

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number **001-11595**

**Astec Industries, Inc.**

(Exact name of registrant as specified in its charter)

**Tennessee**

(State or other jurisdiction of  
incorporation or organization)

**62-0873631**

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

**1725 Shepherd Road, Chattanooga, Tennessee**

(Address of principal executive offices)

**37421**

(Zip Code)

**(423) 899-5898**

(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 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES

NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class  
**Common Stock, par value \$0.20**

Outstanding at July 22, 2013  
**22,852,160**

ASTECH INDUSTRIES, INC.  
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PART I -- FINANCIAL INFORMATION

**Item 1. Financial Statements**

**Astec Industries, Inc.**  
**Condensed Consolidated Balance Sheets**  
(in thousands)  
(unaudited)

	<u>June 30,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 41,157	\$ 80,929
Short-term investments	16,989	1,334
Trade receivables, net	99,423	85,595
Other receivables	3,372	3,453
Inventories	318,710	308,622
Prepaid expenses and other	19,254	9,948
Deferred income tax assets	12,240	9,985
Total current assets	<u>511,145</u>	<u>499,866</u>
Property and equipment, net	185,033	182,839
Investments	11,130	10,232
Goodwill	14,994	15,011
Other long-term assets	15,830	16,617
Total assets	<u>\$ 738,132</u>	<u>\$ 724,565</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 45,776	\$ 46,210
Accrued product warranty	11,690	11,052
Customer deposits	42,197	44,224
Accrued payroll and related liabilities	15,049	16,590
Accrued loss reserves	3,908	3,221
Other current liabilities	20,959	23,072
Total current liabilities	<u>139,579</u>	<u>144,369</u>
Deferred income tax liabilities	14,365	14,868
Other long-term liabilities	18,166	17,330
Total liabilities	<u>172,110</u>	<u>176,567</u>
Shareholders' equity	562,738	546,354
Non-controlling interest	3,284	1,644
Total equity	<u>566,022</u>	<u>547,998</u>
Total liabilities and equity	<u>\$ 738,132</u>	<u>\$ 724,565</u>

See Notes to Unaudited Condensed Consolidated Financial Statements

**Astec Industries, Inc.**  
**Condensed Consolidated Statements of Income**  
(in thousands, except per share data)  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net sales	\$ 248,127	\$ 238,275	\$ 495,960	\$ 490,243
Cost of sales	192,685	185,214	381,951	378,586
Gross profit	55,442	53,061	114,009	111,657
Selling, general, administrative and engineering expenses	37,795	38,456	78,162	78,599
Income from operations	17,647	14,605	35,847	33,058
Interest expense	76	42	147	88
Other income, net of expenses	32	621	784	1,469
Income from continuing operations before income taxes	17,603	15,184	36,484	34,439
Income taxes on continuing operations	6,450	5,603	12,081	12,834
Net income from continuing operations	11,153	9,581	24,403	21,605
Income from discontinued operations, net of tax	-	848	-	1,082
Net income	11,153	10,429	24,403	22,687
Net income attributable to non-controlling interest	61	63	140	76
Net income attributable to controlling interest	\$ 11,092	\$ 10,366	\$ 24,263	\$ 22,611
<b>Earnings per common share</b>				
<b>Net income attributable to controlling interest from continuing operations:</b>				
Basic	\$ 0.49	\$ 0.42	\$ 1.07	\$ 0.95
Diluted	\$ 0.48	\$ 0.41	\$ 1.05	\$ 0.93
<b>Income from discontinued operations, net of tax:</b>				
Basic	\$ -	\$ 0.04	\$ -	\$ 0.05
Diluted	\$ -	\$ 0.04	\$ -	\$ 0.05
<b>Net income attributable to controlling interest:</b>				
Basic	\$ 0.49	\$ 0.46	\$ 1.07	\$ 1.00
Diluted	\$ 0.48	\$ 0.45	\$ 1.05	\$ 0.98
<b>Weighted average number of common shares outstanding:</b>				
Basic	22,752	22,691	22,738	22,667
Diluted	23,069	23,041	23,075	23,047
Dividends declared per common share	\$ 0.10	\$ -	\$ 0.10	\$ -

See Notes to Unaudited Condensed Consolidated Financial Statements

**Astec Industries, Inc.**  
**Condensed Consolidated Statements of Comprehensive Income**  
(in thousands)  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$ 11,153	\$ 10,429	\$ 24,403	\$ 22,687
Other comprehensive income:				
Change in unrecognized pension and post-retirement benefit costs	-	-	2	-
Income tax (provision) benefit on change in unrecognized pension and post-retirement benefit costs	(12)	(16)	58	(41)
Foreign currency translation adjustments, income tax benefit on foreign currency translation adjustments	(4,523)	(2,638)	(6,816)	(527)
	684	529	993	118
Other comprehensive income (loss)	(3,851)	(2,125)	(5,763)	(450)
Comprehensive income	7,302	8,304	18,640	22,237
Comprehensive income (loss) attributable to non-controlling interest	(212)	(40)	(257)	3
Comprehensive income attributable to controlling interest	\$ 7,514	\$ 8,344	\$ 18,897	\$ 22,234

See Notes to Unaudited Condensed Consolidated Financial Statements

**Astec Industries, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	Six Months Ended June 30,	
	2013	2012
<b>Cash flows from operating activities:</b>		
Net income	\$ 24,403	\$ 22,687
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	11,023	11,710
Provision for doubtful accounts	252	170
Provision for warranties	6,267	5,848
Deferred compensation provision (benefit)	127	(190)
Purchase of trading securities, net	(16,475)	(702)
Stock-based compensation	643	490
Tax expense (benefit) from stock incentive plans	76	(172)
Deferred income tax provision (benefit)	(1,706)	3,750
Gain on disposition of fixed assets	(196)	(199)
<b>(Increase) decrease in:</b>		
Trade and other receivables	(14,360)	(17,717)
Inventories	(10,087)	(26,919)
Prepaid expenses	(5,862)	1,001
Other assets	(2,088)	(878)
<b>Increase (decrease) in:</b>		
Accounts payable	(434)	(3,346)
Accrued product warranty	(5,352)	(5,872)
Customer deposits	(2,027)	4,007
Prepaid and income taxes payable	(2,349)	(4,740)
Other current liabilities	(3,765)	(691)
<b>Net cash used by operating activities</b>	<b>(21,910)</b>	<b>(11,763)</b>
<b>Cash flows from investing activities:</b>		
Expenditures for property and equipment	(15,218)	(11,410)
Proceeds from sale of property and equipment	229	553
<b>Net cash used by investing activities</b>	<b>(14,989)</b>	<b>(10,857)</b>
<b>Cash flows from financing activities:</b>		
Payment of dividends	(2,285)	-
Tax (expense) benefit from stock option exercise	(76)	172
Supplemental Executive Retirement Plan transactions, net	(90)	(130)
Withholding tax paid upon vesting of restricted stock units	(783)	(686)
Proceeds from exercise of stock options	78	492
Purchase of subsidiary shares from minority shareholders	-	(23)
Sale of subsidiaries shares to minority shareholders	1,897	1,030
<b>Net cash provided (used) by financing activities</b>	<b>(1,259)</b>	<b>855</b>
<b>Effect of exchange rates on cash</b>	<b>(1,614)</b>	<b>176</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(39,772)</b>	<b>(21,589)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>80,929</b>	<b>57,505</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 41,157</b>	<b>\$ 35,916</b>

See Notes to Unaudited Condensed Consolidated Financial Statements

**Astec Industries, Inc.**  
**Condensed Consolidated Statement of Equity**  
**For the Six Months Ended June 30, 2013**  
(in thousands)  
(unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-in- Capital	Accum- ulated Other Compre- hensive Income (Loss)	Company Shares Held by SERP	Retained Earnings	Non- controlling Interest	Total Equity
Balance, December 31, 2012	22,799	\$ 4,560	\$ 133,809	\$ 502	\$ (2,855)	\$ 410,338	\$ 1,644	\$ 547,998
Net income	-	-	-	-	-	24,263	140	24,403
Other comprehensive income	-	-	-	(5,366)	-	-	(397)	(5,763)
Dividends declared	-	-	-	-	-	(2,285)	-	(2,285)
Change in ownership percentage of subsidiaries	-	-	-	-	-	-	1,897	1,897
Stock-based compensation	3	1	642	-	-	-	-	643
Stock issued under incentive plans	50	9	(7)	-	-	-	-	2
Withholding tax paid upon vesting of RSUs	-	-	(783)	-	-	-	-	(783)
SERP transactions, net	-	-	11	-	(101)	-	-	(90)
Balance, June 30, 2013	<u>22,852</u>	<u>\$ 4,570</u>	<u>\$ 133,672</u>	<u>\$ (4,864)</u>	<u>\$ (2,956)</u>	<u>\$ 432,316</u>	<u>\$ 3,284</u>	<u>\$ 566,022</u>

See Notes to Unaudited Condensed Consolidated Financial Statements

**Note 1. Significant Accounting Policies**

**Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X promulgated under the Securities Act of 1933. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("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 three and six-month periods ended June 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the notes thereto included in the Astec Industries, Inc. Annual Report on Form 10-K for the year ended December 31, 2012.

The condensed consolidated balance sheet as of December 31, 2012 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

**Recent Accounting Pronouncements**

In December 2011, the Financial Accounting Standards Board issued Accounting Standards Update No. 2011-11, "Balance Sheet (Topic 210), Disclosures about Offsetting Assets and Liabilities" which describes when it is appropriate to offset financial assets and liabilities on the balance sheet. Companies will now have to disclose both gross and net information about instruments eligible for offset in the statement of financial position, instruments and transactions subject to an agreement similar to a master netting arrangement, and the collateral received in a master netting arrangement. The new disclosure will enable users of financial statements to understand significant quantitative differences in balance sheets prepared under US GAAP and International Financial Reporting Standards related to the offsetting of financial instruments. The update is effective for annual and interim reporting periods beginning on or after January 1, 2013. The Company adopted this standard as of January 1, 2013. Adopting this update did not have a significant impact on the Company's financial position or results of operations.

**Note 2. Earnings per Share**

Basic earnings per share are determined by dividing earnings by the weighted average number of common shares outstanding during each period. Diluted earnings per share include the potential dilutive effects of options, restricted stock units and shares held in the Company's Supplemental Executive Retirement Plan.

The following table sets forth the computation of net income attributable to controlling interest from continuing operations and the number of basic and diluted shares used in the computation of earnings per share (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Numerator:				
Net income from continuing operations	\$ 11,153	\$ 9,581	\$ 24,403	\$ 21,605
Net income attributable to non-controlling interests	61	63	140	76
Net income attributable to controlling interest from continuing operations	<u>\$ 11,092</u>	<u>\$ 9,518</u>	<u>\$ 24,263</u>	<u>\$ 21,529</u>
Denominator:				
Denominator for basic earnings per share	22,752	22,691	22,738	22,667
Effect of dilutive securities:				
Employee stock options and restricted stock units	200	242	221	274
Supplemental Executive Retirement Plan	117	108	116	106
Denominator for diluted earnings per share	<u>23,069</u>	<u>23,041</u>	<u>23,075</u>	<u>23,047</u>



A total of 1,072 options were antidilutive for each of the three-month periods ended June 30, 2013 and 2012. A total of 698 options were antidilutive for each of the six-month periods ended June 30, 2013 and 2012. Antidilutive options are not included in the diluted earnings per share computation.

**Note 3. Receivables**

Receivables are net of allowances for doubtful accounts of \$2,159,000 and \$2,143,000 as of June 30, 2013 and December 31, 2012, respectively.

**Note 4. Inventories**

Inventories consist of the following (in thousands):

	June 30, 2013	December 31, 2012
Raw materials and parts	\$ 137,234	\$ 129,676
Work-in-process	78,287	76,052
Finished goods	81,263	81,000
Used equipment	21,926	21,894
Total	<u>\$ 318,710</u>	<u>\$ 308,622</u>

**Note 5. Property and Equipment**

Property and equipment is stated at cost, less accumulated depreciation of \$200,291,000 and \$192,165,000 as of June 30, 2013 and December 31, 2012, respectively.

**Note 6. Fair Value Measurements**

The Company has various financial instruments that must be measured at fair value on a recurring basis, including marketable debt and equity securities held by Astec Insurance Company (“Astec Insurance”), the Company’s captive insurance company, and marketable equity securities held in an unqualified Supplemental Executive Retirement Plan (“SERP”). The obligations of the Company associated with the financial assets held in the SERP also constitute a liability of the Company for financial reporting purposes. The Company’s subsidiaries also occasionally enter into foreign currency exchange contracts to mitigate exposure to fluctuations in currency exchange rates.

The carrying amount of cash and cash equivalents, trade receivables, other receivables, revolving debt and accounts payable approximates their fair value because of the short-term nature of these instruments. Investments are carried at their fair value based on quoted market prices for identical or similar assets or, where no quoted prices exist, other observable inputs for the asset. The fair values of foreign currency exchange contracts are based on quotations from various banks for similar instruments using models with market based inputs.

Financial assets and liabilities are categorized based upon the level of judgment associated with the inputs used to measure their fair value. The inputs used to measure the fair value are identified in the following hierarchy:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 - Unadjusted quoted prices in active markets for similar assets or liabilities; or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs other than quoted prices that are observable for the asset or liability.
- Level 3 - Inputs reflect management’s best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

As indicated in the tables below (which excludes the Company's pension assets), the Company has determined that all its financial assets and liabilities as of June 30, 2013 and December 31, 2012 are level 1 and level 2 in the fair value hierarchy as defined above (in thousands):

	June 30, 2013		
	Level 1	Level 2	Total
<b>Financial Assets:</b>			
<b>Trading equity securities:</b>			
SERP money market fund	\$ 997	\$ -	\$ 997
SERP mutual funds	1,904	-	1,904
Preferred stocks	714	-	714
Mutual funds	14,901	-	14,901
<b>Trading debt securities:</b>			
Corporate bonds	3,670	1,168	4,838
Municipal bonds	506	1,233	1,739
Floating rate notes	303	272	575
U.S. Treasury bonds and bills	470	-	470
Other	-	980	980
Short-term derivative financial instruments	-	1,001	1,001
Total financial assets	<u>\$ 23,465</u>	<u>\$ 4,654</u>	<u>\$ 28,119</u>
<b>Financial Liabilities:</b>			
SERP liabilities	<u>\$ -</u>	<u>\$ 6,949</u>	<u>\$ 6,949</u>
Total financial liabilities	<u>\$ -</u>	<u>\$ 6,949</u>	<u>\$ 6,949</u>

	December 31, 2012		
	Level 1	Level 2	Total
<b>Financial Assets:</b>			
<b>Trading equity securities:</b>			
SERP money market fund	\$ 996	\$ -	\$ 996
SERP mutual funds	1,835	-	1,835
Preferred stocks	720	-	720
<b>Trading debt securities:</b>			
Corporate bonds	3,342	909	4,251
Municipal bonds	1,449	957	2,406
Floating rate notes	749	-	749
U.S. treasury bonds	200	-	200
Other	-	409	409
Total financial assets	<u>\$ 9,291</u>	<u>\$ 2,275</u>	<u>\$ 11,566</u>
<b>Financial Liabilities:</b>			
SERP liabilities	<u>\$ -</u>	<u>\$ 6,674</u>	<u>\$ 6,674</u>
Short-term derivative financial instruments	-	145	145
Total financial liabilities	<u>\$ -</u>	<u>\$ 6,819</u>	<u>\$ 6,819</u>

The Company reevaluates the volume of trading activity for each of its investments at the end of each quarter and adjusts the level within the fair value hierarchy as needed. Due to a reduction in trading activity \$594,000 of investments included in Level 1 at December 31, 2012 were transferred to Level 2 at June 30, 2013.

The trading equity investments noted above are valued at their fair value based on their quoted market prices, and the debt securities are valued based upon a mix of observable market prices and model driven prices derived from a matrix of observable market prices for assets with similar characteristics obtained from a nationally recognized third party pricing service. Additionally, a significant portion of the SERP's investments in trading equity securities are in money market and mutual funds. As these money market and mutual funds are held in a SERP, they are also included in the Company's liability under its SERP. The other mutual funds totaling \$14,901,000 at June 30, 2013 shown above are being used to invest the Company's excess cash on a short-term basis and are thus included in short-term investments on the accompanying balance sheets.

Trading debt securities are comprised of marketable debt securities held by Astec Insurance. Astec Insurance has an investment strategy that focuses on providing regular and predictable interest income from a diversified portfolio of high-quality fixed income securities. As of June 30, 2013 and December 31, 2012, \$1,087,000 and \$1,334,000, respectively, of trading debt securities were due to mature within twelve months and, accordingly, are included in short-term investments in the accompanying balance sheets. The financial liabilities related to the SERP shown above are included in other long-term liabilities in the accompanying balance sheets.

Net unrealized gains or losses incurred during the three-month periods ended June 30, 2013 and 2012 on investments still held as of the end of each reporting period amounted to losses of \$251,000 and \$90,000, respectively. Net unrealized gains or losses incurred during the six-month periods ended June 30, 2013 and 2012 on investments still held as of the end of each reporting period amounted to a loss of \$114,000 and a gain of \$162,000, respectively.

#### **Note 7. Debt**

On April 12, 2012, the Company and certain of its subsidiaries entered into an amended and restated credit agreement with Wells Fargo Bank, National Association ("Wells Fargo"), whereby Wells Fargo extended to the Company an unsecured line of credit of up to \$100,000,000, including a sub-limit for letters of credit of up to \$25,000,000. The new amended and restated credit agreement replaced an expiring \$100,000,000 credit facility between the Company and Wells Fargo. To date, there have been no revolving or term loan borrowings under the credit facilities. Letters of credit totaling \$10,599,000 were outstanding under the new agreement as of June 30, 2013, resulting in additional borrowing ability of \$89,401,000 on the Wells Fargo credit facility as of June 30, 2013. The agreement has a five-year term expiring in April 2017. Borrowings under the agreement are subject to an interest rate equal to the daily one month LIBOR rate plus a 0.75% margin. The unused facility fee is 0.175%. Interest only payments are due monthly. The agreement contains certain financial covenants, including provisions concerning required levels of annual net income, minimum tangible net worth and maximum allowed capital expenditures. The Company was in compliance with these covenants as of June 30, 2013.

The Company's South African subsidiary, Osborn Engineered Products SA (Pty) Ltd ("Osborn"), has a credit facility of \$7,586,000 (ZAR 75,000,000) to finance short-term working capital needs, as well as to cover performance letters of credit, advance payment and retention guarantees. As of June 30, 2013, Osborn had \$223,000 of borrowings, which are included in other current liabilities in the balance sheet, and \$1,560,000 in performance, advance payment and retention guarantees outstanding under the facility. The facility is unsecured and no unused facility fees are charged. As of June 30, 2013, Osborn had available credit under the facility of \$5,803,000. The interest rate is 0.25% less than the South Africa prime rate, resulting in a rate of 8.25% as of June 30, 2013.

The Company's Australian subsidiary, Astec Australia Pty Ltd ("Astec Australia"), has a credit facility to finance short-term working capital needs of \$92,000 (AUD 100,000), a bank guarantee facility of \$1,206,000 (AUD 1,300,000) to facilitate contractual commitments and banking arrangements to finance foreign exchange dealer limit orders of up to \$6,956,000 (AUD 7,500,000), secured by cash balances in the amount of \$696,000 (AUD 750,000) and a \$1,600,000 letter of credit issued by the parent Company. No amounts were outstanding under the credit facility as of June 30, 2013; however, performance guarantees in the amount of \$847,000 were outstanding under the bank guarantee facility as of June 30, 2013. The interest rate is the Australian adjusted Bank Business Rate plus a margin of 1.05%. The interest rate was 10.92% as of June 30, 2013.

**Note 8. Product Warranty Reserves**

The Company warrants its products against manufacturing defects and performance to specified standards. The warranty period and performance standards vary by market and uses of its products, but generally range from three months to one year or up to a specified number of hours of operations. The Company estimates the costs that may be incurred under its warranties and records a liability at the time product sales are recorded. The product warranty liability is primarily based on historical claim rates, nature of claims and the associated cost.

Changes in the Company's product warranty liability for the three and six-month periods ended June 30, 2013 and 2012 are as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Reserve balance, beginning of the period	\$ 11,254	\$ 12,258	\$ 11,052	\$ 12,663
Warranty liabilities accrued	3,507	3,107	6,267	5,849
Warranty liabilities settled	(2,870)	(2,662)	(5,352)	(5,872)
Other	(201)	(69)	(277)	(6)
Reserve balance, end of the period	\$ 11,690	\$ 12,634	\$ 11,690	\$ 12,634

**Note 9. Accrued Loss Reserves**

The Company accrues reserves for losses related to known workers' compensation and general liability claims that have been incurred but not yet paid or are estimated to have been incurred but not yet reported to the Company. The undiscounted reserves are actuarially determined based on the Company's evaluation of the type and severity of individual claims and historical information, primarily its own claims experience, along with assumptions about future events. Changes in assumptions, as well as changes in actual experience, could cause these estimates to change in the future. Total accrued loss reserves were \$7,831,000 as of June 30, 2013 compared to \$7,315,000 as of December 31, 2012, of which \$3,923,000 and \$4,094,000 were included in other long-term liabilities as of June 30, 2013 and December 31, 2012, respectively.

**Note 10. Income Taxes**

The Company's combined effective income tax rate on continuing operations was 36.6% and 36.9% for the three-month periods ended June 30, 2013 and 2012, respectively. The Company's combined effective income tax rate on continuing operations was 33.1% and 37.3% for the six-month periods ended June 30, 2013 and 2012, respectively. The Company's effective tax rate for the three-month period ended June 30, 2013 includes the effect of state income taxes and other discrete items as well as a benefit for tax credits on second quarter 2013 research and development tax expenditures. The Company's effective tax rate for the six-month period ended June 30, 2013 includes the effect of state income taxes and other discrete items, as well as a benefit for tax credits on first quarter 2013 and calendar year 2012 research and development tax expenditures, as legislation extending the research and development credit to 2012 and 2013 was enacted by Congress in January of 2013. The Company's effective tax rate for the three and six-month periods ended June 30, 2012 did not include a benefit for research and development tax credits.

The Company's liability recorded for uncertain tax positions as of June 30, 2013 has not changed significantly in amount or composition since December 31, 2012.

**Note 11. Segment Information**

The Company has four reportable segments. These segments are combinations of business units that offer similar products and services. A brief description of each segment is as follows:

**Asphalt Group** - This segment consists of three business units that design, engineer, manufacture and market a complete line of portable, stationary and relocatable hot-mix asphalt plants and related components and a variety of heaters, heat transfer processing equipment, thermal fluid storage tanks and concrete plants. The principal purchasers of these products are asphalt producers, highway and heavy equipment contractors and foreign and domestic governmental agencies.

**Aggregate and Mining Group** - This segment consists of seven business units that design, engineer, manufacture and market a complete line of rock crushers, feeders, conveyors, screens and washing equipment. The principal purchasers of these products are open-mine and quarry operators.

**Mobile Asphalt Paving Group** - This segment consists of three business units that design, engineer, manufacture and market asphalt pavers, asphalt material transfer vehicles, milling machines and paver screeds. The principal purchasers of these products are highway and heavy equipment contractors and foreign and domestic governmental agencies.

**Underground Group** - This segment currently consists of two business units that design, engineer, manufacture and market a complete line of drilling rigs for the oil and gas, geothermal and water well industries, high pressure diesel pump trailers for fracking and cleaning oil and gas wells and a four-track surface miner. This segment previously included American Augers, Inc., which was sold in November 2012.

**All Others** - This category consists of the Company's other business units, including Peterson Pacific Corp., Astec Australia Pty Ltd, Astec Insurance Company and the parent company, Astec Industries, Inc., that do not meet the requirements for separate disclosure as an operating segment.

The Company evaluates performance and allocates resources based on profit or loss from operations before U.S. federal income taxes and corporate overhead. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

**Segment Information:**

	(in thousands)					
	Three Months Ended					
	June 30, 2013					
	Asphalt Group	Aggregate and Mining Group	Mobile Asphalt Paving Group	Underground Group	All Others	Total
Net sales to external customers	\$ 63,153	\$ 99,884	\$ 45,750	\$ 17,094	\$ 22,246	\$ 248,127
Intersegment sales	2,572	14,782	5,129	2,266	-	24,749
Gross profit	11,878	25,615	11,171	2,232	4,546	55,442
Gross profit percent	18.8%	25.6%	24.4%	13.1%	20.4%	22.3%
Segment profit (loss)	\$ 4,061	\$ 11,141	\$ 4,608	\$ (768)	\$ (7,753)	\$ 11,289

	(in thousands)					
	Six Months Ended					
	June 30, 2013					
	Asphalt Group	Aggregate and Mining Group	Mobile Asphalt Paving Group	Underground Group	All Others	Total
Net sales to external customers	\$ 134,703	\$ 190,646	\$ 93,041	\$ 31,800	\$ 45,770	\$ 495,960
Intersegment sales	7,746	23,037	11,575	2,320	-	44,678
Gross profit	32,032	48,656	21,730	2,507	9,084	114,009
Gross profit percent	23.8%	25.5%	23.4%	7.9%	19.8%	23.0%
Segment profit (loss)	\$ 15,202	\$ 20,198	\$ 8,829	\$ (3,149)	\$ (15,927)	\$ 25,153

	(in thousands)					
	Three Months Ended					
	June 30, 2012					
	Asphalt Group	Aggregate and Mining Group	Mobile Asphalt Paving Group	Underground Group	All Others	Total
Net sales to external customers	\$ 59,431	\$ 94,860	\$ 45,160	\$ 19,230	\$ 19,594	\$ 238,275
Intersegment sales	6,140	6,320	6,265	418	112	19,255
Gross profit	11,775	25,818	10,151	2,054	3,263	53,061
Gross profit percent	19.8%	27.2%	22.5%	10.7%	16.7%	22.3%
Segment profit (loss)	\$ 3,902	\$ 11,567	\$ 4,082	\$ (873)	\$ (8,210)	10,468

	(in thousands)					
	Six Months Ended					
	June 30, 2012					
	Asphalt Group	Aggregate and Mining Group	Mobile Asphalt Paving Group	Underground Group	All Others	Total
Net sales to external customers	\$ 128,102	\$ 186,164	\$ 87,153	\$ 41,288	\$ 47,536	\$ 490,243
Intersegment sales	14,050	13,316	9,482	958	113	37,919
Gross profit	28,171	49,555	20,756	5,137	8,038	111,657
Gross profit percent	22.0%	26.6%	23.8%	12.4%	16.9%	22.8%
Segment profit (loss)	\$ 11,293	\$ 21,138	\$ 8,003	\$ (1,046)	\$ (17,423)	\$ 21,965

A reconciliation of total segment profits to the Company's consolidated totals is as follows (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Total segment profits	\$ 11,289	\$ 10,468	\$ 25,153	\$ 21,965
Elimination of intersegment profit	(136)	(887)	(750)	(360)
Net income from continuing operations	11,153	9,581	24,403	21,605
Income from discontinued operations, net of tax	-	848	-	1,082
Net income attributable to non-controlling interest in subsidiaries	(61)	(63)	(140)	(76)
Net income attributable to controlling interest	<u>\$ 11,092</u>	<u>\$ 10,366</u>	<u>\$ 24,263</u>	<u>\$ 22,611</u>

#### Note 12. Contingent Matters

Certain customers have financed purchases of Company products through arrangements in which the Company is contingently liable for customer debt of \$1,558,000 and \$2,091,000 as of June 30, 2013 and December 31, 2012, respectively. The maximum potential amount of future payments for which the Company would be liable was equal to \$1,558,000 as of June 30, 2013. These arrangements also provide that the Company will receive the lender's full security interest in the equipment financed if the Company is required to fulfill its contingent liability under these arrangements. The Company has recorded a liability of \$243,000 related to these guarantees as of June 30, 2013.

In addition, the Company is contingently liable under letters of credit issued by Wells Fargo totaling \$10,599,000 as of June 30, 2013, including a \$1,600,000 letter of credit issued on behalf of Astec Australia, one of the Company's foreign subsidiaries. The outstanding letters of credit expire at various dates through November 2017. As of June 30, 2013, Osborn is contingently liable for a total of \$1,560,000 in performance letters of credit, advance payments and retention guarantees. As of June 30, 2013, Astec Australia is contingently liable for a total of \$847,000 in performance bank guarantees. The maximum potential amount of future payments under these letters of credit and guarantees for which the Company could be liable is \$13,006,000 as of June 30, 2013.

The Company is currently a party to various claims and legal proceedings that have arisen in the ordinary course of business. If management believes that a loss arising from such claims and legal proceedings is probable and can reasonably be estimated, the Company records the amount of the loss (excluding estimated legal fees) or the minimum estimated liability when the loss is estimated using a range and no point within the range is more probable than another. As management becomes aware of additional information concerning such contingencies, any potential liability related to these matters is assessed and the estimates are revised, if necessary. If management believes that a loss arising from such claims and legal proceedings is either (i) probable but cannot be reasonably estimated or (ii) reasonably possible but not probable, the Company does not record the amount of the loss, but does make specific disclosure of such matter. Based upon currently available information and with the advice of counsel, management believes that the ultimate outcome of its current claims and legal proceedings, individually and in the aggregate, will not have a material adverse effect on the Company's financial position, cash flows or results of operations. However, claims and legal proceedings are subject to inherent uncertainties and rulings unfavorable to the Company could occur. If an unfavorable ruling were to occur, there exists the possibility of a material adverse effect on the Company's financial position, cash flows or results of operations.

During 2004, the Company received notice from the Environmental Protection Agency ("EPA") that it may be responsible for a portion of the costs incurred in connection with an environmental cleanup in Illinois. The discharge of hazardous materials and associated cleanup relate to activities occurring prior to the Company's acquisition of Barber-Greene in 1986. The Company believes that over 300 other parties have received similar notices. At this time, the Company cannot predict whether the EPA will seek to hold the Company liable for a portion of the cleanup costs or the amount of any such liability. The Company has not recorded a liability with respect to this matter because no estimate of the amount of any such liability can be made at this time.

#### **Note 13. Shareholders' Equity**

Under terms of the Company's stock option plans, officers and certain other employees were granted options to purchase the Company's common stock at no less than 100% of the market price on the date the option was granted. No additional options can be granted under these plans; however, the Company has reserved unissued shares of common stock for the exercise of the 17,862 unexercised and outstanding options as of June 30, 2013 under these employee plans. All options granted under these plans vested prior to 2007.

In addition, the Company's Non-employee Directors Stock Incentive Plan allows non-employee directors to have a personal financial stake in the Company through an ownership interest. Directors may elect to receive their compensation in cash, common stock, deferred stock or stock options. Options granted under the Non-employee Directors Stock Incentive Plan vest and become fully exercisable immediately. All stock options have a 10-year term. The shares reserved under the 1998 Non-Employee Directors Stock Incentive Plan total 122,575 as of June 30, 2013, of which 100,958 shares are available for future grants of stock or deferred stock to directors. No additional options can be granted under this plan. The fair value of stock awards granted to non-employee directors totaled \$58,000 for each of the three-month periods ended June 30, 2013 and 2012. The fair value of stock awards granted to non-employee directors totaled \$116,000 for each of the six-month periods ended June 30, 2013 and 2012.

In 2006, the Company adopted a five-year plan to award key members of management restricted stock units (“RSUs”) each year under the Company’s 2006 Incentive Plan. The plan allowed the Company to grant up to 700,000 RSUs to employees based upon the annual performance of individual subsidiaries and the Company as a whole during each of the five years ended December 31, 2010. Additional RSUs were granted in 2011 based upon cumulative five-year performance. Generally, each award will vest at the end of five years from its date of grant, or at the time a recipient retires after reaching age 65, if earlier. In early 2011, a subsequent plan was formulated under the Company’s 2011 Incentive Plan, which was approved by the Company’s shareholders in their annual meeting held in April 2011. This plan also allows the Company to grant up to 700,000 RSUs to employees and will operate in a similar fashion to the 2006 Incentive Plan for each of the five years ending December 31, 2015. Compensation expense of \$151,000 and \$371,000 has been recorded in the three-month periods ended June 30, 2013 and 2012, respectively, to reflect the fair value of the total shares granted or expected to be granted under both plans, amortized over the portion of the vesting period occurring during the periods. Compensation expense of \$528,000 and \$438,000 has been recorded in the six-month periods ended June 30, 2013 and 2012, respectively, to reflect the fair value of the total shares granted or expected to be granted under both plans, amortized over the portion of the vesting period occurring during the periods. No RSUs vested during the three-month periods ended June 30, 2013 and 2012. A total of 68,629 and 62,307 RSUs vested during the six-month periods ended June 30, 2013 and 2012, respectively. The Company withheld 22,330 and 19,146 shares due to statutory payroll tax withholding requirements upon the vesting of the RSUs in the first six months of 2013 and 2012, respectively, and used Company funds to remit the related required minimum withholding taxes to the various tax authorities. The vesting date fair value of the RSUs that vested in the six-month periods ended June 30, 2013 and 2012 was \$2,405,000 and \$2,233,000, respectively.

**Note 14. Seasonality**

Based upon historical results of the past several years, 51% to 53% of the Company’s annual revenues typically occur during the first six months of the year.

**Note 15. Other Income, net of expenses**

Other income, net of expenses for the three and six-month periods ended June 30, 2013 and 2012 is presented below (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Interest income	\$ 239	\$ 288	\$ 578	\$ 535
Gain (loss) on investments	(212)	(23)	(164)	51
License fee income	76	67	290	493
Other	(71)	289	80	390
Total	\$ 32	\$ 621	\$ 784	\$ 1,469

**Note 16. Derivative Financial Instruments**

The Company is exposed to certain risks related to its ongoing business operations. The primary risk managed by using derivative instruments is foreign currency risk. From time to time the Company’s foreign subsidiaries enter into foreign currency exchange contracts to mitigate exposure to fluctuations in currency exchange rates. The fair value of the derivative financial instrument is recorded on the Company’s balance sheet and is adjusted to fair value at each measurement date. The changes in fair value are recognized in the consolidated statements of income in the current period. The Company does not engage in speculative transactions nor does it hold or issue financial instruments for trading purposes. The average U.S. dollar equivalent notional amount of outstanding foreign currency exchange contracts was \$12,041,000 during the six-month period ended June 30, 2013. The Company reported \$1,001,000 of derivative assets in short-term investments at June 30, 2013. At December 31, 2012, the Company reported \$145,000 of derivative liabilities in other accrued liabilities. The Company recognized, as a component of cost of sales, a net gain on the change in fair value of derivative financial instruments of \$939,000 in the three-month period ended June 30, 2013. In the three-months ended June 30, 2012, the Company recognized as a component of cost of sales, a net loss of \$77,000. For the six-month period ended June 30, 2013, the Company recognized, as a component of cost of sales, a net gain of \$1,276,000. In the six-months ended June 30, 2012, the Company recognized, as a component of cost of sales, a net loss of \$401,000. There were no derivatives that were designated as hedges at June 30, 2013.



**Note 17. Business Formation**

The Company has funded \$7,500,000 of an expected \$12,000,000 investment in Astec Agregados E Mineracao Do Brasil LTDA (“Astec Brazil”) located in Vespasiano, Minas Gerais, Brazil, a consolidated subsidiary of the Company. When fully funded by both the Company and a minority Brazil based shareholder, the Company anticipates a 75% ownership in Astec Brazil. To date, Astec Brazil has had only limited revenues and start-up related expenditures, but plans to construct a manufacturing facility in Brazil during 2013 with an expected cost of approximately \$20,000,000. Ground breaking for the manufacturing facility occurred in June 2013. Astec Brazil plans to fund the acquisition costs of the plant with borrowings from the parent company and the costs of equipment with borrowings from a local Brazilian bank. The Company expects to increase its international market penetration in Brazil and Latin American countries with the aggregate and mining segment’s product lines to be produced in this facility.

**Note 18. Discontinued Operations**

In October 2012, the Company entered into an agreement to sell its American Augers, Inc. (“Augers”) subsidiary, as well as certain assets related to the Trencor large trencher product line of Astec Underground, Inc., to The Charles Machine Works, Inc. of Perry, Oklahoma. Augers and the Trencor large trencher product line were part of the Company’s Underground Group. The sale of Augers included substantially all the assets and liabilities of Augers and was completed on November 30, 2012 for \$42,940,000, net of cash included in the sale and subject to closing adjustments. The Company retained the Augers vertical oil and gas drill rig product line and transferred it to the Company’s GEFCO, Inc. subsidiary located in Enid, Oklahoma. This divestiture, as well as the sale of the small utility trencher and drill line of products to Toro earlier in 2012, is part of the Company’s strategy to exit the cyclical underground sector.

Augers’ results of operations are presented as discontinued operations for the three and six-month periods ended June 30, 2012 in the Company’s consolidated statements of income. The sales of the Trencor large trencher product line, the small utility trencher and drill product lines, and their operating results during 2012 were immaterial and are included in 2012 results from continuing operations in the consolidated statements of income. Augers’ previously reported sales of \$15,600,000 and \$30,270,000 for the three and six-month periods ended June 30, 2012 are excluded from sales reported in the accompanying consolidated statements of income. The post-closing adjustments to the sales price were finalized in June 2013, and the resulting \$499,000 purchase price adjustment payable from the Company to the buyer is included in other current liabilities in the Company’s June 30, 2013 consolidated balance sheet.

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

### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements contained anywhere in this Quarterly Report on Form 10-Q that are not limited to historical information are considered 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 and are sometimes identified by the words “will,” “would,” “should,” “could,” “may,” “believes,” “anticipates,” “intends,” “forecasts” and “expects” and similar expressions. Such forward-looking statements include, without limitation, statements regarding the Company's expected sales and results of operations during 2013, the Company's expected capital expenditures in 2013, the expected benefit and impact of financing arrangements, the ability of the Company to meet its working capital and capital expenditure requirements through June 30, 2014, the amount and impact of any current or future state or federal funding for transportation construction programs, the need for road improvements, the amount and impact of other public sector spending and funding mechanisms, changes in the economic environment as it affects the Company, the timing and impact of changes in the economy, the market confidence of customers and dealers, the Company being called upon to fulfill certain contingencies, the expected dates of granting of restricted stock units, changes in interest rates and the impact of such changes on the financial results of the Company, changes in the prices of steel and oil and the impact of such changes generally and on the demand for the Company's products, customer's buying decisions and the Company's business, the ability of the Company to offset future changes in prices in raw materials, the change in the strength of the dollar and the level of the Company's presence and sales in international markets, the impact that further development of domestic oil and natural gas production capabilities would have on the domestic economy and the Company's business, the seasonality of the Company's business, the percentage of the Company's equipment sold directly to end users, the amount or value of unrecognized tax benefits, plans for the startup of the Company's manufacturing facility in Brazil, payment of dividends by the Company, the Company's discussion of its critical accounting policies and the ultimate outcome of the Company's current claims and legal proceedings.

These forward-looking statements are based largely on management's expectations, which are subject to a number of known and unknown risks, uncertainties and other factors discussed in this Report and in other documents filed by the Company with the Securities and Exchange Commission, which may cause actual results, financial or otherwise, to be materially different from those anticipated, expressed or implied by the forward-looking statements. All forward-looking statements included in this document are based on information available to the Company on the date hereof, and the Company assumes no obligation to update any such forward-looking statements to reflect future events or circumstances.

The risks and uncertainties identified herein under the caption “Item 1A. Risk Factors” in Part II of this Report, elsewhere herein and in other documents filed by the Company with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, should be carefully considered when evaluating the Company's business and future prospects.

## Overview

The Company is a leading manufacturer and seller of equipment for road building, aggregate processing, geothermal, water and oil and gas drilling and wood processing. The Company's businesses:

- design, engineer, manufacture and market equipment that is used in each phase of road building, including quarrying and crushing the aggregate to producing asphalt or concrete, recycling old asphalt or concrete and applying the asphalt;
- design, engineer, manufacture and market additional equipment and components including geothermal drilling, oil and natural gas drilling, industrial heat transfer, wood chipping and grinding, wood pellet processing; and
- manufacture and sell replacement parts for equipment in each of its product lines.

The Company has 15 manufacturing companies, 14 of which fall within four reportable operating segments, which include the Asphalt Group, the Aggregate and Mining Group, the Mobile Asphalt Paving Group and the Underground Group. The business units in the Asphalt Group design, manufacture and market a complete line of asphalt plants and related components, heating and heat transfer processing equipment and storage tanks for the asphalt paving and other unrelated industries including energy production, concrete mixing plants and wood pellet processing equipment. The business units in the Aggregate and Mining Group design, manufacture and market equipment for the aggregate, metallic mining and recycling industries. The business units in the Mobile Asphalt Paving Group design, manufacture and market asphalt pavers, material transfer vehicles, milling machines, stabilizers and screeds. The business units in the Underground Group design, manufacture and market portable drilling rigs and related equipment for the water well, environmental, groundwater monitoring, construction, geothermal, mining and oil and gas exploration and production industries. The Company also has one other category that contains the business units that do not meet the requirements for separate disclosure as an operating segment. The business units in the Other category include Peterson Pacific Corp. ("Peterson"), Astec Australia Pty Ltd ("Astec Australia"), Astec Insurance Company ("Astec Insurance" or "the captive") and Astec Industries, Inc., the parent company. The Other group's results also include United States federal income taxes on all companies, which are recorded on the parent company's books. Peterson designs, manufactures and markets whole-tree pulpwood chippers, horizontal grinders and blower trucks. Astec Australia markets and installs equipment, services and provides parts for many of the products produced by the Company's manufacturing companies. Astec Insurance is a captive insurance company.

The Company's financial performance is affected by a number of factors, including the cyclical nature and varying conditions of the markets it serves. Demand in these markets fluctuates in response to overall economic conditions and is particularly sensitive to the amount of public sector spending on infrastructure development, privately funded infrastructure development, changes in the price of crude oil, which affects the cost of fuel and liquid asphalt, and changes in the price of steel.

In recent history through September 2009, federal funding for road, highway and bridge construction, repair and improvement of the federal highways and other transit projects was accomplished by long-term (typically six years) legislation. From September 2009 until July 2012 such federal funding was accomplished by several shorter term legislative actions. The Company believes that federal highway funding enacted through long-term legislation positively influences the purchasing decisions of the Company's customers who are more comfortable making purchasing decisions with multi-year legislation in place. Federal funding provides for approximately 25% of all highway, street, roadway and parking construction in the United States.

The U.S. Congress funded federal transportation expenditures for the fiscal year ended September 30, 2011 at the 2010 level of \$41.1 billion, and it approved short-term funding of federal transportation expenditures through June 30, 2012 at the same levels. In July 2012, President Obama signed into law the “Moving Ahead for Progress in the 21st Century Act” (“Map-21”), which authorized \$105 billion of federal spending on highway and public transportation programs through fiscal year 2014. Map-21 is the first long-term highway legislation enacted since 2005 and continues federal highway and transit funding at 2012 levels with modest increases for inflation. Although the Company believes Map-21 will help stabilize the federal highway program in the near term, the Company believes a longer multi-year highway program would have the greatest positive impact on the road construction industry and allow its customers to plan and execute longer-term projects. The level of future federal highway construction is uncertain and any future funding may be at lower levels than in the past.

Several other countries have implemented infrastructure spending programs to stimulate their economies. The Company believes these spending programs have had a positive impact on its financial performance; however, the magnitude of that impact cannot be determined.

The public sector spending described above is needed to fund road, bridge and mass transit improvements. The Company believes that increased funding is unquestionably needed to restore the nation’s highways to a quality level required for safety, fuel efficiency and mitigation of congestion. In the Company’s opinion, amounts needed for such improvements are significantly greater than amounts approved to date, and funding mechanisms such as the federal usage fee per gallon of gasoline, which is currently still at the 1993 level of 18.4 cents per gallon, would likely need to be increased along with other measures to generate the funds needed.

In addition to public sector funding, the economies in the markets the Company serves, the price of oil and its impact on customers’ purchasing decisions and the price of steel may each affect the Company’s financial performance. Economic downturns generally result in decreased purchasing by the Company’s customers, which, in turn, causes reductions in sales and increased pricing pressure on the Company’s products. Rising interest rates also typically negatively impact customers’ attitudes toward purchasing equipment. The Federal Reserve has maintained historically low interest rates in response to the current economic downturn; however, interest rates may increase during the remainder of 2013 and thereafter.

Significant portions of the Company’s revenues relate to the sale of equipment involved in the production, handling, recycling or installation of asphalt mix. Liquid asphalt is a by-product of oil production. An increase in the price of oil increases the cost of asphalt, which is likely to decrease demand for asphalt and therefore decrease demand for certain Company products. While increasing oil prices may have a negative financial impact on many of the Company’s customers, the Company’s equipment can use a significant amount of recycled asphalt pavement, thereby mitigating the effect of increased oil prices on the final cost of asphalt for the customer. The Company continues to develop products and initiatives to reduce the amount of oil and related products required to produce asphalt mix. Oil price volatility makes it difficult to predict the costs of oil-based products used in road construction such as liquid asphalt and gasoline. The Company’s customers appear to be adapting their prices in response to the fluctuating oil prices, and the fluctuations did not appear to significantly impair equipment purchases in 2012 or the first half of 2013. The Company expects oil prices to continue to fluctuate in 2013 and thereafter. Minor fluctuations in oil prices should not have a significant impact on customers’ buying decisions. However, political uncertainty in oil producing countries, interruptions in oil production due to disasters, whether natural or man-made, or other economic factors could significantly impact oil prices, which could negatively impact demand for the Company’s products.

Contrary to the negative impact of higher oil prices on many of the Company’s products as discussed above, sales of several of the Company’s products, including products manufactured by the Underground Group, which are used to drill for oil and natural gas, would benefit from higher oil and natural gas prices, to the extent that such higher prices lead to further development of oil and natural gas production. The Company believes further development of domestic oil and natural gas production capabilities is needed and would positively impact the domestic economy and the Company’s business.

Steel is a major component in the Company's equipment. Continued weakness in demand and abundant supply has kept steel prices at low levels during the first half of 2013. Material inputs such as scrap, iron ore and coking coal, also currently at low cost levels, will significantly affect the price of steel for the remainder of 2013. Management believes that continued supply and demand imbalances will result in relatively stable input costs and anticipates steel prices will remain close to current levels with some modest increases possible through the remainder of 2013. The Company will review the trends in steel prices during the latter portion of 2013 and establish future contract pricing accordingly to minimize the impact of any potential price increases.

In addition to the factors stated above, many of the Company's markets are highly competitive, and its products compete worldwide with a number of other manufacturers and dealers that produce and sell similar products. During 2010, 2011 and a portion of 2012 a weak dollar, combined with improving economic conditions in certain foreign economies, had a positive impact on the Company's international sales. The dollar strengthened against many foreign currencies during the later portion of 2012 and the first half of 2013, which has negatively impacted pricing in certain foreign markets. Increasing domestic interest rates or weakening economic conditions abroad could cause the dollar to further strengthen, which could negatively impact the Company's international sales.

In the United States and internationally, the Company's equipment is marketed directly to customers as well as through dealers. In recent years, approximately 75% to 80% of equipment sold by the Company was sold directly to the end user. The Company expects this ratio to remain relatively consistent through 2013.

The Company is operated on a decentralized basis and there is a complete management team for each operating subsidiary. Finance, insurance, legal, shareholder relations, corporate accounting and other corporate matters are primarily handled at the corporate level (i.e., Astec Industries, Inc., the parent company). The engineering, design, sales, manufacturing and basic accounting functions are all handled at each individual subsidiary. Standard accounting procedures are prescribed and followed in all reporting.

The non-union employees of each subsidiary have the opportunity to earn profit-sharing incentives in the aggregate of up to 10% of each subsidiary's after-tax profit if such subsidiary meets established goals. These goals are based on the subsidiary's return on capital employed, cash flow on capital employed and safety. The profit-sharing incentives for subsidiary presidents are normally paid from a separate corporate pool.

## **Results of Operations**

### **Net Sales**

Net sales increased \$9,852,000 or 4.1% from \$238,275,000 for the second quarter of 2012 (after eliminating sales by American Augers, which was sold in November 2012) to \$248,127,000 for the second quarter of 2013. Sales are generated primarily from new equipment and parts sales to domestic and international customers. Sales increased by \$5,024,000 in the Aggregate and Mining Group, \$3,722,000 in the Asphalt Group, \$2,652,000 in the Other Group and \$590,000 in the Mobile Asphalt Paving Group. These increased sales were offset by decreased sales of \$2,136,000 in the Underground Group.

Net sales increased \$5,717,000 or 1.2% from \$490,243,000 for the first six months of 2012 (after eliminating sales by American Augers, which was sold in November 2012) to \$495,960,000 for the first six months of 2013. Sales are generated primarily from new equipment and parts sales to domestic and international customers. Sales increased by \$6,601,000 in the Asphalt Group, \$5,888,000 in the Mobile Asphalt Paving Group and \$4,482,000 in the Aggregate and Mining Group. These increased sales were offset by sales decreases of \$9,488,000 in the Underground Group and \$1,766,000 in the Other Group.

Domestic sales for the second quarter of 2013 were \$162,304,000 or 65.4% of consolidated net sales compared to \$154,381,000 or 64.8% of consolidated net sales for the second quarter of 2012, an increase of \$7,923,000 or 5.1%, due primarily to increases in sales by the Asphalt, Aggregate and Mining, Mobile Asphalt Paving and Other groups. International sales for the second quarter of 2013 were \$85,823,000 or 34.6% of consolidated net sales compared to \$83,894,000 or 35.2% of consolidated net sales for the second quarter of 2012, an increase of \$1,929,000 or 2.3%, due primarily to increases in sales by the Other, Aggregate and Mining and Underground groups, offset by sales decreases in the Asphalt and Asphalt Mobile Paving groups. The increases in international sales occurred primarily in Africa, the West Indies, the Middle East, Brazil and Australia, offset by sales decreases in Canada, the Post-Soviet States and South America, excluding Brazil.

Domestic sales for the first six months of 2013 were \$324,245,000 or 65.4% of consolidated net sales compared to \$309,454,000 or 63.1% of consolidated net sales for the first six months of 2012, an increase of \$14,791,000 or 4.8%, due primarily to increases in sales by the Asphalt, Mobile Asphalt Paving and Other groups, offset by a decrease in sales by the Underground group. International sales for the first six months of 2013 were \$171,715,000 or 34.6% of consolidated net sales compared to \$180,789,000 or 36.9% of consolidated net sales for the first six months of 2012, a decrease of \$9,074,000 or 5.0%, due primarily to decreases in sales by the Other, Asphalt, Mobile Asphalt Paving and Underground groups, offset by a sales increase in the Aggregate and Mining group. Sales were negatively impacted by economic uncertainties in several of the countries in which the Company markets its products as well as a strengthening of the U.S. dollar against many foreign currencies. The decreases in international sales occurred primarily in Australia, the Post-Soviet States and South America, including Brazil, offset by sales increases in Africa, Europe and the West Indies.

Parts sales for the second quarter of 2013 were \$62,736,000 compared to \$60,079,000 for the second quarter of 2012, an increase of \$2,657,000 or 4.4%. Parts sales as a percentage of net sales increased 10 basis points from 25.2% for the second quarter of 2012 to 25.3% for the second quarter of 2013.

Parts sales for the first six months of 2013 were \$130,768,000 compared to \$132,881,000 for the first six months of 2012, a decrease of \$2,113,000 or 1.6%. Parts sales as a percentage of net sales decreased 70 basis points from 27.1% for the first six months of 2012 to 26.4% for the first six months of 2013.

#### **Gross Profit**

Consolidated gross profit increased \$2,381,000 or 4.5% to \$55,442,000 for the second quarter of 2013 compared to \$53,061,000 for the second quarter of 2012. Gross profit as a percentage of sales remained flat at 22.3% for the second quarter of 2012 and 2013.

Consolidated gross profit increased \$2,352,000 or 2.1% to \$114,009,000 for the first six months of 2013 compared to \$111,657,000 for the first six months of 2012. Gross profit as a percentage of sales increased 20 basis points from 22.8% for the first six months of 2012 to 23.0% for the first six months of 2013.

#### **Selling, General, Administrative and Engineering Expenses**

Selling, general, administrative and engineering expenses for the second quarter of 2013 were \$37,795,000, or 15.2% of net sales, compared to \$38,456,000, or 16.1% of net sales for the second quarter of 2012, a decrease of \$661,000, or 1.7%.

Selling, general, administrative and engineering expenses for the first six months of 2013 were \$78,162,000, or 15.8% of net sales, compared to \$78,599,000, or 16.0% of net sales for the first six months of 2012, a decrease of \$437,000, or 0.6%.

**Interest Expense**

Interest expense for the second quarter of 2013 increased \$34,000 to \$76,000 from \$42,000 for the second quarter of 2012.

Interest expense for the first six months of 2013 increased \$59,000 to \$147,000 from \$88,000 for the first six months of 2012.

**Other Income, net of expenses**

Other income, net of expenses was \$32,000 for the second quarter of 2013 compared to \$621,000 for the second quarter of 2012, a decrease of \$589,000. Other income is generated primarily by earnings on investments held by Astec Insurance, the Company's captive insurance company, as well as interest income and license fee income. The decrease between years is primarily related to decreases in royalties, interest income and investment earnings between periods.

Other income, net of expenses was \$784,000 for the first six months of 2013 compared to \$1,469,000 for the first six months of 2012, a decrease of \$685,000. Other income is generated primarily by earnings on investments held by Astec Insurance, the Company's captive insurance company, as well as interest income and license fee income. The decrease between years is primarily related to decreases in license fee income, interest income and investment earnings between periods.

**Income Tax on Continuing Operations**

Income tax expense on continuing operations for the second quarter of 2013 was \$6,450,000, compared to \$5,603,000 for the second quarter of 2012. The Company's combined effective tax rates for the second quarters of 2013 and 2012 were 36.6% and 36.9%, respectively.

Income tax expense on continuing operations for the first six months of 2013 was \$12,081,000, compared to \$12,834,000 for the first six months of 2012. The Company's combined effective tax rates for the first six months of 2013 and 2012 were 33.1% and 37.3%, respectively. The effective tax rate for the first six months of 2013 was favorably impacted by benefits for research and development tax credits on eligible expenses incurred in both 2012 and the first six months of 2013, as the tax legislation enacting the tax credit for 2012 was not approved by Congress until January 2013.

**Net Income**

The Company had net income attributable to controlling interest of \$11,092,000 for the second quarter of 2013 compared to \$10,366,000 for the second quarter of 2012, an increase of \$726,000, or 7.0%. Net income attributable to controlling interest per diluted share was \$0.48 for the second quarter of 2013 compared to \$0.45 for the second quarter of 2012, an increase of \$0.03 or 6.7%. Diluted shares outstanding for the quarters ended June 30, 2013 and 2012 were 23,069,000 and 23,041,000, respectively.

The Company had net income attributable to controlling interest of \$24,263,000 for the first six months of 2013 compared to \$22,611,000 for the first six months of 2012, an increase of \$1,652,000, or 7.3%. Net income attributable to controlling interest per diluted share was \$1.05 for the first six months of 2013 compared to \$0.98 for the first six months of 2012, an increase of \$0.07 or 7.1%. Diluted shares outstanding for the six months ended June 30, 2013 and 2012 were 23,075,000 and 23,047,000, respectively.

**Business Divestiture**

On October 31, 2012, the Company entered into an agreement to sell its ownership interest in American Augers, Inc., (“Augers”) a wholly owned subsidiary of the Company, as well as certain assets of the Trencor large trencher product line of Astec Underground to The Charles Machine Works, Inc. The sale of Augers was completed in November 2012 and is being accounted for as a discontinued operations, and therefore revenues, expenses and net income from continuing operations for the three and six-month periods ended June 30, 2012 shown in the consolidated statement of income have been adjusted from previously reported results to exclude the operations of Augers. Augers accounted for approximately \$15,600,000 and \$30,270,000 of net sales during the three and six months ended June 30, 2012, respectively.

The Company’s strategy over the years has been to buy and grow companies; however, the Company sold its utility trencher and drill line to Toro earlier in 2012, and the opportunity subsequently arose to sell the Company’s investment in Augers and the Trencor line of large trenchers at Astec Underground. This sale will allow future redeployment of the investment into the Company’s core industries of infrastructure, mining and energy. The Company retained the vertical oil drilling rigs and related equipment product lines, which have been relocated to GEFCO in Enid, Oklahoma.

**Dividends**

In November 2012, the Company declared its first ever dividend to the holders of its common stock. The \$1.00 per share dividend was paid in December 2012 to shareholders of record of the Company’s common stock on November 20, 2012.

On February 28, 2013, the Company’s Board of Directors approved a dividend policy pursuant to which the Company began paying a quarterly \$0.10 per share dividend on its common stock beginning in the second quarter of 2013. The actual amount of future quarterly dividends, if any, will be based upon the Company’s financial position, results of operations, cash flows, capital requirements and restrictions under the Company’s existing credit agreement among other factors. The Board retained the power to modify, suspend or cancel the Company’s dividend policy in any manner and at any time it deems necessary or appropriate in the future. The Company paid its first quarterly dividend of \$0.10 per common share to shareholders on May 30, 2013.

**Backlog**

The backlog of orders as of June 30, 2013 was \$240,623,000 compared to \$254,800,000 as of June 30, 2012, a decrease of \$14,177,000, or 5.6%. Domestic backlogs decreased \$6,765,000 or 4.6%, and international backlogs decreased \$7,412,000 or 6.9%. The June 30, 2013 backlog was comprised of 58.3% domestic orders and 41.7% international orders as compared to 57.7% domestic orders and 42.3% international orders as of June 30, 2012. The Company is unable to determine whether the changes in backlogs were experienced by the industry as a whole; however, the Company believes the changes in backlogs reflect the current economic conditions the industry is experiencing.



**Segment Net Sales-Quarter** (in thousands):

	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Asphalt Group	\$ 63,153	\$ 59,431	\$ 3,722	6.3%
Aggregate and Mining Group	99,884	94,860	5,024	5.3%
Mobile Asphalt Paving Group	45,750	45,160	590	1.3%
Underground Group	17,094	19,230	(2,136)	(11.1%)
Other Group	22,246	19,594	2,652	13.5%

Asphalt Group: Sales in this group were \$63,153,000 for the second quarter of 2013 compared to \$59,431,000 for the same period in 2012, an increase of \$3,722,000 or 6.3%. Domestic sales for the Asphalt Group increased \$6,127,000 or 13.6% for the second quarter of 2013 compared to the same period in 2012 due primarily to one large asphalt plant order received in 2009 finally shipped during the second quarter of 2013. Sales by the Asphalt group were negatively impacted in the second quarter of 2013 by abnormally high rainfall levels in many areas of the United States which delayed equipment shipments due to customers not being able to complete their site preparations for the equipment. International sales for the Asphalt Group decreased \$2,405,000 or 16.7% for the second quarter of 2013 compared to the same period in 2012 due primarily to decreased sales in Canada offset by increased sales in the Middle East. Parts sales for the Asphalt Group increased 13.2% for the second quarter of 2013 compared to the same period in 2012.

Aggregate and Mining Group: Sales in this group were \$99,884,000 for the second quarter of 2013 compared to \$94,860,000 for the same period in 2012, an increase of \$5,024,000 or 5.3%. Domestic sales for the Aggregate and Mining Group increased \$3,501,000 or 7.1% for the second quarter of 2013 compared to the same period in 2012. International sales for the Aggregate and Mining Group increased \$1,523,000 or 3.4% for the second quarter of 2013 compared to the same period in 2012. The increases in international sales occurred primarily in Brazil, Africa, the West Indies and Central America offset by decreases in sales in Europe. Parts sales for this group increased 7.1% for the second quarter of 2013 compared to the same period in 2012.

Mobile Asphalt Paving Group: Sales in this group were \$45,750,000 for the second quarter of 2013 compared to \$45,160,000 for the same period in 2012, an increase of \$590,000 or 1.3%. Domestic sales for the Mobile Asphalt Paving Group increased \$1,151,000 or 3.2% for the second quarter of 2013 compared to the same period in 2012 due primarily to the impact of the new Map-21 long-term federal funding passed by Congress in 2012 as well as gains in market share. Mobile Asphalt Paving group's sales were negatively impacted by abnormally high rainfall levels in many areas of the United States which delayed many customers' road construction and repaving projects. International sales for the Mobile Asphalt Paving Group decreased \$561,000 or 5.9% for the second quarter of 2013 compared to the same period in 2012. The decrease in international sales occurred primarily in Canada and the West Indies offset by increased sales in Europe. Parts sales for this group decreased 4.5% for the second quarter of 2013 compared to the same period in 2012.

Underground Group: Sales in this group were \$17,094,000 for the second quarter of 2013 compared to \$19,230,000 for the same period in 2012, a decrease of \$2,136,000 or 11.1%. Domestic sales for the Underground Group decreased \$3,548,000 or 21.7% for the second quarter of 2013 compared to the same period in 2012. International sales for the Underground Group increased \$1,412,000 or 48.9% for the second quarter of 2013 compared to the same period in 2012. The increases in international sales occurred primarily in Africa and were offset by a decrease in sales in South America, including Brazil. Parts sales for this group decreased 14.2% for the second quarter of 2013 compared to the same period in 2012.

Other Group: Sales in this group were \$22,246,000 for the second quarter of 2013 compared to \$19,594,000 for the same period in 2012, an increase of \$2,652,000 or 13.5%. Domestic sales for the Other Group increased \$692,000 or 8.7% for the second quarter of 2013 compared to the same period in 2012 due to increases in sales by Peterson Pacific. International sales for the Other Group increased \$1,960,000 or 16.8% for the second quarter of 2013 compared to the same period in 2012. The increases in international sales occurred primarily in Australia. Parts sales for this group increased 7.4% for the second quarter of 2013 compared to the same period in 2012.

**Segment Net Sales-Six Months** (in thousands):

	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Asphalt Group	\$ 134,703	\$ 128,102	\$ 6,601	5.2%
Aggregate and Mining Group	190,646	186,164	4,482	2.4%
Mobile Asphalt Paving Group	93,041	87,153	5,888	6.8%
Underground Group	31,800	41,288	(9,488)	(23.0%)
Other Group	45,770	47,536	(1,766)	(3.7%)

Asphalt Group: Sales in this group were \$134,703,000 for the first six months of 2013 compared to \$128,102,000 for the same period in 2012, an increase of \$6,601,000 or 5.2%. Domestic sales for the Asphalt Group increased \$9,606,000 or 10.0% for the first six months of 2013 compared to the same period in 2012 due to improved economic conditions and one large asphalt plant order received in 2009 finally shipped during the second quarter of 2013. International sales for the Asphalt Group decreased \$3,005,000 or 9.5% for first six months of 2013 compared to the same period in 2012 due primarily to decreased sales in the Post-Soviet states, Canada and Asia offset by increased sales in Russia, the West Indies, Europe and the Middle East. Parts sales for the Asphalt Group increased 3.7% for the first six months of 2013 compared to the same period in 2012.

Aggregate and Mining Group: Sales in this group were \$190,646,000 for the first six months of 2013 compared to \$186,164,000 for the same period in 2012, an increase of \$4,482,000 or 2.4%. Domestic sales for the Aggregate and Mining Group increased \$335,000 or 0.3% for the first six months of 2013 compared to the same period in 2012. International sales for the Aggregate and Mining Group increased \$4,147,000 or 4.7% for the first six months of 2013 compared to the same period in 2012. The increases in international sales occurred primarily in Russia, Mexico, Africa and Canada and were offset by decreases in sales in Brazil and China. Parts sales for this group increased 6.0% for the first six months of 2013 compared to the same period in 2012.

Mobile Asphalt Paving Group: Sales in this group were \$93,041,000 for the first six months of 2013 compared to \$87,153,000 for the same period in 2012, an increase of \$5,888,000 or 6.8%. Domestic sales for the Mobile Asphalt Paving Group increased \$7,913,000 or 11.6% for first six months of 2013 compared to the same period in 2012 due primarily to the impact of the new Map-21 long-term federal funding passed by Congress in 2012 as well as gains in market share. Market share growth is attributed to favorable customer response to the Company's Tier IV compliant machinery and recently added features, such as remote diagnostic technology which allows factory technicians to diagnose performance issues over wireless connections via the internet. International sales for the Mobile Asphalt Paving Group decreased \$2,025,000 or 10.7% for the first six months of 2013 compared to the same period in 2012. The decrease in international sales occurred primarily in Russia and was offset by increased sales in Europe. Parts sales for this group decreased 7.8% for the first six months of 2013 compared to the same period in 2012.

Underground Group: Sales in this group were \$31,800,000 for the first six months of 2013 compared to \$41,288,000 for the same period in 2012, a decrease of \$9,488,000 or 23.0%. Domestic sales for the Underground Group decreased \$8,837,000 or 27.4% for the first six months of 2013 compared to the same period in 2012 due primarily to the divestiture of the Trenchor product line in late 2012 and the partial usage of the Company's Loudon, Tennessee facility as a manufacturing center for products sold by other companies, both within and outside the Astec family of companies. International sales for the Underground Group decreased \$651,000 or 7.2% for the first six months of 2013 compared to the same period in 2012. The decreases in international sales occurred primarily in South America, Mexico and Canada and were offset by an increase in sales in Africa. Parts sales for this group decreased 34.4% for the first six months of 2013 compared to the same period in 2012.

Other Group: Sales in this group were \$45,770,000 for the first six months of 2013 compared to \$47,536,000 for the same period in 2012, a decrease of \$1,766,000 or 3.7%. Domestic sales for the Other Group increased \$5,775,000 or 37.3% for the first six months of 2013 compared to the same period in 2012 as a result of increases in sales of recyclers and grinders by Peterson Pacific due primarily to improved economic conditions in the domestic housing and other markets. International sales for the Other Group decreased \$7,541,000 or 23.5% for the first six months of 2013 compared to the same period in 2012. The decreases in international sales occurred primarily in Australia and South America and were offset by increases in sales in Canada and Europe. Parts sales for this group increased 4.8% for the first six months of 2013 compared to the same period in 2012.

**Segment Profit (Loss)-Quarter** (in thousands):

	Three Months Ended June 30,		\$ Change	% Change
	2013	2012		
Asphalt Group	\$ 4,061	\$ 3,902	\$ 159	4.1%
Aggregate and Mining Group	11,141	11,567	(426)	(3.7%)
Mobile Asphalt Paving Group	4,608	4,082	526	12.9%
Underground Group	(768)	(873)	105	12.0%
Other Group	(7,753)	(8,210)	457	5.6%

Asphalt Group: Segment profit for this group was \$4,061,000 for the second quarter of 2013 compared to \$3,902,000 for the same period in 2012, an increase of \$159,000 or 4.1%. This group's profits between periods were positively impacted by increased sales of \$3,722,000 and reduced selling, general, administrative and engineering expenses, primarily research and development expenses, partially offset by a 100 basis point decrease in gross margins due primarily to increased plant under-absorption.

Aggregate and Mining Group: Segment profit for this group was \$11,141,000 for the second quarter of 2013 compared to \$11,567,000 for the same period in 2012, a decrease of \$426,000 or 3.7%. This group's profits were negatively impacted by a 160 basis point decrease in gross margins and increased foreign income taxes on the Company's foreign subsidiaries in this group, which were partially offset by a \$5,024,000 increase in sales and a reduction in research and development expenses.

Mobile Asphalt Paving Group: Segment profit for this group was \$4,608,000 for the second quarter of 2013 compared to \$4,082,000 for the second quarter of 2012, an increase of \$526,000 or 12.9%. This increase is due primarily to a 190 basis point increase in gross margin and reduced selling, general, administrative and engineering expenses for the second quarter of 2013 compared to the second quarter of 2012.

Underground Group: This group had a segment loss of \$768,000 for the second quarter of 2013 compared to a loss of \$873,000 for the second quarter of 2012, an improvement of \$105,000 or 12.0%. This improvement is due primarily to a 240 basis point increase in gross margins and reduced selling, general, administrative and engineering expenses for the second quarter of 2013 compared to the second quarter of 2012, which were offset by a \$2,136,000 decrease in sales.

Other Group: The Other Group had a segment loss of \$7,753,000 for the second quarter of 2013 compared to a loss of \$8,210,000 for the second quarter of 2012, an improvement of \$457,000 or 5.6%. The improvement in profits in the second quarter of 2013 as compared to the second quarter of 2012 is due primarily to increased gross profits resulting from a \$2,652,000 increase in sales and a 370 point increase in gross margins, which were partially offset by increased selling expenses and income taxes.

**Segment Profit (Loss)-Six Months** (in thousands):

	Six Months Ended June 30,		\$ Change	% Change
	2013	2012		
Asphalt Group	\$ 15,202	\$ 11,293	\$ 3,909	34.6%
Aggregate and Mining Group	20,198	21,138	(940)	(4.4%)
Mobile Asphalt Paving Group	8,829	8,003	826	10.3%
Underground Group	(3,149)	(1,046)	(2,103)	(201.1%)
Other Group	(15,927)	(17,423)	1,496	8.6%

Asphalt Group: Segment profit for this group was \$15,202,000 for the first six months of 2013 compared to \$11,293,000 for the same period in 2012, an increase of \$3,909,000 or 34.6%. This increase is due primarily to a \$6,601,000 increase in sales and a 180 basis point increase in gross margin and a reduction in selling, general, administrative and engineering expenses, primarily research and development expenses, for the first six months of 2013 as compared to the first six months of 2012.

Aggregate and Mining Group: Segment profit for this group was \$20,198,000 for the first six months of 2013 compared to \$21,138,000 for the same period in 2012, a decrease of \$940,000 or 4.4%. This group's profits were negatively impacted by a 110 basis point decrease in gross margin and increased foreign income taxes on the Company's foreign subsidiaries in this group, offset by a \$4,482,000 improvement in sales for the first six months of 2013 as compared to the first six months of 2012.

Mobile Asphalt Paving Group: Segment profit for this group was \$8,829,000 for the first six months of 2013 compared to \$8,003,000 for the first six months of 2012, an increase of \$826,000 or 10.3%. This increase is due primarily to a \$5,888,000 increase in sales and reduced selling, general, administrative and engineering expenses, offset by a 40 basis point decrease in gross margin for the first six months of 2013 compared to the first six months of 2012.

Underground Group: This group had a segment loss of \$3,149,000 for the first six months of 2013 compared to a loss of \$1,046,000 for the first six months of 2012, a reduction in profitability of \$2,103,000 or 201.1%. This group's profits were negatively impacted by a \$9,488,000 decline in sales and a 450 basis point decrease in gross margin, offset by a reduction in selling, general, administrative and engineering expenses for the first six months of 2013 compared to the first six months of 2012.

Other Group: The Other Group had a segment loss of \$15,927,000 for the first six months of 2013 compared to a loss of \$17,423,000 for the first six months of 2012, an improvement of \$1,496,000 or 8.6%. The improvement in profits in the first six months of 2013 as compared to the first six months of 2012 is due primarily to a reduction in the effective tax rate on U.S. federal income taxes, which was offset by increases in selling, general, administrative and engineering expenses related primarily to sales and insurance costs. The tax rate for the first six months of 2013 was reduced due to the fact that research and development tax credits on expenditures during both the entire 2012 year and first six months of 2013 were included in the results of operations for the first six months of 2013 due to the timing of the passage of the tax credit legislation. The effective tax rates for 2012 did not include a benefit for research and development tax credits because the previous legislation authorizing such credits had expired and the new legislation had not yet been adopted.

#### **Liquidity and Capital Resources**

The Company's primary sources of liquidity and capital resources are its cash on hand, investments, borrowing capacity under a \$100,000,000 revolving credit facility and cash flows from operations. The Company had \$41,157,000 of cash available for operating purposes as of June 30, 2013, as well as an additional \$16,989,000 of short-term investments, including \$14,901,000 of excess cash invested in mutual funds during the second quarter of 2013. In addition, the Company had no borrowings outstanding under its credit facilities with Wells Fargo Bank, N.A. ("Wells Fargo") at any time during the six months ended June 30, 2013. Net of letters of credit of \$10,599,000, the Company had borrowing availability of \$89,401,000 under the credit facility as of June 30, 2013.

The Wells Fargo credit facility is a five-year agreement entered into in April 2012 to replace an expiring prior agreement. This amended and restated credit agreement continues the Company's previous \$100,000,000 revolving credit facility, with an increase in the sub-limit for letters of credit from \$15,000,000 to \$25,000,000. Borrowings under the agreement are subject to an interest rate equal to the daily one month LIBOR rate plus a 0.75% margin. Interest only payments are due monthly. The unused facility fee is 0.175%. The amended and restated credit agreement contains certain financial covenants, including provisions concerning required levels of annual net income, minimum tangible net worth and maximum allowed capital expenditures.

The Company's South African subsidiary, Osborn Engineered Products SA (Pty) Ltd ("Osborn"), has a credit facility of \$7,586,000 (ZAR 75,000,000) to finance short-term working capital needs, as well as to cover performance letters of credit, advance payment and retention guarantees. As of June 30, 2013, Osborn had \$223,000 of borrowings under the credit facility and \$1,560,000 in performance, advance payment and retention guarantees outstanding under the facility. The facility is unsecured and no unused facility fees are charged. Osborn had available credit under the facility of \$5,803,000 as of June 30, 2013. The interest rate is 0.25% less than the South Africa prime rate, resulting in a rate of 8.25% as of June 30, 2013.

The Company's Australian subsidiary, Astec Australia Pty Ltd ("Astec Australia"), has a credit facility to finance short-term working capital needs of \$92,000 (AUD 100,000), a bank guarantee facility of \$1,206,000 (AUD 1,300,000) to facilitate contractual commitments and banking arrangements to finance foreign exchange dealer limit orders of up to \$6,956,000 (AUD 7,500,000), secured by cash balances in the amount of \$696,000 (AUD 750,000) and a \$1,600,000 letter of credit issued by the parent Company. No amounts were outstanding under the credit facility as of June 30, 2013; however, performance guarantees in the amount of \$847,000 were outstanding under the bank guarantee facility as of June 30, 2013. The interest rate is the Australian adjusted Bank Business Rate plus a margin of 1.05%. The interest rate was 10.92% as of June 30, 2013.

**Cash Flows from Operating Activities** (in thousands):

	Six Months Ended June 30,		Increase (Decrease)
	2013	2012	
Net income	\$ 24,403	\$ 22,687	\$ 1,716
Depreciation and amortization	11,023	11,710	(687)
Deferred income tax provision (benefit)	(1,706)	3,750	(5,456)
Changes in working capital:			
Increase in trade and other receivables	(14,360)	(17,717)	3,357
Increase in inventories	(10,087)	(26,919)	16,832
(Increase) decrease in prepaid expenses	(5,862)	1,001	(6,863)
Purchase of trading securities, net	(16,475)	(702)	(15,773)
Customer deposits	(2,027)	4,007	(6,034)
Increase in accounts payable	(434)	(3,346)	2,912
Other, net	(6,385)	(6,234)	(151)
Net cash used by operating activities	<u>\$ (21,910)</u>	<u>\$ (11,763)</u>	<u>\$ (10,147)</u>

For the six-month period ended June 30, 2013, net cash used by operating activities increased \$10,147,000 compared to the same period in 2012. The primary reasons for the increase in cash used from operations in the first six months of 2013 compared to the first six months of 2012 are an increase in cash used for the purchase of trading securities of \$15,773,000 along with an increase in cash used for prepaid expenses of \$6,863,000 and a decrease in cash received from customer deposits of \$6,034,000, which were offset by a decline in the growth of inventory of \$16,832,000.

**Cash Flows from Investing Activities** (in thousands):

	Six Months Ended June 30,		Increase (Decrease)
	2013	2012	
Expenditures for property and equipment	\$ (15,218)	\$ (11,410)	\$ (3,808)
Proceeds from sale of property and equipment	229	553	(324)
Net cash used by investing activities	<u>\$ (14,989)</u>	<u>\$ (10,857)</u>	<u>\$ (4,132)</u>

For the six-month period ended June 30, 2013, net cash from investing activities decreased \$4,132,000 compared to the same period in 2012 primarily due to an increase in cash used for planned capital expenditures of \$3,808,000.

Capital expenditures for 2013, excluding those by the Company's Brazilian operations, are forecasted to be a total of \$31,455,000. The Company expects to finance these expenditures using currently available cash balances, internally generated funds and available credit under the Company's credit facilities. Capital expenditures are generally for machinery, equipment and facilities used by the Company in the production of its various products. The Company plans to construct a manufacturing facility in Brazil in 2013 with an expected cost of \$20,000,000 and plans to fund the costs of the plant facility with borrowings from the parent company and the costs of equipment with borrowings from a local Brazilian bank. The Company believes that its current working capital, cash flows generated from future operations and available capacity under its credit facilities will be sufficient to meet the Company's working capital and capital expenditure requirements through June 30, 2014.

**Cash Flows from Financing Activities** (in thousands):

	Six Months Ended June 30,		Increase (Decrease)
	2013	2012	
Proceeds from exercise of stock options	\$ 78	\$ 492	\$ (414)
Withholding taxes paid upon vesting of restricted stock units	(783)	(686)	(97)
Payment of dividends	(2,285)	-	(2,285)
Net proceeds from sale of subsidiaries shares to minority shareholders	1,897	1,007	890
Other, net	(166)	42	(208)
Net cash provided (used) by financing activities	<u>\$ (1,259)</u>	<u>\$ 855</u>	<u>\$ (2,114)</u>

Cash provided (used) by financing activities decreased \$2,114,000 for the first six months of 2013 compared to the same period in 2012, due primarily to the payment of dividends of \$2,285,000 in the second quarter of 2013, which was offset by the change in net proceeds from the sale of shares to the minority shareholders of the Company's South African and Brazilian subsidiaries of \$890,000.

The Company sold American Augers, Inc. on November 30, 2012. Cash flows from the operations of American Augers are reflected in the statements of cash flows for the six month period ending June 30, 2012. Cash flows from the operations of American Augers were not material during the periods presented, and the absence of cash flows related to American Augers is not expected to impact materially the Company's future liquidity or capital resources. See Note 18, Discontinued Operations, for additional information regarding the sale of American Augers.

**Financial Condition**

The Company's current assets increased to \$511,145,000 as of June 30, 2013 from \$499,866,000 as of December 31, 2012, an increase of \$11,279,000, or 2.3%. The increase is primarily attributable to an increase in inventories of \$10,087,000, an increase in trade receivables of \$13,828,000, an increase in prepaid expenses and other of \$9,306,000 and an increase in short term investments of \$15,655,000. These increases were offset by decreases in cash and cash equivalents of \$39,772,000.

The Company's current liabilities decreased to \$139,579,000 as of June 30, 2013 as compared to \$144,369,000 as of December 31, 2012, a decrease of \$4,790,000, or 3.3%. The decrease is primarily attributable to decreases in customer deposits of \$2,027,000 and accrued payroll and related liabilities of \$1,541,000.

**Market Risk and Risk Management Policies**

We have no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2012.

**Off-balance Sheet Arrangements**

As of June 30, 2013, the Company does not have any off-balance sheet arrangements as defined by Item 303(a)(4) of Regulation S-K.

**Seasonality**

The Company's businesses are subject to the effects of seasonality. Consequently, the operating results for the three and six-month periods ended June 30, 2013 for each business segment, and for the Company as a whole, are not necessarily indicative of results to be expected for the full year. Based upon historical results of the past several years, 51% to 53% of the Company's annual revenues typically occur during the first six months of the year.

**Contractual Obligations**

During the six months ended June 30, 2013, there were no substantial changes in our commitments or contractual liabilities.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We have no material changes to the disclosure on this matter made in our Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 4. Controls and Procedures****Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Company's principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

**Internal Control over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



## PART II - OTHER INFORMATION

### **Item 1. Legal Proceedings**

The Company is involved from time to time in legal actions arising in the ordinary course of our business. Other than as set forth in Part I, “Item 3. Legal Proceedings” in our Annual Report on Form 10-K for the year ended December 31, 2012, we currently have no pending or threatened litigation that we believe will result in an outcome that would materially affect our business, financial position, cash flows or results of operations. Nevertheless, there can be no assurance that future litigation to which we become a party will not have a material adverse effect on our business, financial position, cash flows or results of operations.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this Report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results. There have been no material changes in our risk factors from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012. The risks described in our Annual Report on Form 10-K for the year ended December 31, 2012 and in this Quarterly Report on Form 10-Q are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results.

### **Item 6. Exhibits**

Exhibit No.	Description
10.1	Amendment to the Astec Industries, Inc. Supplemental Executive Retirement Plan, as amended and restated as of January 1, 2008, effective April 25, 2013.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

The Exhibits are numbered in accordance with Item 601 of Regulation S-K. Inapplicable Exhibits are not included in the list.

\* In accordance with Release No. 34-47551, this exhibit is hereby furnished to the SEC as an accompanying document and is not to be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended.

**Items 2, 3, 4 and 5 are not applicable and have been omitted.**

## 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.

ASTECH INDUSTRIES, INC.  
(Registrant)

Date: August 9, 2013

/s/ J. Don Brock

\_\_\_\_\_  
J. Don Brock  
Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)

Date: August 9, 2013

/s/ David C. Silvius

\_\_\_\_\_  
David C. Silvius  
Chief Financial Officer, Vice President, and Treasurer  
(Principal Financial and Accounting Officer)

## Exhibit Index

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EXHIBIT A

AMENDMENT TO THE  
ASTEC INDUSTRIES, INC.  
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

THIS AMENDMENT to the Astec Industries, Inc. Supplemental Executive Retirement Plan, as amended and restated as of January 1, 2008 (the "Plan"), is adopted by Astec Industries, Inc. (the "Company"), effective as of April 25, 2013.

1. Section 1.10 of the Plan is hereby deleted in its entirety and replaced with the following:

"1.10 INVESTMENT RESULTS: The deemed return on the investment of the contributions on behalf of each Participant during each calendar year under this Plan. The investment options that are available for selection by Participants under this Plan from time to time generally shall be the same as the investment options made available to participants under the Basic Plan, provided, however, and notwithstanding the foregoing, that (a) a Participant may make separate and different investment elections under this Plan and the Basic Plan; (b) there shall be no self-directed brokerage option under this Plan; (c) there shall be no restriction under this Plan on the percentage of a Participant's Account under this Plan that may be deemed to be invested in common stock of the Company in the form of Phantom Stock Units; (d) the Administrator may restrict investment elections with respect to deemed investment in common stock of the Company to the extent necessary to comply with federal and state securities law; and (e) the Administrator may make such other changes to the investment options offered under this Plan from time to time as the Administrator deems necessary or appropriate in its discretion."

2. The Plan is amended by adding a new Section 1.16, which shall read as follows:

"1.16 DIVIDEND EQUIVALENTS: Dividend Equivalents represent the right of a Participant, with respect to Phantom Stock Units allocated to the Participant's Stock Account, to receive additional Phantom Stock Units equal in value to ordinary cash dividends paid on the common stock of the Company from time to time, with such Dividend Equivalents deemed reinvested into additional Phantom Stock Units on the dividend payment date based on the closing price of the Company's common stock on that date or on the last preceding date on which the common stock was traded."

3. The Plan is amended by adding a new Section 1.17, which shall read as follows:

"1.17 PHANTOM STOCK UNIT: The right to receive a cash payment equal in value to one share of common stock of the Company. Amounts allocated to a Participant's Stock Account shall be represented by Phantom Stock Units determined by dividing (a) the dollar amount so allocated to the Stock Account on a particular day, by (b) the closing price of the Company's common stock on that date or on the last preceding date on which the common stock was traded. Phantom Stock Units allocated to Participants' Stock Accounts on or after January 1, 2013 shall be credited with Dividend Equivalents."

4. The Plan is amended by adding a new Section 1.18, which shall read as follows:

"1.18 STOCK ACCOUNT: The portion of a Participant's Account under this Plan that is deemed to be invested in common stock of the Company."

Except as amended herein, the Plan shall continue in full force and effect.

ASTEC INDUSTRIES, INC.

Date: April 25, 2013

By: /s/ Stephen C. Anderson  
Name: Stephen C. Anderson  
Title: Secretary

**Certification Pursuant To Rule 13a-14(a)/15d-14(a),**  
**As Adopted Pursuant To**

**Section 302 of the Sarbanes-Oxley Act of 2002**

I, J. Don Brock certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astec Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2013

/s/ J. Don Brock

J. Don Brock

Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)

**Certification Pursuant To Rule 13a-14(a)/15d-14(a),**  
**As Adopted Pursuant To**

**Section 302 of the Sarbanes-Oxley Act of 2002**

I, David C. Silvius certify that:

1. I have reviewed this quarterly report on Form 10-Q of Astec Industries, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2013

/s/David C. Silvious

David C. Silvious

Chief Financial Officer, Vice President and Treasurer  
(Principal Financial Officer)

**Certification Pursuant To  
Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934  
and 18 U.S.C. Section 1350, As Adopted Pursuant To  
Section 906 Of The Sarbanes-Oxley Act Of 2002**

In connection with the Quarterly Report of Astec Industries, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, J. Don Brock and David C. Silvius certify, pursuant to Rule 13a-14(b)/15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Don Brock

J. Don Brock  
Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)  
August 9, 2013

/s/ David C. Silvius

David C. Silvius  
Chief Financial Officer, Vice President and Treasurer  
(Principal Financial Officer)  
August 9, 2013