amendment does not modify, amend or update in any way any of the financial or other information contained in the Original Form 10-Q. This Amendment does not reflect events that may have occurred subsequent to the filing date of the Original Form 10-Q.

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PART I - FINANCIAL INFORMATION

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ITEM 1. FINANCIAL STATEMENTS

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OSHKOSH CORPORATION

Condensed Consolidated Statements of Income

(In millions, except per share amounts; unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net sales	\$2,204.4	\$2,159.8	\$5,938.6	\$6,090.6
Cost of sales	1,818.9	1,885.2	5,003.7	5,347.0
Gross income	385.5	274.6	934.9	743.6
Operating expenses:				
Selling, general and administrative	146.0	134.3	451.6	410.8
Amortization of purchased intangibles	13.9	14.1	42.8	43.4
Total operating expenses	159.9	148.4	494.4	454.2
Operating income	225.6	126.2	440.5	289.4
Other income (expense):				
Interest expense	(16.6	) (18.3	) (49.4	) (56.8
Interest income	3.1	0.4	7.3	1.6
Miscellaneous, net	(4.7	) (0.8	) (4.3	) (5.1
Income from continuing operations before income taxes and equity in earnings of unconsolidated affiliates	207.4	107.5	394.1	229.1
Provision for income taxes	59.9	31.6	115.7	68.4
Income from continuing operations before equity in earnings of unconsolidated affiliates	147.5	75.9	278.4	160.7
Equity in earnings of unconsolidated affiliates	0.9	1.2	2.2	1.9
Income from continuing operations, net of tax	148.4	77.1	280.6	162.6
Income (loss) from discontinued operations, net of tax	0.3	(1.4	) 1.1	(9.6
Net income	148.7	75.7	281.7	153.0
Net income attributable to noncontrolling interest	—	—	—	(1.1
Net income attributable to Oshkosh Corporation	\$148.7	\$75.7	\$281.7	\$151.9
Earnings (loss) per share attributable to Oshkosh Corporation common shareholders-basic:				
From continuing operations	\$1.69	\$0.85	\$3.16	\$1.77
From discontinued operations	—	(0.02	) 0.01	(0.11
	\$1.69	\$0.83	\$3.17	\$1.66
Earnings (loss) per share attributable to Oshkosh Corporation common shareholders-diluted:				
From continuing operations	\$1.67	\$0.84	\$3.12	\$1.76
From discontinued operations	—	(0.02	) 0.01	(0.11
	\$1.67	\$0.82	\$3.13	\$1.65

The accompanying notes are an integral part of these financial statements

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OSHKOSH CORPORATION

Condensed Consolidated Statements of Comprehensive Income

(In millions; unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net income	\$148.7	\$75.7	\$281.7	\$153.0
Other comprehensive income (loss), net of tax:				
Change in fair value of derivative instruments	—	—	—	1.4
Employee pension and postretirement benefits	1.2	1.5	3.2	4.5
Currency translation adjustments	(3.4	) (22.2	) (4.8	) (18.5
Total other comprehensive income (loss), net of tax	(2.2	) (20.7	) (1.6	) (12.6
Comprehensive income	146.5	55.0	280.1	140.4
Comprehensive (income) loss attributable to noncontrolling interest	—	—	—	(1.1
Comprehensive income attributable to Oshkosh Corporation	\$146.5	\$55.0	\$280.1	\$139.3

The accompanying notes are an integral part of these financial statements

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OSHKOSH CORPORATION

Condensed Consolidated Balance Sheets

(In millions, except share and per share amounts; unaudited)

	June 30, 2013	September 30, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$585.8	\$540.7
Receivables, net	934.0	1,018.6
Inventories, net	878.7	937.5
Deferred income taxes	66.0	69.9
Prepaid income taxes	22.8	98.0
Other current assets	33.6	29.8
Total current assets	2,520.9	2,694.5
Investment in unconsolidated affiliates	21.1	18.8
Property, plant and equipment, net	347.9	369.9
Goodwill	1,032.5	1,033.8
Purchased intangible assets, net	736.3	775.4
Other long-term assets	71.9	55.4
Total assets	\$4,730.6	\$4,947.8
Liabilities and Shareholders' Equity		
Current liabilities:		
Revolving credit facility and current maturities of long-term debt	\$48.8	\$—
Accounts payable	516.5	683.3
Customer advances	358.1	510.4
Payroll-related obligations	134.2	130.1
Accrued warranty	99.6	95.0
Deferred revenue	26.1	113.0
Other current liabilities	196.8	172.7
Total current liabilities	1,380.1	1,704.5
Long-term debt, less current maturities	906.2	955.0
Deferred income taxes	111.9	129.6
Other long-term liabilities	333.7	305.2
Commitments and contingencies		
Shareholders' equity:		
Preferred Stock (\$.01 par value; 2,000,000 shares authorized; none issued and outstanding)	—	—
Common Stock (\$.01 par value; 300,000,000 shares authorized; 92,096,465 and 92,086,465 shares issued, respectively)	0.9	0.9
Additional paid-in capital	715.6	703.5
Retained earnings	1,545.2	1,263.5
Accumulated other comprehensive loss	(103.0	) (101.4
Common Stock in treasury, at cost (5,119,713 and 528,695 shares, respectively)	(160.0	) (13.0
Total shareholders' equity	1,998.7	1,853.5
Total liabilities and shareholders' equity	\$4,730.6	\$4,947.8

The accompanying notes are an integral part of these financial statements

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OSHKOSH CORPORATION

Condensed Consolidated Statements of Equity

(In millions; unaudited)

	Oshkosh Corporation's Shareholders					
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury at Cost	Non- Controlling Interest
Balance at September 30, 2011	\$0.9	\$685.6	\$1,032.7	\$ (122.6)	\$(0.1)	\$0.1
Net income	—	—	151.9	—	—	1.1
Change in fair value of derivative instruments, net of tax of \$0.8	—	—	—	1.4	—	—
Employee pension and postretirement benefits, net of tax of \$2.6	—	—	—	4.5	—	—
Currency translation adjustments, net	—	—	—	(18.5)	—	—
Exercise of stock options	—	2.4	—	—	0.7	—
Stock-based compensation and award of nonvested shares	—	9.0	—	—	—	—
Other	—	0.4	0.1	—	(0.7)	(1.2)
Balance at June 30, 2012	\$0.9	\$697.4	\$1,184.7	\$ (135.2)	\$(0.1)	\$—

	Oshkosh Corporation's Shareholders					
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock in Treasury at Cost	Non- Controlling Interest
Balance at September 30, 2012	\$0.9	\$703.5	\$1,263.5	\$ (101.4)	\$(13.0)	\$—
Net income	—	—	281.7	—	—	—
Employee pension and postretirement benefits, net of tax of \$1.9	—	—	—	3.2	—	—
Currency translation adjustments, net	—	—	—	(4.8)	—	—
Repurchase of common stock	—	—	—	—	(169.0)	—
Exercise of stock options	—	(1.5)	—	—	21.4	—
Stock-based compensation and award of nonvested shares	—	15.3	—	—	—	—
Tax benefit related to stock-based compensation	—	(0.9)	—	—	—	—
Other	—	(0.8)	—	—	0.6	—
Balance at June 30, 2013	\$0.9	\$715.6	\$1,545.2	\$ (103.0)	\$(160.0)	\$—

The accompanying notes are an integral part of these financial statements

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OSHKOSH CORPORATION

Condensed Consolidated Statements of Cash Flows

(In millions; unaudited)

	Nine Months Ended June 30,	
	2013	2012
Operating activities:		
Net income	\$281.7	\$153.0
Depreciation and amortization	95.2	95.8
Stock-based compensation expense	15.3	9.0
Deferred income taxes	(17.2)	(35.2)
Dividends from equity method investees	—	6.5
Other non-cash adjustments	(2.7)	0.8
Changes in operating assets and liabilities	(124.8)	(155.6)
Net cash provided by operating activities	247.5	74.3
Investing activities:		
Additions to property, plant and equipment	(25.2)	(33.9)
Additions to equipment held for rental	(13.1)	(5.9)
Contribution to rabbi trust	(19.4)	—
Proceeds from sale of property, plant and equipment	0.1	7.5
Proceeds from sale of equipment held for rental	6.9	3.2
Proceeds from sale of equity method investments	—	8.7
Other investing activities	(3.1)	7.2
Net cash used by investing activities	(53.8)	(13.2)
Financing activities:		
Repayment of long-term debt	—	(105.0)
Repurchase of common stock	(169.0)	—
Proceeds from exercise of stock options	19.9	3.1
Other financing activities	0.6	(0.2)
Net cash used by financing activities	(148.5)	(102.1)
Effect of exchange rate changes on cash	(0.1)	3.2
Increase (decrease) in cash and cash equivalents	45.1	(37.8)
Cash and cash equivalents at beginning of period	540.7	428.5
Cash and cash equivalents at end of period	\$585.8	\$390.7
Supplemental disclosures:		
Cash paid for interest	\$35.0	\$44.1
Cash paid for income taxes	45.4	59.5

The accompanying notes are an integral part of these financial statements

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OSHKOSH CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Basis of Presentation

In the opinion of management, the accompanying unaudited Condensed Consolidated Financial Statements contain all adjustments (which include normal recurring adjustments, unless otherwise noted) necessary to present fairly the financial position, results of operations and cash flows for the periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). These Condensed Consolidated Financial Statements should be read in conjunction with the audited financial statements and notes thereto included in Oshkosh Corporation and its subsidiaries (the "Company") Annual Report on Form 10-K for the year ended September 30, 2012. "Oshkosh" refers to Oshkosh Corporation, not including its subsidiaries. The interim results are not necessarily indicative of results for the full year.

2. New Accounting Standards

In June 2011, the Financial Accounting Standards Board ("FASB") amended Accounting Standards Codification ("ASC") Topic 220, Comprehensive Income, to require all non-owner changes in shareholders' equity to be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Under this amendment, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. An entity is no longer permitted to present the components of other comprehensive income as part of the statement of equity. The Company adopted the new presentation requirements as of October 1, 2012. The adoption of the new presentation requirements did not have a material impact on the Company's financial condition, results of operations or cash flows.

3. Discontinued Operations

In April 2012, the Company discontinued production of mobile medical trailers in the United States, which were sold under the Oshkosh Specialty Vehicles brand name. In August 2012, the Company sold its interest in SMIT, a European mobile medical trailer manufacturer, for nominal cash consideration. In March 2013, the Company discontinued production of ambulances, which were sold under the Medtec brand name. All three businesses were previously included in the Company's fire & emergency segment. Due to the sale and/or closure of these businesses, they have been segregated from continuing operations and reported as discontinued operations in the Condensed Consolidated Statements of Income. Results of discontinued operations were as follows (in millions):

	Three Months Ended		Nine Months Ended		
	June 30		June 30		
	2013	2012	2013	2012	
Net sales	\$0.4	\$16.5	\$20.6	\$39.6	
Cost of sales	(0.2) 18.0	18.6	48.2	
Gross income (loss)	0.6	(1.5) 2.0	(8.6)
Operating expenses:					

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Selling, general and administrative	—	0.1	(0.2) 4.6	
Amortization of purchased intangibles	—	0.1	—	0.5	
Total operating expenses	—	0.2	(0.2	) 5.1	
Operating income (loss)	0.6	(1.7	) 2.2	(13.7)
Other income (expense)	—	(0.2	) (0.4	) (0.5)
Income (loss) before income taxes	0.6	(1.9	) 1.8	(14.2)
Provision for (benefit from) income taxes	0.3	(0.5) 0.7	(4.6)
Income (loss) from discontinued operations, net of tax	\$0.3	\$(1.4) \$1.1	\$(9.6)

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OSHKOSH CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

4. Receivables

Receivables consisted of the following (in millions):

	June 30, 2013	September 30, 2012
U.S. government:		
Amounts billed	\$129.3	\$99.2
Costs and profits not billed	59.0	251.7
	188.3	350.9
Other trade receivables	727.5	633.0
Finance receivables	4.4	5.2
Notes receivable	23.8	24.6
Other receivables	25.7	35.6
	969.7	1,049.3
Less allowance for doubtful accounts	(21.9	) (18.0
	\$947.8	\$1,031.3

Costs and profits not billed generally result from undefinitized change orders on existing long-term contracts and “not-to-exceed” undefinitized contracts whereby the Company cannot invoice the customer the full price under the contract or contract change order until such contract or change order is definitized and agreed to with the customer following a review of costs under such a contract or change order, even though the contract deliverables may have been met. Definitization of a change order on an existing long-term contract or a sole source contract begins when the U.S. government customer undertakes a detailed review of the Company’s submitted costs and proposed margin related to the contract and concludes with a final change order. The Company recognizes revenue on undefinitized contracts to the extent that it can reasonably and reliably estimate the expected final contract price and when collectability is reasonably assured. At June 30, 2013, the Company had recorded \$99.1 million of revenue on contracts which remained undefinitized as of that date. To the extent that contract definitization results in changes to previously estimated or incurred costs or revenues, the Company records those adjustments as a change in estimate. The Company recorded pre-tax income (expense) of \$5.0 million and \$(7.8) million for the three months ended June 30, 2013 and 2012, respectively, related to changes in estimates on these contracts. The changes increased (decreased) net income by \$3.1 million, or \$0.04 per share, and \$(4.9) million, or \$(0.05) per share, respectively. The Company recorded pre-tax income (expense) of \$9.6 million and \$(11.2) million for the nine months ended June 30, 2013 and 2012, respectively, related to changes in estimates on these contracts. The changes increased (decreased) net income by \$6.1 million, or \$0.07 per share, and \$(7.1) million, or \$(0.08) per share, respectively.

Classification of receivables in the Condensed Consolidated Balance Sheets consisted of the following (in millions):

	June 30, 2013	September 30, 2012
Current receivables	\$934.0	\$1,018.6
Long-term receivables	13.8	12.7
	\$947.8	\$1,031.3

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OSHKOSH CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Finance Receivables: Finance receivables represent sales-type leases resulting from the sale of the Company's products and the purchase of finance receivables from lenders pursuant to customer defaults under program agreements with finance companies. Finance receivables originated by the Company generally include a residual value component. Residual values are determined based on the expectation that the underlying equipment will have a minimum fair market value at the end of the lease term. This residual value accrues to the Company at the end of the lease. The Company uses its experience and knowledge as an original equipment manufacturer and participant in end markets for the related products along with third-party studies to estimate residual values. The Company monitors these values for impairment on a periodic basis and reflects any resulting reductions in value in current earnings. Finance receivables are written down if management determines that the specific borrower does not have the ability to repay the loan amounts due in full.

Finance receivables consisted of the following (in millions):

	June 30, 2013	September 30, 2012
Finance receivables	\$5.2	\$6.0
Less unearned income	(0.8	) (0.8
Net finance receivables	4.4	5.2
Less allowance for doubtful accounts	(1.1	) (1.4
	\$3.3	\$3.8

Contractual maturities of the Company's finance receivables at June 30, 2013 were as follows: 2013 (remaining three months) - \$1.5 million; 2014 - \$1.1 million; 2015 - \$0.8 million; 2016 - \$0.4 million; 2017 - \$0.4 million; 2018 - \$0.3 million; and thereafter - \$0.7 million. Historically, obligors have paid off finance receivables prior to their contractual due dates, although actual repayment timing is impacted by a number of factors, including the economic environment at the time. As a result, contractual maturities are not to be regarded as a forecast of future cash flows.

Delinquency is the primary indicator of credit quality of finance receivables. The Company maintains a general allowance for finance receivables considered doubtful of future collection based upon historical experience. Additional allowances are established based upon the Company's perception of the quality of the finance receivables, including the length of time the receivables are past due, past experience of collectability and underlying economic conditions. In circumstances where the Company believes collectability is no longer reasonably assured, a specific allowance is recorded to reduce the net recognized receivable to the amount reasonably expected to be collected. The terms of the finance agreements generally give the Company the ability to take possession of the underlying collateral. The Company may incur losses in excess of recorded allowances if the financial condition of its customers were to deteriorate or the full amount of any anticipated proceeds from the sale of the collateral supporting its customers' financial obligations is not realized.

Notes Receivable: Notes receivable include amounts related to refinancing of trade accounts and finance receivables. As of June 30, 2013, approximately 94% of the notes receivable balance outstanding was due from two parties. The Company routinely evaluates the creditworthiness of its customers and establishes reserves where the Company believes collectability is no longer reasonably assured. Notes receivable are written down if management determines that the specific borrower does not have the ability to repay the loan in full. Certain notes receivable are collateralized by a security interest in the underlying assets and/or other assets owned by the debtor. The Company may incur losses in excess of recorded allowances if the financial condition of its customers were to deteriorate or the full amount of

any anticipated proceeds from the sale of the collateral supporting its customers' financial obligations is not realized.

Quality of Finance and Notes Receivable: The Company does not accrue interest income on finance and notes receivables in circumstances where the Company believes collectability is no longer reasonably assured. Any cash payments received on nonaccrual finance and notes receivable are applied first to principal balances. The Company does not resume accrual of interest income until the customer has shown that it is capable of meeting its financial obligations by making timely payments over a sustained period of time. The Company determines past due or delinquency status based upon the due date of the receivable.

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OSHKOSH CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Finance and notes receivable aging and accrual status consisted of the following (in millions):

	Finance Receivables		Notes Receivables	
	June 30, 2013	September 30, 2012	June 30, 2013	September 30, 2012
Aging of receivables that are past due:				
Greater than 30 days and less than 60 days	\$—	\$0.1	\$—	\$—
Greater than 60 days and less than 90 days	—	—	—	—
Greater than 90 days	1.7	1.3	—	—
Receivables on nonaccrual status	2.9	3.4	18.9	19.0
Receivables past due 90 days or more and still accruing	—	—	—	—
Receivables subject to general reserves	1.5	1.5	1.4	—
Allowance for doubtful accounts	(0.1) —	—	—
Receivables subject to specific reserves	2.9	3.7	22.4	24.6
Allowance for doubtful accounts	(1.0	) (1.4	) (11.0	) (8.0

Receivables subject to specific reserves also include loans that the Company has modified in troubled debt restructurings as a concession to customers experiencing financial difficulty. To minimize the economic loss, the Company may modify certain finance and notes receivable. Modifications generally consist of restructured payment terms and time frames in which no payments are required. At June 30, 2013, restructured finance receivables and notes receivables were \$3.6 million and \$22.6 million, respectively. Losses on troubled debt restructurings were not significant during the three and nine months ended June 30, 2013.

Changes in the Company's allowance for doubtful accounts were as follows (in millions):

	Three Months Ended June 30, 2013				Three Months Ended June 30, 2012			
	Finance	Notes	Trade and Other	Total	Finance	Notes	Trade and Other	Total
Allowance for doubtful accounts at beginning of period	\$ 1.3	\$ 11.0	\$ 11.0	\$ 23.3	\$ 3.1	\$ 8.5	\$ 10.2	\$ 21.8
Provision for doubtful accounts, net of recoveries	(0.2	) —	(0.6	) (0.8	) (0.2	) (0.1	) 0.7	0.4
Charge-off of accounts	—	—	(0.6	) (0.6	) (1.3	) (0.3	) (0.4	) (2.0
Foreign currency translation	—	—	—	—	—	—	—	—
Allowance for doubtful accounts at end of period	\$ 1.1	\$ 11.0	\$ 9.8	\$ 21.9	\$ 1.6	\$ 8.1	\$ 10.5	\$ 20.2
	Nine Months Ended June 30, 2013				Nine Months Ended June 30, 2012			
	Finance	Notes	Trade and Other	Total	Finance	Notes	Trade and Other	Total
	\$ 1.4	\$ 8.0	\$ 8.6	\$ 18.0	\$ 11.5	\$ 8.9	\$ 9.1	\$ 29.5

Allowance for doubtful accounts at beginning of period									
Provision for doubtful accounts, net of recoveries	(0.3)	3.0	2.2	4.9	(3.3)	(0.3)	3.0	(0.6)	
Charge-off of accounts	—	—	(1.0)	(1.0)	(6.6)	(0.5)	(1.6)	(8.7)	
Foreign currency translation	—	—	—	—	—	—	—	—	
Allowance for doubtful accounts at end of period	\$1.1	\$11.0	\$9.8	\$21.9	\$1.6	\$8.1	\$10.5	\$20.2	

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5. Inventories

Inventories consisted of the following (in millions):

	June 30, 2013	September 30, 2012
Raw materials	\$407.5	\$558.0
Partially finished products	310.0	318.3
Finished products	345.3	371.0
Inventories at FIFO cost	1,062.8	1,247.3
Less: Progress/performance-based payments on U.S. government contracts	(108.8	) (238.0
Excess of FIFO cost over LIFO cost	(75.3	) (71.8
	\$878.7	\$937.5

Title to all inventories related to U.S. government contracts, which provide for progress or performance-based payments, vests with the U.S. government to the extent of unliquidated progress or performance-based payments.

6. Investments in Unconsolidated Affiliates

Investments in unconsolidated affiliates are accounted for under the equity method and consisted of the following (in millions):

	June 30, 2013	September 30, 2012
RiRent (The Netherlands)	\$11.3	\$10.5
Other	9.8	8.3
	\$21.1	\$18.8

Recorded investments generally represent the Company's maximum exposure to loss as a result of the Company's ownership interest. Earnings or losses are reflected in "Equity in earnings of unconsolidated affiliates" in the Condensed Consolidated Statements of Income.

The Company and an unaffiliated third party are joint venture partners in RiRent Europe BV ("RiRent"). RiRent maintains a fleet of access equipment for short-term lease to rental companies throughout most of Europe. The re-rental fleet provides rental companies with equipment to support requirements on short notice. RiRent does not provide services directly to end users. The Company's sales to RiRent were \$1.5 million and \$5.0 million for the nine months ended June 30, 2013 and 2012, respectively. The Company recognizes income on sales to RiRent at the time of shipment in proportion to the outside third-party interest in RiRent and recognizes the remaining income ratably over the estimated useful life of the equipment, which is generally five years. Indebtedness of RiRent is secured by the underlying leases and assets of RiRent. All such RiRent indebtedness is non-recourse to the Company and its partner. Under RiRent's €15.0 million bank credit facility, the partners of RiRent have committed to maintain an overall equity to asset ratio of at least 30.0% (73.3% as of June 30, 2013).

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7. Property, Plant and Equipment

Property, plant and equipment consisted of the following (in millions):

	June 30, 2013	September 30, 2012
Land and land improvements	\$46.2	\$45.8
Buildings	237.6	236.3
Machinery and equipment	563.2	550.6
Equipment on operating lease to others	18.3	23.8
	865.3	856.5
Less accumulated depreciation	(517.4	) (486.6
	\$347.9	\$369.9

Depreciation expense recorded in continuing operations was \$48.8 million and \$47.9 million for the nine months ended June 30, 2013 and 2012, respectively. Capitalized interest was insignificant for all reported periods.

Equipment on operating lease to others represents the cost of equipment shipped to customers for whom the Company has guaranteed the residual value and equipment on short-term leases. These transactions are accounted for as operating leases with the related assets capitalized and depreciated over their estimated economic lives of five to ten years. Cost less accumulated depreciation for equipment on operating lease to others at June 30, 2013 and September 30, 2012 was \$12.9 million and \$9.4 million, respectively.

8. Goodwill and Purchased Intangible Assets

Goodwill and other indefinite-lived intangible assets are not amortized, but are reviewed for impairment annually, or more frequently if potential interim indicators exist that could result in impairment. The Company performs its annual impairment test in the fourth quarter of its fiscal year.

The following table presents changes in goodwill during the nine months ended June 30, 2013 (in millions):

	Access Equipment	Fire & Emergency	Commercial	Total
Net goodwill at September 30, 2012	\$906.1	\$106.1	\$21.6	\$1,033.8
Foreign currency translation	(1.1	) —	(0.2	) (1.3
Net goodwill at June 30, 2013	\$905.0	\$106.1	\$21.4	\$1,032.5

The following table presents details of the Company's goodwill allocated to the reportable segments (in millions):

	June 30, 2013			September 30, 2012		
	Gross	Accumulated Impairment	Net	Gross	Accumulated Impairment	Net
Access equipment	\$1,837.1	\$(932.1	) \$905.0	\$1,838.2	\$(932.1	) \$906.1
Fire & emergency	108.1	(2.0	) 106.1	114.3	(8.2	) 106.1
Commercial	197.3	(175.9) 21.4	197.5	(175.9) 21.6

\$2,142.5 \$(1,110.0) \$1,032.5 \$2,150.0 \$(1,116.2) \$1,033.8

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Details of the Company's total purchased intangible assets were as follows (in millions):

	June 30, 2013			
	Weighted- Average Life	Gross	Accumulated Amortization	Net
Amortizable intangible assets:				
Distribution network	39.1	\$55.4	\$(23.3)	) \$32.1
Non-compete	10.5	56.3	(56.0)	) 0.3
Technology-related	11.9	103.9	(64.7)	) 39.2
Customer relationships	12.7	562.5	(297.4)	) 265.1
Other	16.6	16.6	(13.2)	) 3.4
	14.4	794.7	(454.6)	) 340.1
Non-amortizable trade names		396.2	—	396.2
		\$1,190.9	\$(454.6)	) \$736.3
	September 30, 2012			
	Weighted- Average Life	Gross	Accumulated Amortization	Net
Amortizable intangible assets:				
Distribution network	39.1	\$55.4	\$(22.2)	) \$33.2
Non-compete	10.5	56.9	(55.5)	) 1.4
Technology-related	12.0	100.9	(58.4)	) 42.5
Customer relationships	12.7	563.8	(265.5)	) 298.3
Other	16.5	16.6	(12.8)	) 3.8
	14.4	793.6	(414.4)	) 379.2
Non-amortizable trade names		396.2	—	396.2
		\$1,189.8	\$(414.4)	) \$775.4

Amortization expense recorded in continuing operations was \$42.8 million and \$43.4 million for the nine months ended June 30, 2013 and 2012, respectively. The estimated future amortization expense of purchased intangible assets for the remainder of fiscal 2013 and the five years succeeding September 30, 2013 were as follows: 2013 (remaining three months) - \$13.7 million; 2014 - \$54.9 million; 2015 - \$54.3 million; 2016 - \$53.7 million; 2017 - \$45.9 million and 2018 - \$38.1 million.

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9. Credit Agreements

The Company was obligated under the following debt instruments (in millions):

	June 30, 2013	September 30, 2012
Senior Secured Term Loan	\$455.0	\$455.0
8¼% Senior notes due March 2017	250.0	250.0
8½% Senior notes due March 2020	250.0	250.0
	955.0	955.0
Less current maturities	(48.8)	—
	\$906.2	\$955.0
Revolving Credit Facility	\$—	\$—
Current maturities of long-term debt	48.8	—
	\$48.8	\$—

The Company maintains a senior secured credit agreement with various lenders (the “Credit Agreement”). The Credit Agreement provides for (i) a revolving credit facility (“Revolving Credit Facility”) that matures in October 2015 with an initial maximum aggregate amount of availability of \$525 million and (ii) a \$455 million term loan (“Term Loan”) due in quarterly principal installments of \$16.25 million commencing December 31, 2013 with a balloon payment of \$341.25 million due at maturity in October 2015. At June 30, 2013, outstanding letters of credit of \$185.0 million reduced available capacity under the Revolving Credit Facility to \$340.0 million.

The Company’s obligations under the Credit Agreement are guaranteed by certain of its domestic subsidiaries, and the Company will guarantee the obligations of certain of its subsidiaries under the Credit Agreement to the extent such subsidiaries borrow directly under the Credit Agreement. Subject to certain exceptions, the Credit Agreement is secured by (i) a first-priority perfected lien and security interests in substantially all of the personal property of the Company, each material subsidiary of the Company and each subsidiary guarantor, (ii) mortgages upon certain real property of the Company and certain of its domestic subsidiaries and (iii) a pledge of the equity of each material subsidiary and each subsidiary guarantor.

Under the Credit Agreement, the Company must pay (i) an unused commitment fee ranging from 0.25% to 0.50% per annum of the average daily unused portion of the aggregate revolving credit commitments under the Credit Agreement and (ii) a fee ranging from 0.75% to 1.25% per annum of the maximum amount available to be drawn for each performance letter of credit issued and outstanding under the Credit Agreement.

Borrowings under the Credit Agreement bear interest at a variable rate equal to (i) LIBOR plus a specified margin, which may be adjusted upward or downward depending on whether certain criteria are satisfied, or (ii) for dollar-denominated loans only, the base rate (which is the highest of (a) the administrative agent’s prime rate, (b) the federal funds rate plus 0.50% or (c) the sum of 1% plus one-month LIBOR) plus a specified margin, which may be adjusted upward or downward depending on whether certain criteria are satisfied. At June 30, 2013, the interest spread on the Revolving Credit Facility and Term Loan was 175 basis points. The weighted-average interest rate on borrowings outstanding under the Term Loan at June 30, 2013 was 1.94%.

The Credit Agreement contains various restrictions and covenants, including requirements that the Company maintain certain financial ratios at prescribed levels and restrictions on the ability of the Company and certain of its subsidiaries to consolidate or merge, create liens, incur additional indebtedness, dispose of assets, consummate acquisitions and make investments in joint ventures and foreign subsidiaries.

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The Credit Agreement contains the following financial covenants:

Leverage Ratio: A maximum leverage ratio (defined as, with certain adjustments, the ratio of the Company's consolidated indebtedness to consolidated net income before interest, taxes, depreciation, amortization, non-cash charges and certain other items ("EBITDA")) as of the last day of any fiscal quarter of 4.50 to 1.0.

Interest Coverage Ratio: A minimum interest coverage ratio (defined as, with certain adjustments, the ratio of the Company's consolidated EBITDA to the Company's consolidated cash interest expense) as of the last day of any fiscal quarter of 2.50 to 1.0.

Senior Secured Leverage Ratio: A maximum senior secured leverage ratio (defined as, with certain adjustments, the ratio of the Company's consolidated secured indebtedness to the Company's consolidated EBITDA) of 2.75 to 1.0.

The Company was in compliance with the financial covenants contained in the Credit Agreement as of June 30, 2013 and expects to be able to meet the financial covenants contained in the Credit Agreement over the next twelve months.

Additionally, with certain exceptions, the Credit Agreement limits the ability of the Company to pay dividends and other distributions, including repurchases of shares of the Company's Common Stock. However, so long as no event of default exists under the Credit Agreement or would result from such payment, the Company may pay dividends and other distributions after April 1, 2012 in an aggregate amount not exceeding the sum of:

i. \$485 million; plus

50% of the consolidated net income of the Company and its subsidiaries (or if such consolidated net income is a deficit, minus 100% of such deficit), accrued on a cumulative basis during the period beginning on April 1, 2012

ii. and ending on the last day of the fiscal quarter immediately preceding the date of the applicable proposed dividend or distribution; plus

iii. 100% of the aggregate net proceeds received by the Company subsequent to March 31, 2012 either as a contribution to its common equity capital or from the issuance and sale of its Common Stock.

In March 2010, the Company issued \$250.0 million of 8¼% unsecured senior notes due March 1, 2017 and \$250.0 million of 8½% unsecured senior notes due March 1, 2020 (collectively, the "Senior Notes"). The Senior Notes were issued pursuant to an indenture (the "Indenture") among the Company, the subsidiary guarantors named therein and a trustee. The Indenture contains customary affirmative and negative covenants. The Company has the option to redeem the Senior Notes due 2017 and Senior Notes due 2020 for a premium after March 1, 2014 and March 1, 2015, respectively. Certain of the Company's subsidiaries fully, unconditionally, jointly and severally guarantee the Company's obligations under the Senior Notes. See Note 23 of the Notes to Condensed Consolidated Financial Statements for separate financial information of the subsidiary guarantors.

The fair value of the long-term debt is estimated based upon the market rate of the Company's debt. At June 30, 2013, the fair value of the Senior Notes was estimated to be \$539 million and the fair value of the Term Loan approximated book value.

10. Warranties

The Company's products generally carry explicit warranties that extend from six months to five years, based on terms that are generally accepted in the marketplace. Selected components (such as engines, transmissions, tires, etc.) included in the Company's end products may include manufacturers' warranties. These manufacturers' warranties are

generally passed on to the end customer of the Company's products, and the customer would generally deal directly with the component manufacturer.

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Changes in the Company's warranty liability were as follows (in millions):

	Nine Months Ended	
	June 30,	
	2013	2012
Balance at beginning of period	\$95.0	\$75.0
Warranty provisions	38.0	43.8
Settlements made	(37.3	) (40.2
Changes in liability for pre-existing warranties, net	5.0	8.6
Foreign currency translation	(1.1	) 0.4
Balance at end of period	\$99.6	\$87.6

Provisions for estimated warranty and other related costs are recorded at the time of sale and are periodically adjusted to reflect actual experience. Certain warranty and other related claims involve matters of dispute that ultimately are resolved by negotiation, arbitration or litigation. At times, warranty issues arise that are beyond the scope of the Company's historical experience. It is reasonably possible that additional warranty and other related claims could arise from disputes or other matters in excess of amounts accrued; however, the Company does not expect that any such amounts, while not determinable, would have a material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

11. Guarantee Arrangements

The Company is party to multiple agreements whereby it guarantees an aggregate of \$361.8 million in indebtedness of customers, including \$350.1 million under loss pool agreements. The Company estimated that its maximum loss exposure under these contracts at June 30, 2013 was \$91.7 million. Under the terms of these and various related agreements and upon the occurrence of certain events, the Company generally has the ability to, among other things, take possession of the underlying collateral. If the financial condition of the customers were to deteriorate and result in their inability to make payments, then additional accruals may be required. While the Company does not expect to experience losses under these agreements that are materially in excess of the amounts reserved, it cannot provide any assurance that the financial condition of the customers will not deteriorate resulting in the customers' inability to meet their obligations. In the event that this occurs, the Company cannot guarantee that the collateral underlying the agreements will be sufficient to avoid losses materially in excess of the amounts reserved. Any losses under these guarantees would generally be mitigated by the value of any underlying collateral, including financed equipment, and are generally subject to the finance company's ability to provide the Company clear title to foreclosed equipment and other conditions. During periods of economic weakness, collateral values generally decline and can contribute to higher exposure to losses.

Changes in the Company's credit guarantee liability were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Balance at beginning of period	\$4.8	\$4.6	\$5.0	\$6.5
Provision for new credit guarantees	1.3	0.9	1.7	1.6

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Settlements made	(0.1) (0.4) (0.2) (0.9)
Changes for pre-existing guarantees, net	(0.1) 0.3	(0.4) (1.4)
Amortization of previous guarantees	(0.3	) (0.3	) (0.5	) (0.8)
Foreign currency translation	(0.1) (0.2) (0.1) (0.1)
Balance at end of period	\$5.5	\$4.9	\$5.5	\$4.9	

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12. Oshkosh Corporation Shareholders' Equity

In July 1995, the Company authorized the repurchase of up to 6,000,000 shares of the Company's Common Stock. In July 2012, the Company's Board of Directors increased the repurchase authorization by 4,000,000 shares of Common Stock. On November 15, 2012, the Company's Board of Directors further increased the repurchase authorization from the then remaining 6,683,825 shares of Common Stock to 11,000,000 shares of Common Stock. During the nine months ended June 30, 2013, the Company repurchased 5,394,742 shares of its Common Stock at an aggregate cost of \$169.0 million. As a result, 5,605,258 shares of Common Stock remained available for repurchase under this repurchase authorization at June 30, 2013. The Company is restricted by its Credit Agreement from repurchasing shares in certain situations. See Note 9 of the Notes to Condensed Consolidated Financial Statements for information regarding these restrictions.

13. Derivative Financial Instruments and Hedging Activities

The Company has used forward foreign currency exchange contracts (“derivatives”) to reduce the exchange rate risk of specific foreign currency denominated transactions. These derivatives typically require the exchange of a foreign currency for U.S. dollars at a fixed rate at a future date. At times, the Company has designated these hedges as either cash flow hedges or fair value hedges under FASB ASC Topic 815, Derivatives and Hedging. At June 30, 2013 and 2012, the Company had no forward foreign exchange contracts designated as hedges.

The Company has entered into forward foreign currency exchange contracts to create an economic hedge to manage foreign exchange risk exposure associated with non-functional currency denominated payables resulting from global sourcing activities. The Company has not designated these derivative contracts as hedge transactions under FASB ASC Topic 815, and accordingly, the mark-to-market impact of these derivatives is recorded each period in current earnings. The fair value of foreign currency related derivatives is included in the Condensed Consolidated Balance Sheets in “Other current assets” and “Other current liabilities.” At June 30, 2013, the U.S. dollar equivalent of these outstanding forward foreign exchange contracts totaled \$124.6 million in notional amounts, including \$79.7 million in contracts to sell Euro, \$19.6 million in contracts to sell Australian dollars and \$13.0 million in contracts to buy U.K. pound sterling, with the remaining contracts covering a variety of foreign currencies.

Fair Market Value of Financial Instruments — The fair values of all open derivative instruments in the Condensed Consolidated Balance Sheets were as follows (in millions):

	June 30, 2013		September 30, 2012	
	Other	Other	Other	Other
	Current	Current	Current	Current
	Assets	Liabilities	Assets	Liabilities
Not designated as hedging instruments:				
Foreign exchange contracts	\$2.5	\$0.4	\$0.4	\$—

The pre-tax effects of derivative instruments on the Condensed Consolidated Statements of Income consisted of the following (in millions):

Classification of	Three Months Ended	Nine Months Ended
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	Gains (Losses)	June 30, 2013	2012	June 30, 2013	2012
Cash flow hedges:					
Reclassified from other comprehensive income (effective portion):					
Interest rate contracts	Interest expense	\$—	\$—	\$—	\$(2.2)
Not designated as hedges:					
Foreign exchange contracts	Miscellaneous, net	1.1	3.8	1.2	(3.1)
		\$1.1	\$3.8	\$1.2	\$(5.3)

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14. Fair Value Measurement

FASB ASC Topic 820, Fair Value Measurements and Disclosures, defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., exit price) in an orderly transaction between market participants at the measurement date. FASB ASC Topic 820 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than quoted prices in active markets for identical assets or liabilities, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

Level 3: Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

There were no transfers of assets between levels during the nine months ended June 30, 2013.

As of June 30, 2013, the fair values of the Company's financial assets and liabilities were as follows (in millions):

	Level 1	Level 2	Level 3	Total
Assets:				
Rabbi trust investments (a)	\$19.4	\$—	\$—	\$19.4
Foreign currency exchange derivatives (b)	\$—	\$2.5	\$—	\$2.5
Liabilities:				
Foreign currency exchange derivatives (b)	\$—	\$0.4	\$—	\$0.4

The rabbi trust investments provide security for the Company's obligations under its nonqualified supplemental executive retirement plans ("SERPs"). The fair values of these investments are estimated using a market approach.

(a) The Level 1 investments include mutual funds for which quoted prices in active markets are available. The Company records changes in the fair value of the rabbi trust investments in the Condensed Consolidated Statements of Income.

(b) Based on observable market transactions of forward currency prices.

15. Stock-Based Compensation

In February 2009, the Company's shareholders approved the 2009 Incentive Stock and Awards Plan. In January 2012, the Company's shareholders approved amendments to the 2009 Incentive Stock and Awards Plan (as amended, the

“2009 Stock Plan”) to add 6,000,000 shares to the number of shares available for issuance under the plan. The 2009 Stock Plan replaced the 2004 Incentive Stock and Awards Plan, as amended (the “2004 Stock Plan”) and 1990 Incentive Stock Plan, as amended (the “1990 Stock Plan”). While no new awards will be granted under the 2004 Stock Plan and 1990 Stock Plan, awards previously made under these two plans that remained outstanding as of the initial approval date of the 2009 Stock Plan will remain outstanding and continue to be governed by the provisions of those plans.

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Under the 2009 Stock Plan, officers, directors, including non-employee directors, and employees of the Company may be granted stock options, stock appreciation rights ("SAR"), performance shares, performance units, shares of Common Stock, restricted stock, restricted stock units ("RSU") or other stock-based awards. The 2009 Stock Plan provides for the granting of options to purchase shares of Common Stock at not less than the fair market value of such shares on the date of grant. Stock options granted under the 2009 Stock Plan generally become exercisable in equal installments over a three-year period, beginning with the first anniversary of the date of grant of the option, unless a shorter or longer duration is established by the Human Resources Committee of the Board of Directors at the time of the option grant. Stock options terminate not more than seven years from the date of grant. Except for performance shares and performance units, vesting is based solely on continued service as an employee of the Company. At June 30, 2013, the Company had reserved 9,796,512 shares of Common Stock available for issuance under the 2009 Stock Plan to provide for the exercise of outstanding stock options and the issuance of Common Stock under incentive compensation awards, including awards issued prior to the effective date of the 2009 Stock Plan.

The Company recognizes stock-based compensation expense over the requisite service period for vesting of an award, or to an employee's eligible retirement date, if earlier and applicable. Total stock-based compensation expense included in the Condensed Consolidated Statements of Income for the three and nine months ended June 30, 2013 was \$4.4 million (\$2.7 million net of tax) and \$23.1 million (\$14.6 million net of tax), respectively. Total stock-based compensation expense included in the Company's Condensed Consolidated Statements of Income for the three and nine months ended June 30, 2012 was \$3.4 million (\$2.1 million net of tax) and \$13.6 million (\$8.6 million net of tax), respectively.

16. Restructuring and Other Charges

Pre-tax restructuring charges (credits) included in continuing operations for the three and nine months ended June 30, 2013 and 2012 were as follows (in millions):

	Three Months Ended June 30, 2013			Three Months Ended June 30, 2012		
	Cost of Sales	Selling, General and Administrative	Total	Cost of Sales	Selling, General and Administrative	Total
Access equipment	\$—	\$ —	\$—	\$(0.1)	) \$ —	\$(0.1)
Defense	0.6	—	0.6	—	—	—
Fire & emergency Commercial	—	—	—	—	—	—
	0.9	0.4	1.3	—	—	—
	\$ 1.5	\$ 0.4	\$ 1.9	\$(0.1)	) \$ —	\$(0.1)
	Nine Months Ended June 30, 2013			Nine Months Ended June 30, 2012		
	Cost of Sales	Selling, General and Administrative	Total	Cost of Sales	Selling, General and Administrative	Total
Access equipment	\$(0.2)	) \$—	\$(0.2)	\$(0.7)	) \$—	\$(0.7)
Defense	1.1	—	1.1	—	—	—
Fire & emergency Commercial	—	—	—	0.2	0.3	0.5
	0.9	0.4	1.3	0.1	—	0.1
	\$ 1.8	\$ 0.4	\$ 2.2	\$(0.4)) \$ 0.3	\$(0.1)

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Changes in the Company's restructuring reserves included within "Other current liabilities" in the Condensed Consolidated Balance Sheets were as follows (in millions):

	Employee Severance and Termination Benefits	Property, Plant and Equipment Impairment	Other	Total	
Balance at September 30, 2012	\$1.9	\$—	\$—	\$1.9	
Restructuring provisions	0.9	0.5	0.8	2.2	
Utilized - cash	(1.7) —	—	(1.7)
Utilized - noncash	—	(0.5) (0.8) (1.3)
Foreign currency translation	0.1	—	—	0.1	
Balance at June 30, 2013	\$1.2	\$—	\$—	\$1.2	

17. Employee Benefit Plans

Defined Benefit Plans - Oshkosh and certain of its subsidiaries sponsor multiple defined benefit pension plans covering certain Oshkosh and Pierce Manufacturing Inc. ("Pierce") employees. The benefits provided are based primarily on average compensation, years of service and date of birth. Hourly plans are generally based on years of service and a benefit dollar multiplier. The Company periodically amends the plans, including changing the benefit dollar multipliers and other revisions. In September 2012, the Company amended its Oshkosh and Pierce defined benefit plans, freezing benefit accruals for Oshkosh and Pierce salaried employees effective December 31, 2012. The amendment provided that salaried participants in the Oshkosh and Pierce pension plans would not receive credit, other than for vesting purposes, for eligible earnings paid for any month of service worked after the effective date. All accrued benefits under the plans as of the effective date remained intact, and service credits for vesting and retirement eligibility continued in accordance with the terms of the plans. As a result of the formal decision to freeze the plans' benefit accruals, net periodic benefit costs decreased significantly in fiscal 2013. The employee pension benefit is expected to be offset by additional employer contributions to the Company's defined contribution plan which began in January 2013.

SERPs - The Company maintains defined benefit SERPs for certain executive officers of the Company and its subsidiaries. Benefits are based upon the employees' earnings. The Oshkosh SERP was amended to freeze benefits under the plan effective December 31, 2012. The Company has established a rabbi trust (the "Trust") to fund obligations under the Oshkosh SERP. The Trust is invested in money market and mutual funds. As of June 30, 2013, the Trust held assets of \$19.4 million. The Trust assets are subject to the claims of the Company's creditors. The Trust assets are included in "Other long-term assets" in the accompanying Condensed Consolidated Balance Sheets.

Postretirement Medical Plans - Oshkosh and certain of its subsidiaries sponsor multiple postretirement benefit plans covering Oshkosh, JLG Industries, Inc. and Kewaunee Fabrications, LLC hourly and salaried active employees, retirees and their spouses. The plans generally provide health benefits based on years of service and date of birth. These plans are unfunded. In September 2012, the Oshkosh plan was amended to eliminate postretirement benefits coverage for salaried employees retiring at age 55 or older effective December 31, 2012, except for existing eligible employees who are at least age 55 with at least five years of service by December 31, 2012 who elect to retire on or before December 31, 2013.

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Components of net periodic pension benefit cost were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Components of net periodic benefit cost				
Service cost	\$3.7	\$5.6	\$11.3	\$16.7
Interest cost	3.9	4.0	11.9	12.2
Expected return on plan assets	(4.1	) (3.9	) (12.4	) (11.7
Amortization of prior service cost	0.4	0.5	1.3	1.7
Curtailement	—	—	2.8	—
Amortization of net actuarial loss	1.1	1.9	3.3	5.5
Net periodic benefit cost	\$5.0	\$8.1	\$18.2	\$24.4

In connection with staffing reductions in the defense segment as a result of declining sales to the U.S. Department of Defense ("DoD"), pension curtailment charges of \$2.8 million were recorded for the nine months ended June 30, 2013. The Company expects to contribute between \$10.0 million and \$15.0 million to its pension plans in fiscal 2013 compared to \$35.8 million in fiscal 2012.

Components of net periodic other post-employment benefit cost were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Components of net periodic benefit cost				
Service cost	\$1.6	\$1.8	\$5.4	\$5.4
Interest cost	0.8	0.9	2.4	2.6
Amortization of prior service cost	(0.1	) —	(0.3) —
Curtailement	(1.9	) —	(2.9) —
Amortization of net actuarial loss	0.2	0.3	0.8	0.9
Net periodic benefit cost	\$0.6	\$3.0	\$5.4	\$8.9

In connection with staffing reductions in the defense segment, other post-employment curtailment benefits of \$1.9 million and \$2.9 million were recorded for the three and nine months ended June 30, 2013. The Company made contributions to fund benefit payments of \$1.3 million and \$1.0 million for the nine months ended June 30, 2013 and 2012, respectively, under its other post-employment benefit plans. The Company estimates that it will make additional contributions of approximately \$0.4 million under these other post-employment benefit plans prior to the end of fiscal 2013.

401(k) Plans - The Company has defined contribution 401(k) plans covering substantially all domestic employees. Amounts expensed for Company matching and discretionary contributions were \$7.3 million and \$4.7 million for the three months ended June 30, 2013 and 2012, respectively. Amounts expensed for Company matching and discretionary contributions were \$20.7 million and \$14.2 million for the nine months ended June 30, 2013 and 2012, respectively. The increase in defined contribution costs during fiscal 2013 was generally a result of additional Company contributions beginning in January 2013 to offset benefit reductions associated with the curtailment of

benefits under the defined benefit pension plan.

18. Income Taxes

The Company's effective income tax rate was 29.4% and 29.9% of pre-tax income for the nine months ended June 30, 2013 and 2012, respectively. The effective income tax rate for the nine months ended June 30, 2013 as compared to the statutory income tax rate was favorably impacted by the reinstatement of the U.S. research and development income tax credit (150 basis points), adjustments to reflect positions taken on previously filed tax returns (100 basis points), lower foreign income taxes (150 basis points) and the elimination of a valuation allowance on state net operating loss carryforwards (60 basis points). The effective

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income tax rate for the nine months ended June 30, 2012 was favorably impacted by adjustments to reflect positions taken on previously filed tax returns (420 basis points), the settlement of foreign tax audits (90 basis points) and other (90 basis points), partially offset by higher foreign taxes (150 basis points).

The Company's liability for gross unrecognized tax benefits, excluding related interest and penalties, was \$36.4 million and \$33.9 million as of June 30, 2013 and September 30, 2012, respectively. As of June 30, 2013, net unrecognized tax benefits, excluding interest and penalties, of \$25.4 million would affect the Company's net income if recognized, including \$24.8 million which would impact net income from continuing operations.

The Company recognizes accrued interest and penalties, if any, related to unrecognized tax benefits in the "Provision for income taxes" in the Condensed Consolidated Statements of Income. During the nine months ended June 30, 2013 and 2012, the Company recognized charges of \$1.7 million and \$0.7 million, respectively, related to interest and penalties. At June 30, 2013, the Company had accruals for the payment of interest and penalties of \$15.9 million. During the next twelve months, it is reasonably possible that federal, state and foreign tax audit resolutions could reduce unrecognized tax benefits by approximately \$2.5 million, because the Company's tax positions are sustained on audit, the Company agrees to their disallowance or the applicable statutes of limitations expire.

The Company files federal income tax returns, as well as multiple state, local and non-U.S. jurisdiction tax returns. The Company is regularly audited by federal, state and foreign tax authorities. At June 30, 2013, the Company was under audit by the U.S. Internal Revenue Service for the taxable years ended September 30, 2011 and 2010.

19. Accumulated Other Comprehensive Income (Loss)

Changes in accumulated other comprehensive income (loss) by component were as follows (in millions):

	Three Months Ended June 30, 2013			Nine Months Ended June 30, 2013		
	Employee Pension and Postretirement Benefits, Net of Tax	Cumulative Translation Adjustments	Accumulated Other Comprehensive Income (Loss)	Employee Pension and Postretirement Benefits, Net of Tax	Cumulative Translation Adjustments	Accumulated Other Comprehensive Income (Loss)
Balance at beginning of period	\$(97.6)	\$ (3.2)	\$ (100.8)	\$(99.6)	\$ (1.8)	\$ (101.4)
Other comprehensive income (loss) before reclassifications	—	(3.4)	(3.4)	—	(4.8)	(4.8)
Amounts reclassified from accumulated other comprehensive income (loss)	1.2	—	1.2	3.2	—	3.2
Net current period other comprehensive income (loss)	1.2	(3.4)	(2.2)	3.2	(4.8)	(1.6)
Balance at end of period	\$(96.4)	\$ (6.6)	\$ (103.0)	\$(96.4)	\$ (6.6)	\$ (103.0)

Reclassifications out of accumulated other comprehensive income (loss) included in the computation of net periodic pension cost (refer to Note 17 of the Notes to Condensed Consolidated Financial Statements for additional details regarding employee benefit plans) was as follows (in millions):

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	Three Months Ended June 30, 2013	Nine Months Ended June 30, 2013
Amortization of employee pension and postretirement benefits items		
Prior service costs	\$(0.1	) \$(1.0
Actuarial losses	(1.9) (4.1
Total before tax	(2.0) (5.1
Tax benefit	0.8	1.9
Net of tax	\$(1.2) \$(3.2

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20. Earnings (Loss) Per Share

The Company grants restricted stock awards that contain a nonforfeitable right to dividends, if declared. In accordance with FASB ASC Topic 260, Earnings Per Share, these awards are considered to be participating securities and as a result, earnings per share is calculated using the two-class method. The two-class method is an earnings allocation method that determines earnings per share for common shares and participating securities. The undistributed earnings are allocated between common shares and participating securities as if all earnings had been distributed during the period. Participating securities and common shares have equal rights to undistributed earnings. The calculation of basic and diluted earnings per common share for the three and nine months ended June 30, 2013 and 2012 was as follows (in millions, except number of share amounts):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2013	2012	2013	2012
Income from continuing operations	\$ 148.4	\$ 77.1	\$ 280.6	\$ 161.5
Income (loss) from discontinued operations	0.3	(1.4)	1.1	(9.6)
Net income	148.7	75.7	281.7	151.9
Earnings allocated to participating securities	(0.9)	(0.2)	(1.8)	(0.3)
Earnings available to common shareholders	\$ 147.8	\$ 75.5	\$ 279.9	\$ 151.6
Basic EPS:				
Weighted-average common shares outstanding	87,110,576	91,417,937	88,174,280	91,320,794
Diluted EPS:				
Basic weighted-average common shares outstanding	87,110,576	91,417,937	88,174,280	91,320,794
Dilutive stock options and other equity-based compensation awards	1,396,076	507,158	1,304,075	494,823
Participating restricted stock	(260,326)	(109,559)	(207,382)	(77,518)
Diluted weighted-average common shares outstanding	88,246,326	91,815,536	89,270,973	91,738,099

The shares included in the following table were not included in the computation of diluted earnings per share attributable to Oshkosh Corporation common shareholders because the exercise price of the options was greater than the average market price of the shares of Common Stock and therefore would have been anti-dilutive.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2013	2012	2013	2012
Stock options	1,130,650	3,012,460	1,167,350	3,012,460

21. Contingencies, Significant Estimates and Concentrations

Environmental - As part of its routine business operations, the Company disposes of and recycles or reclaims certain industrial waste materials, chemicals and solvents at third-party disposal and recycling facilities, which are licensed by appropriate governmental agencies. In some instances, these facilities have been and may be designated by the United States Environmental Protection Agency ("EPA") or a state environmental agency for remediation. Under the Comprehensive Environmental Response, Compensation, and Liability Act and similar state laws, each potentially

responsible party (“PRP”) that contributed hazardous substances may be jointly and severally liable for the costs associated with cleaning up these sites. Typically, PRPs negotiate a resolution with the EPA and/or the state environmental agencies. PRPs also negotiate with each other regarding allocation of the cleanup costs.

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The Company had reserves of \$1.9 million and \$2.0 million for losses related to environmental matters that were probable and estimable at June 30, 2013 and September 30, 2012, respectively. The amount recorded for identified contingent liabilities is based on estimates. Amounts recorded are reviewed periodically and adjusted to reflect additional technical and legal information that becomes available. Actual costs incurred in future periods may vary from the estimates, given the inherent uncertainties in evaluating certain exposures. Subject to the imprecision in estimating future contingent liability costs, the Company does not expect that any sum it may have to pay in connection with these matters in excess of the amounts recorded will have a material adverse effect on the Company's financial position, results of operations or cash flows.

Personal Injury Actions and Other - Product and general liability claims are made against the Company from time to time in the ordinary course of business. The Company is generally self-insured for future claims up to \$5.0 million per claim (\$3.0 million per claim prior to April 1, 2013). Accordingly, a reserve is maintained for the estimated costs of such claims. At June 30, 2013 and September 30, 2012, reserves for product and general liability claims were \$41.6 million and \$45.6 million, respectively, based on available information. There is inherent uncertainty as to the eventual resolution of unsettled claims. Management, however, believes that any losses in excess of established reserves will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Market Risks - The Company was contingently liable under bid, performance and specialty bonds totaling \$250.9 million and open standby letters of credit issued by the Company's banks in favor of third parties totaling \$185.0 million at June 30, 2013.

Other Matters - The Company is subject to other environmental matters and legal proceedings and claims, including patent, antitrust, product liability, warranty and state dealership regulation compliance proceedings that arise in the ordinary course of business. Although the final results of all such matters and claims cannot be predicted with certainty, management believes that the ultimate resolution of all such matters and claims will not have a material adverse effect on the Company's financial condition, results of operations or cash flows. Actual results could vary due to, among other things, the uncertainties involved in litigation.

Certain of the Company's sales in the defense segment are made pursuant to contracts with the U.S. government with pricing based on the costs as determined by the Company to produce products or perform services under the contracts. Cost-based pricing is determined under the Federal Acquisition Regulations ("FAR"). The FAR provide guidance on the types of costs that are allowable in establishing prices for goods and services under U.S. government contracts. Pension and other postretirement benefit costs are allocated to contracts as allowed costs based upon the U.S. Government Cost Accounting Standards ("CAS"). The CAS requirements for pension and other postretirement benefit costs differ from the FASB under generally accepted accounting principles in the United States of America. On December 31, 2012, the Oshkosh salaried defined benefit plan was frozen such that salaried employees would no longer accrue additional benefits under this plan. This resulted in a plan curtailment. Per CAS, when there is a plan curtailment of benefits, the contractor must determine the difference between the actuarial accrued liability and the market value of the assets. The difference represents an adjustment to previously-determined pension costs and the government shares in the difference, whether a credit or charge based on that portion of pension plan costs that related to CAS-covered contracts during the applicable time period. The Company believes that it is entitled to an equitable adjustment of approximately \$10 million under CAS related to the pension plan curtailment. This amount is subject to negotiation with the U.S. government. Because of uncertainty pertaining to the amount and form of any ultimate settlement (current payment or adjustment to future contracts), the Company has not recognized any income from this

matter.

22. Business Segment Information

The Company is organized into four reportable segments based on the internal organization used by management for making operating decisions and measuring performance and based on the similarity of customers served, common management, common use of facilities and economic results attained.

In accordance with FASB ASC Topic 280, Segment Reporting, for purposes of business segment performance measurement, the Company does not allocate to individual business segments costs or items that are of a non-operating nature or organizational or functional expenses of a corporate nature. The caption "Corporate" includes corporate office expenses, share-based compensation, costs of certain business initiatives and shared services benefiting multiple segments and results of insignificant operations. Identifiable assets of the business segments exclude general corporate assets, which principally consist of cash and cash equivalents, certain property, plant and equipment and certain other assets pertaining to corporate activities. Intersegment sales generally include amounts invoiced by a segment for work performed for another segment. Amounts are based on actual

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work performed and agreed-upon pricing which is intended to be reflective of the contribution made by the supplying business segment.

Selected financial information concerning the Company's reportable segments and product lines is as follows (in millions):

	Three Months Ended June 30, 2013			2012		
	External Customers	Inter- segment	Net Sales	External Customers	Inter- segment	Net Sales
Access equipment						
Aerial work platforms	\$485.4	\$—	\$485.4	\$426.1	\$—	\$426.1
Telehandlers	317.3	—	317.3	260.8	—	260.8
Other	138.8	—	138.8	127.0	0.7	127.7
Total access equipment	941.5	—	941.5	813.9	0.7	814.6
Defense	878.9	0.7	879.6	957.9	0.6	958.5
Fire & emergency	192.9	11.4	204.3	217.5	12.1	229.6
Commercial						
Concrete placement	101.2	—	101.2	67.4	—	67.4
Refuse collection	65.8	—	65.8	77.5	—	77.5
Other	24.1	3.6	27.7	25.6	5.7	31.3
Total commercial	191.1	3.6	194.7	170.5	5.7	176.2
Intersegment eliminations	—	(15.7)	(15.7)	—	(19.1)	(19.1)
Consolidated sales	\$2,204.4	\$—	\$2,204.4	\$2,159.8	\$—	\$2,159.8
	Nine Months Ended June 30, 2013			2012		
	External Customers	Inter- segment	Net Sales	External Customers	Inter- segment	Net Sales
Access equipment						
Aerial work platforms	\$1,116.9	\$—	\$1,116.9	\$1,059.8	\$—	\$1,059.8
Telehandlers	831.6	—	831.6	643.4	—	643.4
Other	391.6	0.1	391.7	375.2	124.3	499.5
Total access equipment	2,340.1	0.1	2,340.2	2,078.4	124.3	2,202.7
Defense	2,533.4	2.5	2,535.9	2,994.6	2.2	2,996.8
Fire & emergency	526.1	34.3	560.4	523.4	27.6	551.0
Commercial						
Concrete placement	256.7	—	256.7	166.8	—	166.8
Refuse collection	207.9	—	207.9	252.5	—	252.5
Other	74.4	18.5	92.9	74.9	21.3	96.2
Total commercial	539.0	18.5	557.5	494.2	21.3	515.5

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Intersegment eliminations	—	(55.4) (55.4) —	(175.4) (175.4)
Consolidated sales	\$5,938.6	\$—	\$5,938.6	\$6,090.6	\$—	\$6,090.6	

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	Three Months Ended June 30,		Nine Months Ended June 30,	
	2013	2012	2013	2012
Operating income (loss) from continuing operations:				
Access equipment	\$ 154.5	\$ 88.2	\$ 298.4	\$ 169.7
Defense	85.8	40.2	213.7	174.5
Fire & emergency	6.5	8.1	14.6	(1.2)
Commercial	10.0	12.1	25.6	22.9
Corporate	(31.2)	(22.5)	(111.8)	(76.6)
Intersegment eliminations	—	0.1	—	0.1
Consolidated	225.6	126.2	440.5	289.4
Interest expense net of interest income	(13.5)	(17.9)	(42.1)	(55.2)
Miscellaneous other income (expense)	(4.7)	(0.8)	(4.3)	(5.1)
Income from continuing operations before income taxes and equity in earnings of unconsolidated affiliates	\$ 207.4	\$ 107.5	\$ 394.1	\$ 229.1
			June 30, 2013	September 30, 2012
Identifiable assets:				
Access equipment:				
U.S.			\$ 1,808.8	\$ 1,754.6
Europe ^(a)			713.1	684.2
Rest of World			226.4	283.1
Total access equipment			2,748.3	2,721.9
Defense - U.S.			452.2	684.5
Fire & emergency - U.S.			534.2	534.0
Commercial:				
U.S.			321.3	304.5
Rest of World ^(a)			34.1	37.0
Total commercial			355.4	341.5
Corporate:				
U.S. ^(b)			633.6	658.1
Rest of World			6.9	7.8
Total corporate			640.5	665.9
Consolidated			\$ 4,730.6	\$ 4,947.8

(a) Includes investments in unconsolidated affiliates.

(b) Primarily includes cash and short-term investments.

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The following table presents net sales by geographic region based on product shipment destination (in millions):

	Nine Months Ended June 30,	
	2013	2012
Net sales:		
United States	\$4,688.7	\$4,877.0
Other North America	177.4	179.6
Europe, Africa and Middle East	723.0	614.7
Rest of World	349.5	419.3
Consolidated	\$5,938.6	\$6,090.6

23. Separate Financial Information of Subsidiary Guarantors of Indebtedness

The Senior Notes are jointly, severally and unconditionally guaranteed on a senior unsecured basis by all of the Company's existing and future subsidiaries that from time to time guarantee obligations under the Credit Agreement, with certain exceptions (the "Guarantors"). The following condensed supplemental consolidating financial information reflects the summarized financial information of Oshkosh Corporation, the Guarantors on a combined basis and Oshkosh Corporation's non-guarantor subsidiaries on a combined basis (in millions):

Condensed Consolidating Statement of Income and Comprehensive Income

For the Three Months Ended June 30, 2013

	Oshkosh Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	\$935.1	\$1,048.8	\$253.5	\$(33.0)	) \$2,204.4
Cost of sales	820.4	814.6	217.0	(33.1)	) 1,818.9
Gross income	114.7	234.2	36.5	0.1	385.5
Selling, general and administrative expenses	58.9	69.1	18.0	—	146.0
Amortization of purchased intangibles	0.1	9.9	3.9	—	13.9
Operating income	55.7	155.2	14.6	0.1	225.6
Interest expense	(54.9)	) (14.1)	) (0.9)	) 53.3	(16.6)
Interest income	0.8	14.5	41.1	(53.3)	) 3.1
Miscellaneous, net	8.5	(58.3)	) 45.1	—	(4.7)
Income (loss) from continuing operations before income taxes	10.1	97.3	99.9	0.1	207.4
Provision for (benefit from) income taxes	3.2	31.7	25.0	—	59.9
Income (loss) from continuing operations before equity in earnings (losses) of affiliates	6.9	65.6	74.9	0.1	147.5
Equity in earnings of consolidated subsidiaries	141.8	40.8	66.0	(248.6)) —
	—	—	0.9	—	0.9

Equity in earnings (losses) of
unconsolidated affiliates

Income from continuing operations	148.7	106.4	141.8	(248.5	) 148.4
Discontinued operations, net of tax	—	0.3	—	—	0.3	
Net income	148.7	106.7	141.8	(248.5	) 148.7
Other comprehensive income (loss), net of tax	(2.2) (6.0) 2.5	3.5	(2.2)
Comprehensive income	\$146.5	\$100.7	\$144.3	\$(245.0) \$146.5	

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Notes to Condensed Consolidated Financial Statements

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Condensed Consolidating Statement of Income and Comprehensive Income

For the Three Months Ended June 30, 2012

	Oshkosh Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	\$1,006.0	\$948.5	\$234.8	\$(29.5)	) \$2,159.8
Cost of sales	934.4	797.0	184.0	(30.2)	) 1,885.2
Gross income	71.6	151.5	50.8	0.7	274.6
Selling, general and administrative expenses	52.8	68.7	12.8	—	134.3
Amortization of purchased intangibles	0.1	9.9	4.1	—	14.1
Operating income	18.7	72.9	33.9	0.7	126.2
Interest expense	(46.6)	) (20.3)	) (0.8)	) 49.4	(18.3)
Interest income	0.6	7.7	41.5	(49.4)	) 0.4
Miscellaneous, net	4.0	(51.6)	) 46.8	—	(0.8)
Income (loss) from continuing operations before income taxes	(23.3)	) 8.7	121.4	0.7	107.5
Provision for (benefit from) income taxes	(10.0)	) 3.1	38.2	0.3	31.6
Income (loss) from continuing operations before equity in earnings (losses) of affiliates	(13.3)	) 5.6	83.2	0.4	75.9
Equity in earnings of consolidated subsidiaries	89.2	37.4	3.3	(129.9)) —
Equity in earnings (losses) of unconsolidated affiliates	(0.2)	) —	1.4	—	1.2
Income from continuing operations	75.7	43.0	87.9	(129.5)	) 77.1
Discontinued operations, net of tax	—	(0.9)	) (0.5)	) —	(1.4)
Net income	75.7	42.1	87.4	(129.5)	) 75.7
Other comprehensive income (loss), net of tax	(20.7)	) (0.8)	) (21.4)	) 22.2	(20.7)
Comprehensive income	\$55.0	\$41.3	\$66.0	\$(107.3)	) \$55.0

Condensed Consolidating Statement of Income and Comprehensive Income

For the Nine Months Ended June 30, 2013

	Oshkosh Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Net sales	\$2,656.8	\$2,688.3	\$694.2	\$(100.7)	) \$5,938.6
Cost of sales	2,360.8	2,134.9	608.7	(100.7)	) 5,003.7
Gross income	296.0	553.4	85.5	—	934.9
Selling, general and administrative expenses	194.7	225.9	31.0	—	451.6
Amortization of purchased intangibles	0.2	29.8	12.8	—	42.8
Operating income	101.1	297.7	41.7		