

AGCO CORP /DE  
Form 10-K  
March 01, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

**For the fiscal year ended December 31, 2006**

**of**

**AGCO CORPORATION**

**A Delaware Corporation  
IRS Employer Identification No. 58-1960019  
SEC File Number 1-12930**

**4205 River Green Parkway  
Duluth, GA 30096  
(770) 813-9200**

AGCO Corporation's Common Stock and Junior Preferred Stock purchase rights are registered pursuant to Section 12(b) of the Act and are listed on the New York Stock Exchange.

AGCO Corporation is a well-known seasoned issuer.

AGCO Corporation is required to file reports pursuant to Section 13 or Section 15(d) of the Act. AGCO Corporation (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Act during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Disclosure of delinquent filers pursuant to Item 405 of Regulation S-K will be contained in a definitive proxy statement, portions of which are incorporated by reference into Part III of this Form 10-K.

The aggregate market value of AGCO Corporation's Common Stock (based upon the closing sales price quoted on the New York Stock Exchange) held by non-affiliates as of June 30, 2006 was approximately \$1.7 billion. For this purpose, directors and officers have been assumed to be affiliates. As of February 16, 2007, 91,334,349 shares of AGCO Corporation's Common Stock were outstanding.

AGCO Corporation is a large accelerated filer.

AGCO Corporation is not a shell company.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of AGCO Corporation's Proxy Statement for the 2007 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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## PART I

### Item 1. *Business*

AGCO Corporation ( AGCO, we, us, or the Company ) was incorporated in Delaware in April 1991. Our executive offices are located at 4205 River Green Parkway, Duluth, Georgia 30096, and our telephone number is 770-813-9200. Unless otherwise indicated, all references in this Form 10-K to the Company include our subsidiaries.

#### **General**

We are the third largest manufacturer and distributor of agricultural equipment and related replacement parts in the world based on annual net sales. We sell a full range of agricultural equipment, including tractors, combines, self-propelled sprayers, hay tools, forage equipment and implements and a line of diesel engines. Our products are widely recognized in the agricultural equipment industry and are marketed under a number of well-known brand names, including: AGCO<sup>®</sup>, Challenger<sup>®</sup>, Fendt<sup>®</sup>, Gleaner<sup>®</sup>, Hesston<sup>®</sup>, Massey Ferguson<sup>®</sup>, New Idea<sup>®</sup>, RoGator<sup>®</sup>, Spra-Coupe<sup>®</sup>, Sunflower<sup>®</sup>, Terra-Gator<sup>®</sup>, Valtra<sup>®</sup> and White<sup>™</sup> Planters. We distribute most of our products through a combination of approximately 3,200 independent dealers and distributors in more than 140 countries. In addition, we provide retail financing in the United States, Canada, Brazil, Germany, France, the United Kingdom, Australia, Ireland and Austria through our finance joint ventures with Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., which we refer to as Rabobank.

Since our formation, we have grown substantially through a series of over 20 acquisitions. We have been able to expand and strengthen our independent dealer network, introduce new and updated products and expand into new markets to meet the needs of our customers. We also have identified areas of our business in which we can decrease excess manufacturing capacity and eliminate duplication in administrative, sales, marketing and production functions. Since 1991, we have completed several restructuring initiatives in which we relocated production to more efficient facilities, closed manufacturing facilities and reduced operating expenses. In addition, we have continued to focus on strategies and actions to improve our current distribution network, improve our product offerings, reduce the cost of our products and improve asset utilization.

#### **Products**

##### *Tractors*

Our compact tractors (under 40 horsepower) are sold under the AGCO, Challenger and Massey Ferguson brand names and typically are used on small farms and in specialty agricultural industries, such as dairies, landscaping and residential areas. We also offer a full range of tractors in the utility tractor category (40 – 100 horsepower), including two-wheel and all-wheel drive versions. We sell utility tractors primarily under the AGCO, Challenger, Fendt, Massey Ferguson and Valtra brand names. Utility tractors typically are used on small and medium-sized farms and in specialty agricultural industries, including dairies, livestock, orchards and vineyards. In addition, we offer a full range of tractors in the high horsepower segment (primarily 100 – 500 horsepower). High horsepower tractors typically are used on larger farms and on cattle ranches for hay production. We sell high horsepower tractors under the AGCO, Challenger, Fendt, Massey Ferguson and Valtra brand names. Tractors accounted for approximately 67% of our net sales in 2006, 66% in 2005 and 64% in 2004.

##### *Combines*

We sell combines primarily under the Gleaner, Massey Ferguson, Fendt and Challenger brand names. Depending on the market, our combines are sold with conventional or rotary technology. All combines are complemented by a

variety of crop-harvesting heads, available in different sizes, which are designed to maximize harvesting speed and efficiency while minimizing crop loss. Combines accounted for approximately 4% of our net sales in 2006, 5% in 2005 and 7% in 2004.

### ***Application Equipment***

We offer self-propelled, three and four-wheeled vehicles and related equipment for use in the application of liquid and dry fertilizers and crop protection chemicals. We manufacture chemical sprayer equipment for use both prior to planting crops, known as pre-emergence, and after crops emerge from the ground, known as post-emergence, primarily under the RoGator, Terra-Gator and Spra-Coupe brand names. We also manufacture related equipment, including vehicles used for waste application that are specifically designed for subsurface liquid injection and surface spreading of biosolids, such as sewage sludge and other farm or industrial waste that can be safely used for soil enrichment. Application equipment accounted for approximately 5% of our net sales in 2006, 6% in 2005 and 5% in 2004.

### ***Hay Tools and Forage Equipment, Implements and Other Products***

We sell hay tools and forage equipment primarily under the Hesston, Massey Ferguson, Challenger, Fendt and AGCO brand names. Hay and forage equipment includes both round and rectangular balers, self-propelled windrowers, forage harvesters, disc mowers, spreaders and mower conditioners and are used for the harvesting and packaging of vegetative feeds used in the beef cattle, dairy and horse industries.

We also distribute a wide range of implements, planters and other equipment for our product lines. Tractor-pulled implements are used in field preparation and crop management. Implements include: disk harrows, which improve field performance by cutting through crop residue, leveling seed beds and mixing chemicals with the soil; heavy tillage, which breaks up soil and mixes crop residue into topsoil, with or without prior disking; and field cultivators, which prepare a smooth seed bed and destroy weeds. Tractor-pulled planters apply fertilizer and place seeds in the field. Other equipment primarily includes loaders, which are used for a variety of tasks including lifting and transporting hay crops. We sell implements, planters and other products primarily under the Hesston, Massey Ferguson, White Planters, Sunflower and Fendt brand names.

We provide a variety of precision farming technologies which are developed, manufactured, distributed and supported on a worldwide basis. These precision farming technologies provide farmers with the capability to enhance productivity on the farm by utilizing satellite global positioning systems, or GPS. Farmers use the Fieldstar<sup>®</sup> precision farming system to gather information such as yield data to produce yield maps for the purpose of developing application maps. Many of our tractors, combines, planters, sprayers, tillage equipment and other application equipment are equipped to employ the Fieldstar system at the customer's option. Our SGIS<sup>®</sup> software converts a variety of agricultural data to provide application plans to enhance crop yield and productivity. Our Auto-Guide<sup>®</sup> satellite navigation system assists parallel steering to avoid the under and overlap of planting rows to optimize land use and allows for more precise farming procedures from cultivation to product application. While these products do not generate significant revenues, we believe that these products and services are complementary and important to promote our machinery sales.

Our SisuDiesel<sup>™</sup> engines division produces diesel engines, gears and generating sets for use in Valtra tractors and certain of our other equipment and for sale to third parties. The engine division specializes in the manufacturing of off-road engines in the 50 to 450 horsepower range.

Hay tools and forage equipment, implements, engines and other products accounted for approximately 10% of our net sales in 2006 and 2005 and 11% in 2004.

### ***Replacement Parts***

In addition to sales of new equipment, our replacement parts business is an important source of revenue and profitability for both us and our dealers. We sell replacement parts, many of which are proprietary, for products sold under all of our brand names. These parts help keep farm equipment in use, including products no longer in production. Since most of our products can be economically maintained with parts and service for a period of ten to 20 years, each product that enters the marketplace provides us with a potential long-term revenue stream. In addition, sales of replacement parts typically generate higher gross profits and historically

have been less cyclical than new product sales. Replacement parts accounted for approximately 14% of our net sales in 2006 and 13% in 2005 and 2004.

## **Marketing and Distribution**

We distribute products primarily through a network of independent dealers and distributors. Our dealers are responsible for retail sales to the equipment's end user in addition to after-sales service and support of the equipment. Our distributors may sell our products through a network of dealers supported by the distributor. Through our acquisitions and dealer development activities, we have broadened our product lines, expanded our dealer network and strengthened our geographic presence in Europe, North America, South America and the other markets around the world. Our sales are not dependent on any specific dealer, distributor or group of dealers. We intend to maintain the separate strengths and identities of our core brand names and product lines.

### ***Europe***

We market and distribute farm machinery, equipment and replacement parts to farmers in European markets through a network of approximately 1,200 independent Massey Ferguson, Fendt, Valtra and Challenger dealers and distributors. In certain markets, we also sell Valtra tractors and parts directly to the end user. In some cases, dealers carry competing or complementary products from other manufacturers. Sales in Europe accounted for approximately 57% of our net sales in 2006, 50% in 2005 and 51% in 2004.

### ***North America***

We market and distribute farm machinery, equipment and replacement parts to farmers in North America through a network of approximately 1,300 independent dealers, each representing one or more of our brand names. Dealers may also sell competitive and dissimilar lines of products. We sell our RoGator and Terra-Gator sprayer brands directly to end customers, often to fertilizer and chemical suppliers. Sales in North America accounted for approximately 24% of our net sales in 2006, 29% in 2005 and 27% in 2004.

### ***South America***

We market and distribute farm machinery, equipment and replacement parts to farmers in South America through several different networks. In Brazil and Argentina, we distribute products directly to approximately 400 independent dealers, primarily supporting the Massey Ferguson, Valtra and Challenger brand names. In Brazil, dealers are generally exclusive to one manufacturer. Outside of Brazil and Argentina, we sell our products in South America through independent distributors. Sales in South America accounted for approximately 12% of our net sales in 2006 and 2005 and 15% in 2004.

### ***Rest of the World***

Outside Europe, North America and South America, we operate primarily through a network of approximately 300 independent Massey Ferguson, Fendt, Valtra and Challenger dealers and distributors, as well as associates and licensees, marketing our products and providing customer service support in approximately 85 countries in Africa, the Middle East, Australia and Asia. With the exception of Australia and New Zealand, where we directly support our dealer network, we generally utilize independent distributors, associates and licensees to sell our products. These arrangements allow us to benefit from local market expertise to establish strong market positions with limited investment. Sales outside Europe, North America and South America accounted for approximately 7% of our net sales in 2006, 9% in 2005 and 7% in 2004.



Associates and licensees provide a significant distribution channel for our products and a source of low-cost production for certain Massey Ferguson and Valtra products. Associates are entities in which we have an ownership interest, most notably in India. Licensees are entities in which we have no direct ownership interest, most notably in Pakistan and Turkey. The associate or licensee generally has the exclusive right to produce and sell Massey Ferguson and Valtra equipment in its home country but may not sell these products in other countries. We generally license to these associates certain technology, as well as the right to use the Massey Ferguson and Valtra trade names. We also sell products to associates and licensees in the form of

components used in local manufacturing operations, tractor kits supplied in completely knocked down form for local assembly and distribution, and fully assembled tractors for local distribution only. In certain countries, our arrangements with associates and licensees have evolved to where we principally provide technology, technical assistance and quality control. In these situations, licensee manufacturers sell certain tractor models under the Massey Ferguson and Valtra brand names in the licensed territory and also may become a source of low-cost production for us.

During 2006, we established a joint venture located in Russia for the purpose of distributing Fendt and Valtra branded equipment throughout Russia and Kazakhstan.

### ***Parts Distribution***

Parts inventories are maintained and distributed in a network of master and regional warehouses throughout North America, South America, Western Europe and Australia in order to provide timely response to customer demand for replacement parts. Our Western European master distribution warehouses are located in Desford, United Kingdom; Ennery, France; and Suolahti, Finland; and our North American master distribution warehouses are located in Batavia, Illinois and Kansas City, Missouri. Our South American master distribution warehouses are located in Mogi das Cruzes, Brazil and Santa Rosa, Rio Grande do Sul, Brazil.

### ***Dealer Support and Supervision***

We believe that one of the most important criteria affecting a farmer's decision to purchase a particular brand of equipment is the quality of the dealer who sells and services the equipment. We provide significant support to our dealers in order to improve the quality of our dealer network. We monitor each dealer's performance and profitability and establish programs that focus on continual dealer improvement. We generally protect each existing dealer's territory and will not place the same brand with another dealer within that protected area.

We believe that our ability to offer our dealers a full product line of agricultural equipment and related replacement parts, as well as our ongoing dealer training and support programs focusing on business and inventory management, sales, marketing, warranty and servicing matters and products, helps ensure the vitality and increase the competitiveness of our dealer network. We also maintain dealer advisory groups to obtain dealer feedback on our operations.

We provide our dealers with volume sales incentives, demonstration programs and other advertising support to assist sales. We design our sales programs, including retail financing incentives, and our policies for maintaining parts and service availability with extensive product warranties to enhance our dealers' competitive position. In general, either party may cancel dealer contracts within certain notice periods.

### ***Wholesale Financing***

Primarily in the United States and Canada, we engage in the standard industry practice of providing dealers with floor plan payment terms for their inventories of farm equipment for extended periods. The terms of our wholesale finance agreements with our dealers vary by region and product line, with fixed payment schedules on all sales, generally ranging from one to 12 months. In the United States and Canada, dealers typically are not required to make an initial down payment, and our terms allow for an interest-free period generally ranging from six to 12 months, depending on the product. We also provide financing to dealers on used equipment accepted in trade. We retain a security interest in a majority of the new and used equipment we finance.

Typically, sales terms outside the United States and Canada are of a shorter duration, generally ranging from 30 to 180 days. In many cases, we retain a security interest in the equipment sold on extended terms. In certain international markets, our sales are backed by letters of credit or credit insurance.

For sales outside of the United States and Canada, we do not normally charge interest on outstanding receivables from our dealers and distributors. For sales to certain dealers or distributors in the United States and Canada, where we generated approximately 22% of our net sales in 2006, interest is generally charged at

or above prime lending rates on outstanding receivable balances after interest-free periods. These interest-free periods vary by product and generally range from one to 12 months, with the exception of certain seasonal products, which bear interest after various periods up to 23 months depending on the time of year of the sale and the dealer's or distributor's sales volume during the preceding year. For the year ended December 31, 2006, 12.2% and 6.7% of our net sales had maximum interest-free periods ranging from one to six months and seven to 12 months, respectively. Net sales with maximum interest-free periods ranging from 13 to 23 months were insignificant during 2006. Actual interest-free periods are shorter than suggested by these percentages because receivables from our dealers and distributors in the United States and Canada are due immediately upon sale of the equipment to retail customers. Under normal circumstances, interest is not forgiven and interest-free periods are not extended. In May 2005, we completed an agreement to permit transferring, on an ongoing basis, the majority of interest-bearing receivables in North America to our United States and Canadian retail finance joint ventures. Upon transfer, the receivables maintain standard payment terms, including required regular principal payments on amounts outstanding, and interest charges at market rates. Under this arrangement, qualified dealers may obtain additional financing through our United States and Canadian retail finance joint ventures.

### **Retail Financing**

Through our retail financing joint ventures located in the United States, Canada, Brazil, Germany, France, the United Kingdom, Australia, Ireland and Austria, end users of our products are provided with a competitive and dedicated financing source. These retail finance companies are owned 49% by us and 51% by a wholly-owned subsidiary of Rabobank. The retail finance joint ventures can tailor retail finance programs to prevailing market conditions and such programs can enhance our sales efforts.

### **Manufacturing and Suppliers**

#### *Manufacturing and Assembly*

We manufacture our products in locations intended to optimize capacity, technology or local costs. Furthermore, we continue to balance our manufacturing resources with externally-sourced machinery, components and replacement parts to enable us to better control inventory and our supply of components. We believe that our manufacturing facilities are sufficient to meet our needs for the foreseeable future.

#### *Europe*

Our tractor manufacturing operations in Europe are located in Suolahti, Finland; Beauvais, France; and Marktoberdorf, Germany. In addition, we maintain a combine assembly facility in Randers, Denmark. The Suolahti facility produces 75 to 280 horsepower tractors marketed under the Valtra and Massey Ferguson brand names. The Beauvais facility produces 80 to 290 horsepower tractors marketed under the Massey Ferguson, Challenger and AGCO brand names. The Marktoberdorf facility produces 50 to 360 horsepower tractors marketed under the Fendt brand name. The Randers facility produces conventional combines under the Massey Ferguson, Challenger and Fendt brand names. We also assemble forklifts in our Kempten, Germany facility for sale to third parties and assemble cabs for our Fendt tractors in Baumenheim, Germany. We have a diesel engine manufacturing facility in Linnavuori, Finland. We have a joint venture with Renault Agriculture S.A. for the manufacture of driveline assemblies for tractors produced in our facility in Beauvais. By sharing overhead and engineering costs, this joint venture has resulted in a decrease in the cost of these components.

#### *North America*

Our manufacturing operations in North America are located in Beloit, Kansas; Hesston, Kansas; Jackson, Minnesota and Queretaro, Mexico. The Beloit facility produces tillage and seeding equipment under the Sunflower brand name. The Hesston facility produces hay and forage equipment marketed under the Hesston, Challenger and Massey Ferguson brand names, rotary combines under the Gleaner, Massey Ferguson and Challenger brand names, and planters under the White Planters brand name. The Jackson facility produces 270 to 570 horsepower track tractors under the Challenger brand name and self-propelled sprayers primarily

marketed under the RoGator, Terra-Gator and Spra-Coupe brand names. In Queretaro, we assemble tractors for distribution in the Mexican market under the Challenger and Massey Ferguson brand names.

### ***South America***

Our manufacturing operations in South America are located in Brazil. In Canoas, Rio Grande do Sul, Brazil, we manufacture and assemble tractors, ranging from 50 to 220 horsepower, and industrial loader-backhoes. The tractors are sold under the Massey Ferguson and AGCO brand names. In Mogi das Cruzes, Brazil we manufacture and assemble tractors, ranging from 50 to 180 horsepower marketed under the Valtra, Challenger and AGCO brand names. We also manufacture conventional combines primarily marketed under the Massey Ferguson brand name in Santa Rosa, Rio Grande do Sul, Brazil.

### ***Third-Party Suppliers***

We externally source many of our products, components and replacement parts. Our production strategy is intended to minimize our research and development and capital investment requirements and to allow us greater flexibility to respond to changes in market conditions.

Some of the products we distribute we purchase from third-party suppliers. We purchase standard and specialty tractors from SAME Deutz-Fahr Group S.p.A. and Carraro S.p.A. and distribute these tractors worldwide. In addition, we purchase some tractor models from a licensee in Turkey and compact tractors from Iseki & Company, Limited, a Japanese manufacturer. We also purchase other tractors, combines, implements and hay and forage equipment from various third-party suppliers.

In addition to the purchase of machinery, third-party companies supply significant components used in our manufacturing operations, such as engines and transmissions. We select third-party suppliers that we believe are low cost, high quality and possess the most appropriate technology. We also assist in the development of these products or component parts based upon our own design requirements. Our past experience with outside suppliers has generally been favorable.

### **Seasonality**

Generally, retail sales by dealers to farmers are highly seasonal and are a function of the timing of the planting and harvesting seasons. To the extent practicable, we attempt to ship products to our dealers and distributors on a level basis throughout the year to reduce the effect of seasonal retail demands on our manufacturing operations and to minimize our investment in inventory. Our financing requirements are subject to variations due to seasonal changes in working capital levels, which typically increase in the first half of the year and then decrease in the second half of the year. December is also typically a large month for retail sales because of our customers' tax planning considerations, the increase in availability of funds from completed harvests and the timing of dealer incentives.

### **Competition**

The agricultural industry is highly competitive. We compete with several large national and international full-line suppliers, as well as numerous short-line and specialty manufacturers with differing manufacturing and marketing methods. Our two principal competitors on a worldwide basis are Deere & Company and CNH Global N.V. In certain Western European and South American countries, we have regional competitors that have significant market share in a single country or a group of countries.

We believe several key factors influence a buyer's choice of farm equipment, including the strength and quality of a company's dealers, the quality and pricing of products, dealer or brand loyalty, product availability, the terms of financing and customer service. We believe that we have improved, and we continually seek to improve, in each of these areas. Our primary focus is increasing farmers' loyalty to our dealers and overall dealer organizational quality in order to distinguish us in the marketplace. See Marketing and Distribution for additional information.

## **Engineering and Research**

We make significant expenditures for engineering and applied research to improve the quality and performance of our products, to develop new products and to comply with government safety and engine emissions regulations. Our expenditures on engineering and research were approximately \$127.9 million, or 2.4% of net sales, in 2006, \$121.7 million, or 2.2% of net sales, in 2005 and \$103.7 million, or 2.0% of net sales, in 2004.

## **Intellectual Property**

We own and have licenses to the rights under a number of domestic and foreign patents, trademarks, trade names and brand names relating to our products and businesses. We defend our patent, trademark and trade and brand name rights primarily by monitoring competitors' machines and industry publications and conducting other investigative work. We consider our intellectual property rights, including our rights to use our trade and brand names, important in the operation of our businesses. However, we do not believe we are dependent on any single patent, trademark or trade name or group of patents or trademarks, trade names or brand names. Our products are distributed under our core brand names AGCO<sup>®</sup>, Challenger<sup>®</sup>, Fendt<sup>®</sup>, Gleaner<sup>®</sup>, Hesston<sup>®</sup>, Massey Ferguson<sup>®</sup>, New Idea<sup>®</sup>, RoGator<sup>®</sup>, Spra-Coupe<sup>®</sup>, Sunflower<sup>®</sup>, Terra-Gator<sup>®</sup>, Valtra<sup>®</sup> and White<sup>™</sup> Planters.

## **Environmental Matters and Regulation**

We are subject to environmental laws and regulations concerning emissions to the air, discharges of processed or other types of wastewater, and the generation, handling, storage, transportation, treatment and disposal of waste materials. These laws and regulations are constantly changing, and the effects that they may have on us in the future are impossible to predict with accuracy. It is our policy to comply with all applicable environmental, health and safety laws and regulations, and we believe that any expense or liability we may incur in connection with any noncompliance with any law or regulation or the cleanup of any of our properties will not have a materially adverse effect on us. We believe that we are in compliance in all material respects with all applicable laws and regulations.

The United States Environmental Protection Agency has issued regulations concerning permissible emissions from off-road engines. We do not anticipate that the cost of compliance with the regulations will have a material impact on us. As a result of our acquisition of Valtra in 2004, we acquired the SisuDiesel engine division, which specializes in the manufacturing of off-road engines in the 40 to 450 horsepower range. SisuDiesel currently complies with Com II, Tier II and Tier III emissions requirements set by European and United States regulatory authorities. We expect to meet future emissions requirements through the introduction of new technology on the engines, as necessary.

Our international operations also are subject to environmental laws, as well as various other national and local laws, in the countries in which we manufacture and sell our products. We believe that we are in compliance with these laws in all material respects and that the cost of compliance with these laws in the future will not have a materially adverse effect on us.

## **Regulation and Government Policy**

Domestic and foreign political developments and government regulations and policies directly affect the agricultural industry in the United States and abroad and indirectly affect the agricultural equipment business. The application, modification or adoption of laws, regulations or policies could have an adverse effect on our business.

We are subject to various federal, state and local laws affecting our business, as well as a variety of regulations relating to such matters as working conditions and product safety. A variety of laws regulate our contractual



relationships with our dealers. These laws impose substantive standards on the relationships between us and our dealers, including events of default, grounds for termination, non-renewal of dealer

contracts and equipment repurchase requirements. Such laws could adversely affect our ability to terminate our dealers.

## Employees

As of December 31, 2006, we employed approximately 12,800 employees, including approximately 3,500 employees in the United States and Canada. A majority of our employees at our manufacturing facilities, both domestic and international, are represented by collective bargaining agreements and union contracts with terms that expire on varying dates. We currently do not expect any significant difficulties in renewing these agreements.

## Available Information

Our Internet address is *www.agcocorp.com*. We make the following reports filed by us available, free of charge, on our website under the heading "SEC Filings" in the "Annual Reports/10Ks" section of our website's "Investors & Media" section:

annual reports on Form 10-K;

quarterly reports on Form 10-Q;

current reports on Form 8-K; and

Forms 3, 4 and 5

The foregoing reports are made available on our website as soon as practicable after they are filed with the Securities and Exchange Commission ( "SEC" ).

We also provide corporate governance and other information on our website. This information includes:

charters for the committees of our board of directors, which are available in the "Corporate Governance" section of our website's "Investors & Media" section; and

our code of ethics, which is available under the heading "Office of Ethics and Compliance" in the "Corporate Governance" section.

In addition, in the event of any waivers of our Code of Ethics, those waivers will be available in the "Office of Ethics and Compliance" section of our website.

**Executive Officers of the Registrant**

The table sets forth information as of January 31, 2007 with respect to each person who is an executive officer of the Company.

<b>Name</b>	<b>Age</b>	<b>Positions</b>
Martin Richenhagen	54	Chairman of the Board, President and Chief Executive Officer
Garry L. Ball	59	Senior Vice President    Engineering
Andrew H. Beck	43	Senior Vice President    Chief Financial Officer
Norman L. Boyd	63	Senior Vice President    Human Resources
David L. Caplan	59	Senior Vice President    Materials Management, Worldwide
André M. Carioba	55	Senior Vice President and General Manager, South America
Gary L. Collar	50	Senior Vice President and General Manager, EAME and EAPAC
Robert B. Crain	47	Senior Vice President and General Manager, North America
Randall G. Hoffman	55	Senior Vice President    Global Sales and Marketing
Frank C. Lukacs	47	Senior Vice President    Manufacturing and Quality
Stephen D. Lupton	62	Senior Vice President    Corporate Development and General Counsel
Hubertus M. Muehlhaeuser	37	Senior Vice President    Strategy & Integration and Information Technology; General Manager Engines

*Martin Richenhagen* has been President and Chief Executive Officer since July 2004. From January 2003 to February 2004, Mr. Richenhagen was Executive Vice President of Forbo International SA, a flooring material business based in Switzerland. From 1998 to December 2002, Mr. Richenhagen was Group President of Claas KgaA mbH, a global farm equipment manufacturer and distributor. From 1995 to 1998, Mr. Richenhagen was Senior Executive Vice President for Schindler Deutschland Holdings GmbH, a worldwide manufacturer and distributor of elevators and escalators.

*Garry L. Ball* has been Senior Vice President    Engineering since June 2002. Mr. Ball was Senior Vice President Engineering and Product Development from June 2001 to June 2002. From 2000 to 2001, Mr. Ball was Vice President of Engineering at CapacityWeb.com. From 1999 to 2000, Mr. Ball was Vice President of Construction Equipment New Product Development at Case New Holland (CNH) Global N.V. Prior to that, he held several key positions including Vice President of Engineering Agricultural Tractor for New Holland N.V., Europe, and Chief Engineer for Tractors at Ford New Holland.

*Andrew H. Beck* has been Senior Vice President    Chief Financial Officer since June 2002. Mr. Beck was Vice President, Chief Accounting Officer from January 2002 to June 2002, Vice President and Controller from April 2000 to January 2002, Corporate Controller from January 1996 to April 2000, Assistant Treasurer from March 1995 to January 1996 and Controller, International Operations from June 1994 to March 1995.

*Norman L. Boyd* has been Senior Vice President    Human Resources since June 2002. Mr. Boyd was Senior Vice President    Corporate Development for the Company from October 1998 to June 2002, Vice President of Europe/Africa/Middle East Distribution from February 1997 to September 1998, Vice President of Marketing, Americas from February 1995 to February 1997 and Manager of Dealer Operations from January 1993 to February

1995.

*David L. Caplan* has been Senior Vice President Materials Management, Worldwide since October 2003. Mr. Caplan was Senior Director of Purchasing of PACCAR Inc. from January 2002 to October 2003 and was Director of Operation Support with Kenworth Truck Company from November 1997 to January 2002.

*André M. Carioba* has been Senior Vice President and General Manager, South America since July 2006. Mr. Carioba held several positions with BMW Group and its subsidiaries worldwide, including President and Chief Executive Officer of BMW Brazil Ltda., from August 2000 to December 2005, Director of Purchasing

and Logistics of BMW Brazil Ltda., from September 1998 to July 2000 and Senior Manager for International Purchasing Projects of BMW AG in Germany from January 1995 to August 1998.

*Gary L. Collar* has been Senior Vice President and General Manager, EAME and EAPAC since January 2004. Mr. Collar was Vice President, Worldwide Market Development for the Challenger Division from May 2002 until January 2004. Between 1994 and 2002, Mr. Collar held various senior executive positions with ZF Friedrichshaven A.G., including Vice President Business Development, North America, from 2001 until 2002, and President and Chief Executive Officer of ZF-Unisia Autoparts, Inc., from 1994 until 2001.

*Robert B. Crain* has been Senior Vice President and General Manager, North America since January 2006. Mr. Crain held several positions with CNH Global N.V. and its predecessors, including Vice President of New Holland's North America Agricultural Business from February 2004 to December 2005, Vice President of CNH Marketing North America Agricultural business from January 2003 to January 2004 and Vice President and General Manager of Worldwide Operations for the Crop Harvesting Division of CNH Global N.V., from January 1999 to December 2002.

*Randall G. Hoffman* has been Senior Vice President Global Sales and Marketing since November 2005. Mr. Hoffman was the Senior Vice President and General Manager, Challenger Division Worldwide from January 2004 to November 2005, Vice President and General Manager, Worldwide Challenger Division, from June 2002 to January 2004, Vice President of Sales and Marketing, North America, from December 2001 to June 2002, Vice President, Marketing North America, from April 2001 to November 2001, Vice President of Dealer Operations, from June 2000 to April 2001, Director, Distribution Development, North America, from April 2000 to June 2000, Manager, Distribution Development, North America, from May 1998 to April 2000, and General Marketing Manager, from January 1995 to May 1998.

*Frank C. Lukacs* has been Senior Vice President Manufacturing and Quality since October 2003. Mr. Lukacs was Senior Director of Manufacturing with Case Corporation from 1996 to October 2003. He held various manufacturing positions with Simpson Industries from 1987 to 1996, most recently as Senior Director Manufacturing Engine Products Group. Prior to that, he served in various manufacturing and general management positions with General Motors Corporation from 1977 to 1987, most recently as Manufacturing Supervisor and as Senior Industrial Engineer.

*Stephen D. Lupton* has been Senior Vice President Corporate Development and General Counsel since June 2002. Mr. Lupton was Senior Vice President, General Counsel for the Company from June 1999 to June 2002, Vice President of Legal Services, International from October 1995 to May 1999, and Director of Legal Services, International from June 1994 to October 1995. Mr. Lupton was Director of Legal Services of Massey Ferguson from February 1990 to June 1994.

*Hubertus M. Muehlhaeuser* has been Senior Vice President Strategy & Integration and Information Technology since September 2005 (Information Technology responsibility was assumed in September 2006). Effective February 1, 2007, he also was named General Manager Engines. Previously, he spent over ten years with Arthur D. Little, Ltd., an international management-consulting firm, where he was made a partner in 1999. From October 2000 to May 2005, he led that firm's Global Strategy and Organization Practice as a member of the firm's global management team, and was the firm's managing director of Switzerland from April 2001 to May 2005.

### **Financial Information on Geographical Areas**

For financial information on geographic areas, see pages 104 through 106 of this Form 10-K under the caption Segment Reporting which information is incorporated herein by reference.



**Item 1A. Risk Factors**

We make forward-looking statements in this report, in other materials we file with the SEC or otherwise release to the public, and on our website. In addition, our senior management might make forward-looking statements orally to analysts, investors, the media and others. Statements concerning our future operations, prospects, strategies, financial condition, future economic performance (including growth and earnings) and demand for our products and services, and other statements of our plans, beliefs, or expectations, including the statements contained in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, regarding industry conditions, net sales and income, restructuring and other infrequent expenses, impacts of unrecognized actuarial losses related to our pension plans, related realization of net deferred tax assets and the fulfillment of working capital needs, are forward-looking statements. In some cases these statements are identifiable through the use of words such as anticipate, believe, estimate, expect, intend, plan, project, target, can, could, may, should, expressions. You are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements we make are not guarantees of future performance and are subject to various assumptions, risks, and other factors that could cause actual results to differ materially from those suggested by these forward-looking statements. These factors include, among others, those set forth below and in the other documents that we file with the SEC. There also are other factors that we may not describe, generally because we currently do not perceive them to be material, that could cause actual results to differ materially from our expectations.

We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Our financial results depend entirely upon the agricultural industry, and factors that adversely affect the agricultural industry generally will adversely affect us.**

Our success depends heavily on the vitality of the agricultural industry. Historically, the agricultural industry, including the agricultural equipment business, has been cyclical and subject to a variety of economic factors, governmental regulations and legislation, and weather conditions. Sales of agricultural equipment generally are related to the health of the agricultural industry, which is affected by farm income, debt levels and land values, all of which reflect levels of commodity prices, acreage planted, crop yields, demand, government policies and government subsidies. Sales also are influenced by economic conditions, interest rate and exchange rate levels, and the availability of retail financing. Trends in the industry, such as farm consolidations, may affect the agricultural equipment market. In addition, weather conditions, such as heat waves or droughts, and pervasive livestock diseases can affect farmers buying decisions. Downturns in the agricultural industry due to these or other factors are likely to result in decreases in demand for agricultural equipment, which would adversely affect our sales, growth, results of operations and financial condition. During previous downturns in the farm sector, we experienced significant and prolonged declines in sales and profitability, and we expect our business to remain subject to similar market fluctuations in the future.

**The agricultural equipment industry is highly seasonal, and seasonal fluctuations significantly impact results of operations and cash flows.**

The agricultural equipment business is highly seasonal, which causes our quarterly results and our available cash flow to fluctuate during the year. December is also typically a large month for retail sales because of our customers' tax planning considerations, the increase in availability of funds from completed harvests and the timing of dealer incentives. In addition, farmers purchase agricultural equipment in the Spring and Fall in conjunction with the major planting and harvesting seasons. Our net sales and income from operations have historically been the lowest in the first quarter and have increased in subsequent quarters as dealers increase inventory in anticipation of increased retail sales in the third and fourth quarters.





**Our success depends on the introduction of new products, which requires substantial expenditures.**

Our long-term results depend upon our ability to introduce and market new products successfully. The success of our new products will depend on a number of factors, including:

customer acceptance;

the efficiency of our suppliers in providing component parts;

the economy;

competition; and

the strength of our dealer networks.

As both we and our competitors continuously introduce new products or refine versions of existing products, we cannot predict the level of market acceptance or the amount of market share our new products will achieve. Any manufacturing delays or problems with our new product launches could adversely affect our operating results. We have experienced delays in the introduction of new products in the past, and we cannot assure you that we will not experience delays in the future. In addition, introducing new products could result in a decrease in revenues from our existing products. Consistent with our strategy of offering new products and product refinements, we expect to continue to use a substantial amount of capital for further product development and refinement. We may need more capital for product development and refinement than is available to us, which could adversely affect our business, financial condition or results of operations.

**We face significant competition and, if we are unable to compete successfully against other agricultural equipment manufacturers, we would lose customers and our net sales and profitability would decline.**

The agricultural equipment business is highly competitive, particularly in North America, Europe and Latin America. We compete with several large national and international companies that, like us, offer a full line of agricultural equipment. We also compete with numerous short-line and specialty manufacturers and suppliers of farm equipment products. Our two key competitors, Deere & Company and CNH Global N.V., are substantially larger than we are and may have greater financial and other resources. In addition, in some markets, we compete with smaller regional competitors with significant market share in a single country or group of countries. Our competitors may substantially increase the resources devoted to the development and marketing, including discounting, of products that compete with our products. If we are unable to compete successfully against other agricultural equipment manufacturers, we could lose customers and our net sales and profitability may decline. There also can be no assurances that consumers will continue to regard our agricultural equipment favorably, and we may be unable to develop new products that appeal to consumers or unable to continue to compete successfully in the agricultural equipment business. In addition, competitive pressures in the agricultural equipment business may affect the market prices of new and used equipment, which, in turn, may adversely affect our sales margins and results of operations.

**Rationalization of manufacturing facilities may cause production capacity constraints and inventory fluctuations.**

The rationalization of our manufacturing facilities has at times resulted in, and similar rationalizations in the future may result in, temporary constraints upon our ability to produce the quantity of products necessary to fill orders and thereby complete sales in a timely manner. A prolonged delay in our ability to fill orders on a timely basis could affect

customer demand for our products and increase the size of our product inventories, causing future reductions in our manufacturing schedules and adversely affecting our results of operations. Moreover, our continuous development and production of new products will often involve the retooling of existing manufacturing facilities. This retooling may limit our production capacity at certain times in the future, which could adversely affect our results of operations and financial condition.

**We depend on suppliers for raw materials, components and parts for our products, and any failure by our suppliers to provide products as needed, or by us to promptly address supplier issues, will adversely impact our ability to timely and efficiently manufacture and sell products. We also are subject to raw material price fluctuations, which can adversely affect our manufacturing costs.**

Our products include components and parts manufactured by others. As a result, our ability to timely and efficiently manufacture existing products, to introduce new products and to shift manufacturing of products from one facility to another depends on the quality of these components and parts and the timeliness of their delivery to our facilities. At any particular time, we depend on many different suppliers, and the failure by one or more of our suppliers to perform as needed will result in fewer products being manufactured, shipped and sold. If the quality of the components or parts provided by our suppliers is less than required and we do not recognize that failure prior to the shipment of our products, we will incur higher warranty costs. The timely supply of component parts for our products also depends on our ability to manage our relationships with suppliers, to identify and replace suppliers that fail to meet our schedules or quality standards, and to monitor the flow of components and accurately project our needs. A significant increase in the price of any component or raw material could adversely affect our profitability. We cannot avoid exposure to global price fluctuations, such as occurred in 2004 with the costs of steel and related products, and our profitability depends on, among other things, our ability to raise equipment and parts prices sufficiently enough to recover any such material or component cost increases.

**Our business routinely is subject to claims and legal actions, some of which could be material.**

We routinely are a party to claims and legal actions incidental to our business. These include claims for personal injuries by users of farm equipment, disputes with distributors, vendors and others with respect to commercial matters, and disputes with taxing and other governmental authorities regarding the conduct of our business. In February 2006, we received a subpoena from the SEC in connection with a non-public, fact-finding inquiry entitled *In the Matter of Certain Participants in the Oil for Food Program*. This subpoena requested documents concerning transactions under the United Nations Oil for Food Program by AGCO and certain of our subsidiaries. The subpoena arises from sales by our subsidiaries of farm equipment to the Iraq ministry of agriculture. We are cooperating fully with the inquiry. The subpoena does not imply that there have been any violations of the federal securities or other laws. However, should the SEC (or the U.S. Department of Justice, which is participating in the SEC's inquiry) determine that we have violated federal law, we could be subject to civil or criminal fines and penalties, or both. A similar proceeding has been initiated against one of our subsidiaries in Denmark, and on November 26, 2006, the French government initiated an investigation of one of our subsidiaries in France. It is not possible to predict the outcome of these inquiries or their impact, if any, on us.

**A majority of our sales and manufacturing take place outside the United States, and, as a result, we are exposed to risks related to foreign laws, taxes, economic conditions, labor supply and relations, political conditions and governmental policies. These risks may delay or reduce our realization of value from our international operations.**

For the year ended December 31, 2006, we derived approximately \$4.4 billion or 81% of our net sales from sales outside the United States. The primary foreign countries in which we do business are Germany, France, Brazil, the United Kingdom, Finland and Canada. In addition, we have significant manufacturing operations in France, Germany, Brazil, Finland and Denmark. Our results of operations and financial condition may be adversely affected by the laws, taxes, economic conditions, labor supply and relations, political conditions and governmental policies of the foreign countries in which we conduct business. Some of our international operations also are subject to various risks that are not present in domestic operations, including restrictions on dividends and the repatriation of funds. Foreign developing markets may present special risks, such as unavailability of financing, inflation, slow economic growth

and price controls.

Domestic and foreign political developments and government regulations and policies directly affect the international agricultural industry, which affects the demand for agricultural equipment. If demand for agricultural equipment declines, our sales, growth, results of operations and financial condition may be

adversely affected. The application, modification or adoption of laws, regulations, trade agreements or policies adversely affecting the agricultural industry, including the imposition of import and export duties and quotas, expropriation and potentially burdensome taxation, could have an adverse effect on our business. The ability of our international customers to operate their businesses and the health of the agricultural industry, in general, are affected by domestic and foreign government programs that provide economic support to farmers. As a result, farm income levels and the ability of farmers to obtain advantageous financing and other protections would be reduced to the extent that any such programs are curtailed or eliminated. Any such reductions would likely result in a decrease in demand for agricultural equipment. For example, a decrease or elimination of current price protections for commodities or of subsidy payments for farmers in the European Union, the United States, Brazil or elsewhere in South America could negatively impact the operations of farmers in those regions, and, as a result, our sales may decline if these farmers delay, reduce or cancel purchases of our products.

**Currency exchange rate and interest rate changes can adversely affect the pricing and profitability of our products.**

We conduct operations in many areas of the world involving transactions denominated in a variety of currencies. Our production costs, profit margins and competitive position are affected by the strength of the currencies in countries where we manufacture or purchase goods relative to the strength of the currencies in countries where our products are sold. In addition, we are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenues and to risks associated with translating the financial statements of our foreign subsidiaries from local currencies into United States dollars. Similarly, changes in interest rates affect our results of operations by increasing or decreasing borrowing costs and finance income. Our most significant transactional foreign currency exposures are the Euro, Brazilian real and the Canadian dollar in relation to the United States dollar. Where naturally offsetting currency positions do not occur, we attempt to manage these risks by economically hedging some, but not all, of our exposures through the use of foreign currency forward exchange contracts. As with all hedging instruments, there are risks associated with the use of foreign currency forward exchange contracts, interest rate swap agreements and other risk management contracts. While the use of such hedging instruments provides us with protection from certain fluctuations in currency exchange and interest rates, we potentially forego the benefits that might result from favorable fluctuations in currency exchange and interest rates. In addition, any default by the counterparties to these transactions could adversely affect us. Despite our use of economic hedging transactions, currency exchange rate or interest rate fluctuations may adversely affect our results of operations, cash flow or financial condition.

**We are subject to extensive environmental laws and regulations, and our compliance with, or our failure to comply with, existing or future laws and regulations could delay production of our products or otherwise adversely affect our business.**

We are subject to increasingly stringent environmental laws and regulations in the countries in which we operate. These regulations govern, among other things, emissions into the air, discharges into water, the use, handling and disposal of hazardous substances, waste disposal and the remediation of soil and groundwater contamination. Our costs of complying with these or any other current or future environmental regulations may be significant. For example, the European Union and the United States have adopted more stringent environmental regulations regarding emissions into the air. As a result, we will likely incur increased capital expenses to modify our products to comply with these regulations. Further, we may experience production delays if we or our suppliers are unable to design and manufacture components for our products that comply with environmental standards established by regulators. For example, our SisuDiesel engine division and our engine suppliers are subject to air quality standards, and production at our facilities could be impaired if SisuDiesel and these suppliers are unable to timely respond to any changes in environmental laws and regulations affecting engine emissions. Compliance with environmental and safety regulations has added, and will continue to add, to the cost of our products and increase the capital-intensive nature of

our business. We may be adversely impacted by costs, liabilities or claims with respect to our operations under existing laws or those that may be adopted in the future. If we fail to comply with existing or future laws and regulations, we

may be subject to governmental or judicial fines or sanctions and our business and results of operations could be adversely affected.

**Our labor force is heavily unionized, and our contractual and legal obligations under collective bargaining agreements and labor laws subject us to the risks of work interruption or stoppage and could cause our costs to be higher.**

Most of our employees, most notably at our manufacturing facilities, are represented by collective bargaining agreements and union contracts with terms that expire on varying dates. Several of our collective bargaining agreements and union contracts are of limited duration and, therefore, must be re-negotiated frequently. As a result, we could incur significant administrative expenses associated with union representation of our employees. Furthermore, we are at greater risk of work interruptions or stoppages than non-unionized companies, and any work interruption or stoppage could significantly impact the volume of goods we have available for sale. In addition, collective bargaining agreements, union contracts and labor laws may impair our ability to reduce our labor costs by streamlining existing manufacturing facilities and in restructuring our business because of limitations on personnel and salary changes and similar restrictions.

**We have significant pension obligations with respect to our employees and our available cash flow may be adversely affected in the event that payments became due under any pension plans that are unfunded or underfunded.**

A portion of our active and retired employees participate in defined benefit pension plans under which we are obligated to provide prescribed levels of benefits regardless of the value of the underlying assets, if any, of the applicable pension plan. If our obligations under a plan are unfunded or underfunded, we will have to use cash flow from operations and other sources to pay our obligations either as they become due or over some shorter funding period. As of December 31, 2006, we had approximately \$275.6 million in unfunded or underfunded obligations related to our pension and other postretirement health care benefits.

**We have a substantial amount of indebtedness, and, as a result, we are subject to certain restrictive covenants and payment obligations that may adversely affect our ability to operate and expand our business.**

We have a significant amount of indebtedness. As of December 31, 2006, we had total long-term indebtedness, including current portions of long-term indebtedness, of approximately \$785.0 million, stockholders' equity of approximately \$1,493.6 million and a ratio of total indebtedness to equity of approximately 0.5 to 1.0. We also had short-term obligations of \$153.4 million, capital lease obligations of \$3.9 million, unconditional purchase or other long-term obligations of \$565.6 million, and amounts funded under an accounts receivable securitization facility of \$429.6 million. In addition, we had guaranteed indebtedness owed to third parties of approximately \$88.0 million, primarily related to dealer and end-user financing of equipment.

Holders of our 13/4% convertible senior subordinated notes due 2033 may convert the notes if, during any fiscal quarter, the closing sales price of our common stock exceeds 120% of the conversion price of \$22.36 per share for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter. As of December 31, 2006, the closing sales price of our common stock had exceeded 120% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending December 31, 2006, and therefore, we classified the notes as a current liability. Future classification of the notes between current and long-term debt is dependent on the closing sales price of our common stock during future quarters. We believe it is unlikely the holders of the notes would convert the notes under the provisions of the indenture agreement, thereby requiring us to repay the principal portion in cash. In the event the notes were converted, we believe we could repay the notes with available cash on hand, funds from our existing \$300.0 million multi-currency revolving credit facility, or a combination of these

sources.



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

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, which would reduce the availability of our cash flow to fund future working capital, capital expenditures, acquisitions and other general corporate purposes;

increase our vulnerability to general adverse economic and industry conditions;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

restrict us from introducing new products or pursuing business opportunities;

place us at a competitive disadvantage compared to our competitors that have relatively less indebtedness;

limit, along with the financial and other restrictive covenants in our indebtedness, among other things, our ability to borrow additional funds, pay cash dividends or engage in or enter into certain transactions; and

prevent us from selling additional receivables to our commercial paper conduit.

**Item 1B. *Unresolved Staff Comments***

Not applicable.

**Item 2. Properties**

Our principal properties as of January 31, 2007, were as follows:

<b>Location</b>	<b>Description of Property</b>	<b>Leased (Sq. Ft.)</b>	<b>Owned (Sq. Ft.)</b>
United States:			
Batavia, Illinois	Parts Distribution	310,200	
Beloit, Kansas	Manufacturing		164,500
Duluth, Georgia	Corporate Headquarters	125,000	
Hesston, Kansas	Manufacturing		1,276,500
Jackson, Minnesota	Manufacturing		596,000
Kansas City, Missouri	Parts Distribution/Warehouse	563,900	
International:			
Stoneleigh, United Kingdom	Regional Headquarters	85,000	
Desford, United Kingdom	Parts Distribution	298,000	
Beauvais, France <sup>(1)</sup>	Manufacturing		1,094,500
Ennery, France	Parts Distribution		417,500
Marktobendorf, Germany	Manufacturing		714,500
Baumenheim, Germany	Manufacturing		471,400
Randers, Denmark <sup>(2)</sup>	Manufacturing		683,000
Linnavuori, Finland	Manufacturing		306,000
Suolahti, Finland	Manufacturing/Parts Distribution		549,900
Sunshine, Victoria, Australia	Regional Headquarters/Parts Distribution		95,000
Haedo, Argentina	Parts Distribution/Sales Office	32,000	
Canoas, Rio Grande do Sul, Brazil	Regional Headquarters/Manufacturing/Parts distribution		615,300
Santa Rosa, Rio Grande do Sul, Brazil	Manufacturing		386,500
Mogi das Cruzes, Brazil	Manufacturing/Parts distribution		722,200

<sup>(1)</sup> Includes our joint venture with GIMA, in which we own a 50% interest.

<sup>(2)</sup> We are currently marketing a portion of the Randers, Denmark property for sale.

We consider each of our facilities to be in good condition and adequate for its present use. We believe that we have sufficient capacity to meet our current and anticipated manufacturing requirements.

**Item 3. *Legal Proceedings***

In February 2006, we received a subpoena from the SEC in connection with a non-public, fact-finding inquiry entitled *In the Matter of Certain Participants in the Oil for Food Program*. This subpoena requested documents concerning transactions under the United Nations Oil for Food Program by AGCO and certain of our subsidiaries. The subpoena arises from sales by our subsidiaries of farm equipment to the Iraq ministry of agriculture. We are cooperating fully with the inquiry. The subpoena does not imply there have been any violations of the federal securities or other laws. However, should the SEC (or the U.S. Department of Justice, which is participating in the SEC's inquiry) determine that we have violated federal law, we could be subject to civil or criminal fines and penalties, or both. A similar proceeding has been initiated against one of our subsidiaries in Denmark, and on November 28, 2006, the French government initiated an investigation of one of our subsidiaries in France. It is not possible to predict the outcome of these inquiries or their impact, if any, on us.

We are a party to various legal claims and actions incidental to our business. We believe that none of these claims or actions, either individually or in the aggregate, is material to our business or financial condition.

**Item 4. *Submission Of Matters to a Vote of Security Holders***

Not Applicable.

**PART II****Item 5. *Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock is listed on the New York Stock Exchange ( NYSE ) and trades under the symbol AG. As of the close of business on February 16, 2007, the closing stock price was \$37.88, and there were 596 stockholders of record. (This number does not include stockholders who hold their stock through brokers, banks and other nominees.) The following table sets forth, for the periods indicated, the high and low sales prices for our common stock for each quarter within the last two years, as reported on the NYSE.

	<b>High</b>	<b>Low</b>
<b>2006</b>		
First Quarter	\$ 20.99	\$ 16.31
Second Quarter	28.53	20.66
Third Quarter	26.93	22.94
Fourth Quarter	32.93	24.61

	<b>High</b>	<b>Low</b>
<b>2005</b>		
First Quarter	\$ 21.31	\$ 18.16
Second Quarter	19.54	16.57
Third Quarter	21.30	18.06
Fourth Quarter	17.91	14.74

**DIVIDEND POLICY**

We currently do not pay dividends. We cannot provide any assurance that we will pay dividends in the foreseeable future. Although we are in compliance with all provisions of our debt agreements, our credit facility and the indenture governing our senior subordinated notes contain restrictions on our ability to pay dividends in certain circumstances.

**Item 6. Selected Financial Data**

The following tables present our selected consolidated financial data. The data set forth below should be read together with Management's Discussion and Analysis of Financial Condition and Results of Operations and our historical Consolidated Financial Statements and the related notes. Our operating data and selected balance sheet data as of and for the years ended December 31, 2006, 2005, 2004, 2003 and 2002 were derived from the 2006, 2005, 2004, 2003 and 2002 Consolidated Financial Statements, which have been audited by KPMG LLP, independent registered public accounting firm. The Consolidated Financial Statements as of December 31, 2006 and 2005 and for the years ended December 31, 2006, 2005 and 2004 and the reports thereon, which refer to changes in the methods of accounting for share-based payment and defined benefit pension and other postretirement plans and the method of quantifying errors in 2006, are included in Item 8 in this Form 10-K. The historical financial data may not be indicative of our future performance.

	<b>Years Ended December 31,</b>				
	<b>2006<sup>(1)</sup></b>	<b>2005<sup>(1)</sup></b>	<b>2004<sup>(3)(4)</sup></b>	<b>2003<sup>(1)</sup></b>	<b>2002<sup>(1)</sup></b>
	<b>(in millions, except per share data)</b>				
<b>Operating Data:</b>					
Net sales	\$ 5,435.0	\$ 5,449.7	\$ 5,273.3	\$ 3,495.3	\$ 2,922.7
Gross profit	927.8	933.6	952.9	616.4	531.8
Income from operations	68.9	274.7	323.5	184.3	103.5
Net (loss) income	\$ (64.9)	\$ 31.6	\$ 158.8	\$ 74.4	\$ (84.4)
Net (loss) income per common share diluted <sup>(2)</sup>	\$ (0.71)	\$ 0.35	\$ 1.71	\$ 0.98	\$ (1.14)
Weighted average shares outstanding diluted <sup>(2)</sup>	90.8	90.7	95.6	75.8	74.2

	<b>As of December 31,</b>				
	<b>2006<sup>(1)</sup></b>	<b>2005<sup>(1)</sup></b>	<b>2004<sup>(3)(4)</sup></b>	<b>2003</b>	<b>2002<sup>(1)</sup></b>
	<b>(in millions, except number of employees)</b>				
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 401.1	\$ 220.6	\$ 325.6	\$ 147.0	\$ 34.3
Working capital	685.4	825.8	1,045.5	755.4	599.4
Total assets	4,114.5	3,861.2	4,297.3	2,839.4	2,349.0
Total long-term debt, excluding current portion	577.4	841.8	1,151.7	711.1	636.9
Stockholders' equity	1,493.6	1,416.0	1,422.4	906.1	717.6
<b>Other Data:</b>					
Number of employees	12,804	13,023	14,313	11,278	11,555

- <sup>(1)</sup> During the fourth quarter of 2006, we completed our annual impairment analysis of goodwill and other intangible assets under the guidance of SFAS No. 142, Goodwill and Other Intangible Assets, and concluded that the goodwill associated with our Sprayer business was impaired. We therefore recorded a write-down of the total amount of such goodwill of approximately \$171.4 million. During the fourth quarter of 2005, we recognized a non-cash income tax charge of approximately \$90.8 million related to increasing the valuation

allowance for our U.S. deferred income tax assets. During 2003 and 2002, we recorded restructuring and other infrequent expenses of approximately \$27.6 million and \$42.7 million, respectively, primarily related to the closure of our tractor manufacturing facility located in Coventry, England. During the fourth quarter of 2002, we recognized a non-cash income tax charge of approximately \$91.0 million related to increasing the valuation allowance for our U.S. deferred income tax assets.

- (2) During the fourth quarter of 2004, we adopted the provisions of EITF 04-08, which required that shares subject to issuance from contingently convertible debt should be included in the calculation of diluted earnings per share using the if-converted method regardless of whether a market price trigger has been met. We therefore included approximately 9.0 million additional shares of common stock that may have been issued upon conversion of our former 13/4% convertible senior subordinated notes in our diluted earnings per share calculation for the year ended December 31, 2004 and 0.2 million additional shares of common stock for the year ended December 31, 2003. On June 29, 2005, we completed an exchange of our 13/4% convertible senior subordinated notes for new notes that provide for settlement upon conversion in cash up to the principal amount of the converted new notes with any excess conversion value settled in shares of our common stock. The impact of the exchange resulted in a reduction in the diluted weighted average shares outstanding of approximately 9.0 million shares on a prospective basis. In the future, dilution of weighted shares will depend on our stock price once the market price trigger or other specified conversion circumstances are met for the excess conversion value using the treasury stock method. Our 11/4% convertible senior subordinated notes issued in December 2006 will also potentially impact the dilution of weighted shares outstanding for the excess conversion value using the treasury stock method. For the years ended December 31, 2006 and 2005,

approximately 1.2 million and 4.4 million shares, respectively, were excluded from diluted weighted average shares outstanding calculation related to the assumed conversion of our 13/4% convertible senior subordinated notes as the impact would have been antidilutive. See Note 1 to the Consolidated Financial Statements where this impact and the exchange are described more fully.

- (3) On January 5, 2004, we acquired the Valtra tractor and diesel engine operations of Kone Corporation, a Finnish company, for 604.6 million, net of approximately 21.4 million cash acquired (or approximately \$760 million, net). The results of operations for the Valtra acquisition have been included in our Consolidated Financial Statements from the date of acquisition. See Note 2 to the Consolidated Financial Statements where the acquisition of Valtra is described more fully.
- (4) On April 7, 2004, we sold 14,720,000 shares of our common stock in an underwritten public offering and received net proceeds of approximately \$300.1 million. See Note 9 to the Consolidated Financial Statements where this offering is described more fully.

### **Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

We are a leading manufacturer and distributor of agricultural equipment and related replacement parts throughout the world. We sell a full range of agricultural equipment, including tractors, combines, hay tools, sprayers, forage equipment and implements and a line of diesel engines. Our products are widely recognized in the agricultural equipment industry and are marketed under a number of well-known brand names, including AGCO<sup>®</sup>, Challenger<sup>®</sup>, Fendt<sup>®</sup>, Gleaner<sup>®</sup>, Hesston<sup>®</sup>, Massey Ferguson<sup>®</sup>, New Idea<sup>®</sup>, RoGator<sup>®</sup>, Spra-Coupe<sup>®</sup>, Sunflower<sup>®</sup>, Terra-Gator<sup>®</sup>, Valtra<sup>®</sup>, and White<sup>™</sup> Planters. We distribute most of our products through a combination of approximately 3,200 independent dealers, distributors, associates and licensees. In addition, we provide retail financing in the United States, Canada, Brazil, Germany, France, the United Kingdom, Australia, Ireland and Austria through our finance joint ventures with Rabobank.

#### **Results of Operations**

We sell our equipment and replacement parts to our independent dealers, distributors and other customers. A large majority of our sales are to independent dealers and distributors that sell our products to the end user. To the extent practicable, we attempt to sell products to our dealers and distributors on a level basis throughout the year to reduce the effect of seasonal demands on our manufacturing operations and to minimize our investment in inventory. However, retail sales by dealers to farmers are highly seasonal and are linked to the planting and harvesting seasons. In certain markets, particularly in North America, there is often a time lag, which varies based on the timing and level of retail demand, between our sale of the equipment to the dealer and the dealer's sale to a retail customer.

The following table sets forth, for the periods indicated, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations:

	<b>Years Ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
Net sales	100.0%	100.0%	100.0%
Cost of goods sold	82.9	82.9	81.9
Gross profit	17.1	17.1	18.1
Selling, general and administrative expenses	10.0	9.6	9.7
Engineering expenses	2.4	2.2	2.0
Restructuring and other infrequent expenses			
Goodwill impairment charge	3.1		
Amortization of intangibles	0.3	0.3	0.3
Income from operations	1.3	5.0	6.1
Interest expense, net	1.0	1.5	1.5
Other expense, net	0.6	0.6	0.4
(Loss) income before income taxes and equity in net earnings of affiliates	(0.3)	2.9	4.2
Income tax provision	1.4	2.7	1.6
(Loss) income before equity in net earnings of affiliates	(1.7)	0.2	2.6
Equity in net earnings of affiliates	0.5	0.4	0.4
Net (loss) income	(1.2)%	0.6%	3.0%

### ***2006 Compared to 2005***

Net loss for 2006 was \$64.9 million, or \$0.71 per diluted share, compared to net income for 2005 of \$31.6 million, or \$0.35 per diluted share. Our results for 2006 include the following items:

a non-cash goodwill impairment charge of \$171.4 million, or \$1.81 per share, related to our Sprayer business in accordance with the provisions of Statement of Financial Accounting Standards ( SFAS ) No. 142, Goodwill and Other Intangible Assets ( SFAS No. 142 ); and

restructuring and other infrequent expenses of \$1.0 million, or \$0.01 per share, primarily related to the rationalization of certain parts, sales, marketing and administrative functions in the United Kingdom and Germany, as well as the rationalization of certain Valtra European sales offices.

Our results for 2005 included the following items:

a non-cash deferred income tax charge of \$90.8 million, or \$0.95 per share, related to increasing the valuation allowance against our United States deferred tax assets in accordance with SFAS No. 109, Accounting for



Income Taxes ( SFAS No. 109 ); and

the redemption of our \$250 million 9 1/2% senior notes due 2008 at a price of approximately \$261.9 million, which included a premium of 4.75% over the face amount of the notes. At the time of redemption, we recorded interest expense for the premium of approximately \$11.9 million, or \$0.13 per share, and approximately \$2.2 million, or \$0.02 per share, for the write-off of the remaining balance of the deferred debt issuance costs; and

the exchange of our former 13/4% convertible senior subordinated notes with new notes in June 2005 that resulted in a reduction in the diluted weighted average shares outstanding of approximately 9.0 million shares on a prospective basis.

Net sales for 2006 were approximately 0.3% lower than 2005 primarily due to significant sales declines in the North America, South America and Asia/Pacific regions, primarily due to weak market demand. The

decline was partially offset by sales growth in the Europe/Africa/Middle East region, particularly in Europe. Income from operations, including restructuring and other infrequent expenses and a \$171.4 million goodwill impairment charge, was \$68.9 million in 2006 compared to \$274.7 million in 2005. In addition to the impairment charge, the decrease in income from operations was due primarily to lower operating income in the North America and Asia/Pacific regions as a result of sales declines, partially offset by improvements in our Europe/Africa/Middle East and South American operations. Operating margins declined in 2006 as a result of reduced production levels, sales declines, higher engineering expenses and negative currency impacts. Productivity improvements and favorable sales mix helped to offset a portion of the decline.

In our Europe/Africa/Middle East operations, income from operations improved approximately \$36.9 million in 2006 compared to 2005. The increase is the result of higher sales levels compared to 2005, particularly in Germany, the United Kingdom, Scandinavia and Central and Eastern Europe, as well as margin improvements achieved through productivity improvements and sales mix. Income from operations in our South American operations increased approximately \$7.4 million in 2006 compared to 2005. This improvement was the result of higher margins. In North America, income from operations decreased approximately \$54.9 million in 2006 compared to 2005 primarily due to a reduction in net sales resulting from lower dealer deliveries that led to a reduction in dealer inventory levels, as well as weaker market conditions. We estimate that dealer inventory levels in North America as of December 31, 2006 declined approximately 14% compared to end of year 2005 levels. Income from operations in our Asia/Pacific region decreased approximately \$14.7 million in 2006 compared to 2005 due to lower sales and weaker market conditions in Asia, particularly in Japan, New Zealand and Australia.

### ***Retail Sales***

Worldwide industry equipment demand declined in 2006, with the largest reductions in North America and South America as well as the Asia/Pacific region. In North America, industry demand declined particularly in higher horsepower equipment segments. A reduction in net farm income, caused by an increase in fuel and fertilizer input costs, contributed to the decline in demand. In Europe, industry demand increased slightly compared to the prior year due to growth in the German, U.K., Scandinavian and Eastern and Central European markets. In South America, industry demand continued to decline in 2006 due to reduced farm profits resulting from dry weather conditions, the impact of the strong Brazilian currency on exports of commodities and high farmer debt levels. Demand stabilized in the latter half of the year in the major market of Brazil, primarily due to solid growth in the citrus and sugar cane sectors.

In the United States and Canada, industry unit retail sales of tractors decreased approximately 3% in 2006 compared to 2005, resulting from declines in the compact and high horsepower tractor segments, offset by a slight increase in the utility tractor segment. Industry unit retail sales of combines decreased approximately 6% when compared to the prior year. Our unit retail sales of tractors and combines in North America also decreased compared to 2005 levels. In Europe, industry unit retail sales of tractors increased approximately 3% in 2006 compared to 2005. Retail demand improved in Germany, the United Kingdom, Scandinavia and Central and Eastern Europe but declined in France, Italy and Finland. Our unit retail sales of tractors were higher during 2006 compared to 2005. In South America, industry unit retail sales of tractors in 2006 decreased approximately 1% compared to 2005. Retail sales of tractors in the major market of Brazil increased approximately 15% during 2006. Industry unit retail sales of combines during 2006 were 37% lower than the prior year, with a decline in Brazil of approximately 33% compared to the prior year. Our unit retail sales of tractors and combines in South America were also lower in 2006 compared to 2005. In other international markets, our net sales for 2006 were approximately 16% lower than the prior year, particularly in Asia, the Middle East, Australia and New Zealand.

### ***Statements of Operations***

Net sales for 2006 were \$5,435.0 million compared to \$5,449.7 million for 2005. The decrease was primarily attributable to significant sales declines in the North America, South America and Asia/Pacific regions, partially offset by sales growth in the Europe/Africa/Middle East region, as well as positive currency translation impacts. Currency translation positively impacted net sales by approximately \$114.7 million, primarily due to the continued strengthening of the Brazilian Real and the Euro. The following table sets forth,

for the periods indicated, the impact to net sales of currency translation by geographical segment (in millions, except percentages):

	2006	2005	Change		Change due to Currency Translation	
			\$	%	\$	%
North America	\$ 1,283.8	\$ 1,607.8	\$ (324.0)	(20.2)%	\$ 11.5	0.7%
South America	657.2	648.5	8.7	1.3%	44.9	6.9%
Europe/Africa/Middle East	3,334.4	2,988.7	345.7	11.6%	57.4	1.9%
Asia/Pacific	159.6	204.7	(45.1)	(22.0)%	0.9	0.5%
	\$ 5,435.0	\$ 5,449.7	\$ (14.7)	(0.3)%	\$ 114.7	2.1%

Regionally, net sales in North America decreased during 2006 primarily resulting from weaker market conditions and lower dealer deliveries, which led to a reduction in dealer inventory levels. In the Europe/Africa/Middle East region, net sales increased in 2006 primarily due to sales growth in Germany, the United Kingdom, Scandinavia and Central and Eastern Europe. In South America, net sales, excluding the impact of currency translation, decreased during 2006 compared to 2005 primarily as a result of weak market conditions in the region. In the Asia/Pacific region, net sales decreased in 2006 compared to 2005 due to decreases in industry demand in the region, particularly in Asia, Australia and New Zealand. We estimate that consolidated price increases during 2006 contributed approximately 2% as an offset to the decrease in net sales. Consolidated net sales of tractors and combines, which consisted of approximately 71% of our net sales in 2006, were relatively flat compared to 2005. Unit sales of tractors and combines decreased approximately 5% during 2006 compared to 2005. The difference between the unit sales decrease and the decrease in net sales is the result of foreign currency translation, pricing and sales mix changes.

The following table sets forth, for the periods indicated, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations:

	2006		2005	
	\$	% of Net Sales	\$	% of Net Sales
Gross profit	\$ 927.8	17.1%	\$ 933.6	17.1%
Selling, general and administrative expenses	541.7	10.0%	520.7	9.6%
Engineering expenses	127.9	2.4%	121.7	2.2%
Restructuring and other infrequent expenses	1.0			
Goodwill impairment charge	171.4	3.1%		
Amortization of intangibles	16.9	0.3%	16.5	0.3%
Income from operations	\$ 68.9	1.3%	\$ 274.7	5.0%

Gross profit as a percentage of net sales was flat during 2006 as compared to 2005. The impact of lower production levels and negative currency impacts were offset by the impact of pricing, improved productivity and new products.

Margins in North America were affected by the weak United States dollar on products imported from our European and Brazilian facilities and higher warranty costs. Unit production of tractors and combines during 2006 was approximately 9% lower than 2005. Productivity improvements were achieved through purchasing initiatives, resourcing of components and labor efficiencies. We recorded approximately \$0.1 million of stock compensation expense, within cost of goods sold, during 2006 associated with applying the provisions of SFAS No. 123R (Revised 2004), Share-Based Payment ( SFAS No. 123R ), as is more fully explained in Note 1 to our Consolidated Financial Statements.

Selling, general and administrative ( SG&A ) expenses as a percentage of net sales increased during 2006 compared to 2005 primarily as a result of the impact of lower sales volumes in 2006. We recorded approximately \$3.5 million of stock compensation expense, within SG&A, during 2006 associated with applying the provisions of SFAS No. 123R, as is more fully explained in Note 1 to our Consolidated Financial

Statements. The increase in SG&A expenses was primarily a result of currency translation impacts. Engineering expenses increased during 2006 as a result of our increase in spending to fund product improvements and cost reduction projects.

The restructuring and other infrequent expenses in 2006 primarily related to severance costs associated with the rationalization of certain parts, sales, marketing and administrative functions in the United Kingdom and Germany, as well as the rationalization of certain Valtra European sales offices located in Denmark, Norway, Germany and the United Kingdom. The restructuring and other infrequent expenses in 2005 primarily related to the rationalization of our Randers, Denmark combine manufacturing operations. During the second quarter of 2005, we completed auctions of remaining machinery and equipment at the Randers facility and recorded a gain associated with such actions. The gain was offset by restructuring expenses associated with the Randers rationalization, consisting primarily of employee retention payments and other facility closure costs. We also recorded restructuring expenses during 2005 associated with severance costs, retention payments, asset write-downs and contract termination costs related to the rationalization of our Finnish tractor manufacturing, parts distribution and sales operations. See Restructuring and Other Infrequent Expenses.

In 2006, sales and operating income of our Sprayer operations declined significantly as compared to prior years. In addition, our projections for our Sprayer business did not result in a valuation sufficient to support the carrying amount of the goodwill balance on our Consolidated Balance Sheet. As a result, during the fourth quarter of 2006, we recorded a non-cash goodwill impairment charge of \$171.4 million related to our Sprayer operations in accordance with the provisions of SFAS No. 142.

Interest expense, net was \$55.2 million for 2006 compared to \$80.0 million for 2005. The decrease in interest expense, net during 2006 was primarily due to the redemption of our \$250 million 9 1/2% senior notes during the second quarter of 2005. We redeemed the notes at a price of approximately \$261.9 million, which included a premium of 4.75% over the face amount of the notes. The premium of approximately \$11.9 million and the write-off of the remaining balance of deferred debt issuance costs associated with the senior notes of approximately \$2.2 million were recognized in interest expense, net in the second quarter of 2005. In December 2006, we issued \$201.3 million of 11/4% convertible senior subordinated notes and received proceeds of approximately \$196.4 million, after related fees and expenses. We used the net proceeds received from the issuance of the notes, as well as available cash on hand, to repay a portion of our outstanding United States and Euro denominated term loans. We recorded interest expense of approximately \$2.0 million for the proportionate write-off of deferred debt issuance costs associated with the term loan balances that were repaid. See Liquidity and Capital Resources.

Other expense, net was \$32.9 million in 2006 compared to \$34.6 million in 2005. Losses on sales of receivables primarily under our securitization facilities were \$29.9 million in 2006 compared to \$22.4 million in 2005. The increase during 2006 is primarily due to higher interest rates in 2006 compared to 2005. This increase in other expense, net was offset by foreign exchange gains during 2006 versus foreign exchange losses during 2005.

We recorded an income tax provision of \$73.5 million in 2006 compared to \$151.1 million in 2005. During the fourth quarter of 2005, we recognized a non-cash deferred income tax charge of \$90.8 million related to increasing the valuation allowance against our United States deferred tax assets. SFAS No. 109 requires the establishment of a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In accordance with SFAS No. 109, we assessed the likelihood that our deferred tax assets would be recovered from estimated future taxable income and available income tax planning strategies. In 2006 and 2005, our effective tax rate was negatively impacted by incurring losses in tax jurisdictions where we recorded no tax benefit. The most significant impact related to losses incurred in the United States. In 2006, we incurred losses in the United States primarily due to lower operating margins as further discussed below. In 2005, we incurred losses in the United States due in part to costs associated with the second quarter redemption of our senior notes, as discussed above, as

well as lower operating margins as discussed above. At December 31, 2006 and 2005, we had gross deferred tax assets of \$472.5 million and \$429.8 million, respectively, including \$246.6 million and \$192.9 million, respectively, related to net operating loss carryforwards. At December 31, 2006 and 2005, we had recorded total valuation allowances as an offset

to the gross deferred tax assets of \$291.4 million and \$252.8 million, respectively, primarily related to net operating loss carryforwards in Brazil, Denmark and the United States. Realization of the remaining deferred tax assets as of December 31, 2006 depends on generating sufficient taxable income in future periods, net of reversing deferred tax liabilities. We believe it is more likely than not that the remaining net deferred tax assets will be realized.

#### ***2005 Compared to 2004***

Net income for 2005 was \$31.6 million, or \$0.35 per diluted share, compared to net income for 2004 of \$158.8 million, or \$1.71 per diluted share. Our results for 2005 include the following items:

a non-cash deferred income tax charge of \$90.8 million, or \$0.95 per share, related to increasing the valuation allowance against our United States deferred tax assets in accordance with SFAS No. 109; and

the redemption of our \$250 million 9 1/2% senior notes due 2008 at a price of approximately \$261.9 million, which included a premium of 4.75% over the face amount of the notes. At the time of redemption, we recorded interest expense for the premium of approximately \$11.9 million, or \$0.13 per share, and approximately \$2.2 million, or \$0.02 per share, for the write-off of the remaining balance of the deferred debt issuance costs; and

the exchange of our former 13/4% convertible senior subordinated notes with new notes in June 2005 that resulted in a reduction in the diluted weighted average shares outstanding of approximately 9.0 million shares on a prospective basis.

Our results for 2004 included the following item:

the implementation of Emerging Issues Task Force ( EITF ) Issue No. 04-08, Accounting Issues Related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings per Share, which resulted in the addition of approximately 9.0 million shares to our weighted average shares outstanding for purposes of computing diluted net income per share.

Net sales for 2005 were approximately 3% higher than 2004 primarily due to sales growth in the North America and Europe/Africa/Middle East regions, as well as positive currency translation impacts. This growth was offset by significant sales declines in South America due to weak market demand. Income from operations, including restructuring expenses and restricted stock compensation, was \$274.7 million in 2005 compared to \$323.5 million in 2004. The decrease in income from operations was primarily due to lower operating income in South America and North America, partially offset by improvements in our Europe/Africa/Middle East operations. Operating margins declined in 2005 as a result of reduced margins in South America primarily due to a significant reduction in industry demand and the impact of the strengthening Brazilian Real.

In our Europe/Africa/Middle East region, income from operations improved \$55.7 million in 2005 compared to 2004. The increase reflects higher sales outside Western Europe and margin improvements achieved through productivity improvements, new product introductions, expense control measures and pricing changes. Operating income in South America decreased \$89.2 million during 2005 compared to 2004, due to sales declines resulting from the deterioration in market conditions. Operating margins in South America declined significantly in 2005 resulting from lower production levels, unfavorable sales mix and the impact of the continued strengthening of the Brazilian Real on sales outside of Brazil. In North America, operating income decreased \$15.1 million during 2005 compared to 2004. Although higher sales volumes were achieved from improved market conditions and sales performance in North America, these benefits were offset by reduced margins due to higher costs from the impact of the weak United States dollar on products produced primarily in Brazil, higher warranty costs and increased engineering expenses related to



new product offerings. Operating income in our Asia/Pacific region increased \$2.1 million in 2005 compared to 2004 due to higher sales in Asia.

**Retail Sales**

Worldwide industry equipment demand declined in 2005, with the largest reductions in Europe and South America. In North America, industry demand remained relatively stable supported by solid farm income, although drought conditions in certain areas of the United States impacted demand in the latter part of the year. In Europe, industry demand softened in the second half of 2005 as a result of lower agricultural production mainly due to dry weather conditions in Southern Europe, as well as uncertainty related to Common Agricultural Policy farm subsidy reforms. In South America, industry demand declined significantly in 2005 due to drought conditions in Southern Brazil and reduced farm profits resulting from lower commodity prices and the continued strengthening of the Brazilian Real.

In the United States and Canada, industry unit retail sales of tractors were relatively flat in 2005 compared to 2004, resulting from a decrease in the compact tractor segment, offset by increases in the utility and high horsepower segments. Industry unit retail sales of combines increased approximately 1% when compared to the prior year. Our unit retail sales of tractors in North America increased over 2004 levels, while our unit retail sales of combines decreased compared to 2004 levels. In Europe, industry unit retail sales of tractors decreased approximately 4% in 2005 compared to 2004. Retail demand improved in Germany, Scandinavia and Eastern Europe but declined in Spain, France, the United Kingdom and Finland. Our unit retail sales of tractors were relatively flat during 2005 compared to 2004. In South America, industry unit retail sales of tractors in 2005 decreased approximately 24% compared to 2004. Retail sales of tractors in the major market of Brazil declined approximately 38% during 2005. Industry unit retail sales of combines during 2005 were 58% lower than the prior year, with a decline in Brazil of approximately 73% compared to the prior year. Our unit retail sales of tractors and combines in South America were also significantly lower in 2005 compared to 2004. In other international markets, our net sales for 2005 were approximately 26% higher than the prior year, particularly in the Middle East.

**Statements of Operations**

Net sales for 2005 were \$5,449.7 million compared to \$5,273.3 million for 2004. The increase was primarily attributable to sales growth in the North America and Europe/Africa/Middle East regions, as well as positive currency translation impacts. Currency translation positively impacted net sales by approximately \$94.6 million, primarily due to the continued strengthening of the Brazilian Real. The following table sets forth, for the periods indicated, the impact to net sales of currency translation by geographical segment (in millions, except percentages):

	2005	2004	Change		Change due to Currency Translation	
			\$	%	\$	%
North America	\$ 1,607.8	\$ 1,412.5	\$ 195.3	13.8%	\$ 17.9	1.3%
South America	648.5	796.8	(148.3)	(18.6)%	84.3	10.6%
Europe/Africa/ Middle East	2,988.7	2,873.0	115.7	4.0%	(11.2)	(0.4)%
Asia/Pacific	204.7	191.0	13.7	7.2%	3.6	1.9%
	\$ 5,449.7	\$ 5,273.3	\$ 176.4	3.3%	\$ 94.6	1.8%

Regionally, net sales in North America increased during 2005 primarily due to strong retail sales and improved product availability. In the Europe/Africa/Middle East region, net sales increased in 2005 primarily due to sales

growth in Germany, Eastern Europe and the Middle East. Net sales in South America decreased during 2005 compared to 2004 primarily as a result of weak market conditions in the region. In the Asia/Pacific region, net sales increased in 2005 compared to 2004 due to increases in industry demand in the region, particularly in Asia. We estimate that consolidated price increases during 2005 contributed approximately 4% to the increase in net sales.

Consolidated net sales of tractors and combines, which consisted of approximately 71% of our net sales in 2005, increased approximately 3% in 2005 compared to 2004. Unit sales of tractors and combines decreased

approximately 6% during 2005 compared to 2004. The difference between the unit sales decrease and the increase in net sales is the result of foreign currency translation, pricing and sales mix changes.

The following table sets forth, for the periods indicated, the percentage relationship to net sales of certain items included in our Consolidated Statements of Operations:

	2005		2004	
	\$	% of Net Sales	\$	% of Net Sales
Gross profit	\$ 933.6	17.1%	\$ 952.9	18.1%
Selling, general and administrative expenses	520.7	9.6%	509.8	9.7%
Engineering expenses	121.7	2.2%	103.7	2.0%
Restructuring and other infrequent expenses			0.1	
Amortization of intangibles	16.5	0.3%	15.8	0.3%
Income from operations	\$ 274.7	5.0%	\$ 323.5	6.1%

Gross profit as a percentage of net sales declined during 2005 primarily due to lower gross margins in South America resulting from lower production levels, unfavorable sales mix and negative currency impacts. These declines were partially offset by improved margins in the Europe/Africa/Middle East region, which were positively impacted by improved productivity, new product introductions, expense control measures and pricing changes. Productivity improvements were achieved through purchasing and material cost initiatives, outsourcing initiatives, such as the outsourcing of combine manufacturing in Europe, and enhanced production processes, resulting in material flow and assembly improvements. Margins in North America were impacted by the weak United States dollar on products imported from our European and Brazilian facilities and higher warranty costs.

SG&A expenses as a percentage of net sales decreased slightly during 2005 compared to 2004 primarily as a result of higher sales levels and cost reduction initiatives. Engineering expenses increased during 2005 as a result of our increase in spending to fund product improvements and cost reduction projects. We recorded \$0.4 million and \$0.5 million of stock compensation expense in 2005 and 2004, respectively, within SG&A, in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees.

The restructuring and other infrequent expenses in 2005 primarily related to the rationalization of our Randers, Denmark combine manufacturing operations. During the second quarter of 2005, we completed auctions of remaining machinery and equipment at the Randers facility and recorded a gain associated with such actions. The gain was offset by restructuring expenses associated with the Randers rationalization, consisting primarily of employee retention payments and other facility closure costs. We also recorded restructuring expenses during 2005 associated with severance costs, retention payments, asset write-downs and contract termination costs related to the rationalization of our Finnish tractor manufacturing, parts distribution and sales operations. The restructuring expenses in 2004 primarily related to charges incurred resulting from the Randers rationalization, as well as costs associated with various rationalization initiatives in Europe and the United States, offset by gains on the sale of property, plant and equipment related to our Coventry, England facility closure as well as a revision to a previously established provision that resulted in the reduction in the estimated costs associated with our pension plan in the United Kingdom. See Restructuring and Other Infrequent Expenses.

Interest expense, net was \$80.0 million for 2005 compared to \$77.0 million for 2004. The increase in interest expense, net during 2005 was due primarily to the redemption of our \$250 million 9 1/2% senior notes during the second quarter of 2005. We redeemed the notes at a price of approximately \$261.9 million, which included a premium of 4.75% over the face amount of the notes. The premium of approximately \$11.9 million and the write-off of the remaining balance of deferred debt issuance costs associated with the senior notes of approximately \$2.2 million were recognized in interest expense, net in the second quarter of 2005. In April 2004, we completed a common stock offering and received net proceeds of approximately \$300.1 million. We used the net proceeds to repay borrowings under our credit facility, as well as to repay a \$100.0 million interim bridge loan facility.

Other expense, net was \$34.6 million in 2005 compared to \$22.1 million in 2004. Losses on sales of receivables primarily under our securitization facilities were \$22.4 million in 2005 compared to \$15.6 million in 2004. The increase during 2005 was primarily due to higher interest rates in 2005 compared to 2004, as well as additional outstanding funding during portions of 2005. We also experienced foreign exchange losses during 2005 compared to foreign exchange gains in 2004.

We recorded an income tax provision of \$151.1 million in 2005 compared to \$86.2 million in 2004. During the fourth quarter of 2005, we recognized a non-cash deferred income tax charge of \$90.8 million related to increasing the valuation allowance against our United States deferred tax assets. SFAS No. 109 requires the establishment of a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In accordance with SFAS No. 109, we assessed the likelihood that our deferred tax assets would be recovered from estimated future taxable income and available income tax planning strategies and determined that an adjustment to the valuation allowance was appropriate. The effective tax rate excluding the non-cash deferred income tax charge was 37.7% for 2005 compared to 38.4% during 2004. In both years, our effective tax rate was negatively impacted by incurring losses in tax jurisdictions where we recorded no tax benefit. The most significant impact related to losses incurred in the United States in 2005 and Denmark in 2004. In 2005, we incurred losses in the United States due in part to costs associated with the second quarter redemption of our senior notes, as discussed above, as well as lower operating margins as discussed above. In 2004, we incurred losses in Denmark primarily due to the rationalization of our combine manufacturing operations in Randers, Denmark. At December 31, 2005 and 2004, we had gross deferred tax assets of \$429.8 million and \$430.8 million, respectively, including \$192.9 million and \$188.2 million, respectively, related to net operating loss carryforwards. At December 31, 2005 and 2004, we had recorded total valuation allowances as an offset to the gross deferred tax assets of \$252.8 million and \$142.9 million, respectively, primarily related to net operating loss carryforwards in Argentina, Brazil, Denmark and the United States.

**Quarterly Results**

The following table presents unaudited interim operating results. We believe that the following information includes all adjustments, consisting only of normal recurring adjustments, necessary to present fairly our results of operations for the periods presented. The operating results for any period are not necessarily indicative of results for any future period.

	<b>Three Months Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
<b>(in millions, except per share data)</b>				
<b>2006:</b>				
Net sales	\$ 1,169.8	\$ 1,450.5	\$ 1,180.9	\$ 1,633.8
Gross profit	206.3	251.3	204.3	265.9
Income (loss) from operations <sup>(1)</sup>	43.9	82.6	32.2	(89.8)
Net income (loss) <sup>(1)</sup>	17.3	40.9	5.4	(128.5)
Net income (loss) per common share diluted <sup>(1)</sup>	0.19	0.45	0.06	(1.41)
<b>2005:</b>				
Net sales	\$ 1,256.9	\$ 1,574.3	\$ 1,233.6	\$ 1,384.9
Gross profit	219.5	271.2	219.0	223.9
Income from operations <sup>(1)</sup>	53.0	109.2	58.8	53.7
Net income (loss) <sup>(1)</sup>	21.5	46.1	27.8	(63.8)
Net income (loss) per common share diluted <sup>(1)</sup>	0.23	0.47	0.31	(0.71)

<sup>(1)</sup> For 2006, the quarters ended March 31, June 30, September 30 and December 31 included restructuring and other infrequent expenses of \$0.1 million, \$0.0 million, \$0.9 million and \$0.0 million, respectively, thereby impacting net income per common share on a diluted basis by \$0.00, \$0.00, \$0.01 and \$0.00, respectively.

For 2006, the quarter ended December 31 included a non-cash goodwill impairment charge of \$171.4 million, or \$1.81 per share, related to our Sprayer business in accordance with the provisions of SFAS No. 142. For 2005, the quarter ended December 31 included a non-cash deferred income tax charge of \$90.8 million, or \$0.95 per share, related to increasing the valuation allowance against our U.S. deferred tax assets in accordance with the provisions of SFAS No. 109.

For 2005, the quarters ended March 31, June 30, September 30 and December 31 included restructuring and other infrequent expenses (income) of \$1.0 million, \$(0.8) million, \$0.0 million and \$0.0 million, respectively, thereby impacting net income per common share on a diluted basis by \$0.01, \$(0.01), \$0.00 and \$0.00, respectively.

**Restructuring and Other Infrequent Expenses**

We recorded restructuring and other infrequent expenses of \$1.0 million, \$0.0 million and \$0.1 million for the years ended December 31, 2006, 2005 and 2004, respectively. The charges in 2006 include severance costs associated with the rationalization of certain parts, sales, marketing and administrative functions in the United Kingdom and Germany, as well as the rationalization of certain Valtra European sales offices located in Denmark, Norway, Germany and the United Kingdom. The net charges in 2005 include a \$1.5 million gain on the sale of property, plant and equipment related to the completion of auctions of machinery and equipment associated with the rationalization of

our Randers, Denmark combine manufacturing operations. The gain was offset by \$0.8 million of employee retention payments and facility closure costs incurred associated with the Randers rationalization, as well as \$0.7 million of severance, asset write-downs and other facility closure costs related to the rationalization of our Finnish tractor manufacturing, sales and parts operations. We did not record an income tax benefit or provision associated with the charges or gain relating to the Randers rationalization during 2005. The 2004 net charges consisted of an \$8.2 million pre-tax write-down of property, plant and equipment associated with the Randers rationalization, \$3.3 million of severance and facility closure costs associated with the Randers rationalization, a \$1.4 million charge associated with the rationalization of certain administrative functions within our Finnish tractor manufacturing facility, as well as \$0.5 million of charges associated with various rationalization initiatives in Europe and the United States initiated in 2002, 2003 and 2004. These charges were offset by gains on the sale of our Coventry, England manufacturing facility and related machinery and equipment of \$8.3 million, \$0.9 million of restructuring reserve reversals



related to the Coventry closure and a reversal of \$4.1 million of the previously established provision related to litigation involving our U.K. pension plan. We did not record an income tax benefit associated with the charges relating to the Randers rationalization during 2004, when the plan was announced.

***Coventry, United Kingdom European headquarters rationalization***

During the third quarter of 2006, we initiated the restructuring of certain parts, sales, marketing and administrative functions within our Coventry, United Kingdom European headquarters, resulting in the termination of approximately 13 employees. We recorded severance costs of approximately \$0.4 million associated with the restructuring during 2006. All employees had been terminated and all severance costs had been paid as of December 31, 2006. This rationalization was completed to improve our ongoing cost structure and to reduce SG&A expenses. This rationalization is more fully described in Note 3 to our Consolidated Financial Statements.

***German sales office rationalizations***

During the third quarter of 2006, we announced the closure of two of our sales offices located in Germany, one of which was a Valtra sales office. The closures will result in the termination of approximately 16 employees. We recorded severance costs of approximately \$0.5 million associated with the closures during 2006. None of the severance costs had been paid as of December 31, 2006 and none of the employees had been terminated. The severance costs and related terminations are expected to be paid and completed during 2007. These closures were completed to improve our ongoing cost structure and to reduce SG&A expenses. These rationalizations are more fully described in Note 3 to our Consolidated Financial Statements.

***Valtra European sales office rationalizations***

During the second quarter of 2005, we announced that we were changing our distribution arrangements for our Valtra and Fendt products in Scandinavia by entering into a distribution agreement with a third-party distributor to distribute Valtra and Fendt equipment in Sweden and Valtra equipment in Norway and Denmark. As a result of this agreement and the decision to close other Valtra European sales offices, we initiated the restructuring and closure of our Valtra sales offices located in the United Kingdom, Spain, Denmark and Norway, resulting in the termination of approximately 24 employees. The Danish and Norwegian sales offices were transferred to the third-party Scandinavian equipment distributor in October 2005, which included the transfer of certain employees, assets and lease and supplier contracts. We recorded severance costs, asset write-downs and other facility closure costs of approximately \$0.4 million, \$0.1 million and \$0.1 million, respectively, related to these closures during 2005. During the fourth quarter of 2005, we completed the sale of property, plant and equipment associated with the sales offices in the United Kingdom and Norway and recorded a gain of approximately \$0.2 million, which was reflected within Restructuring and other infrequent expenses within our Consolidated Statements of Operations. During the first quarter of 2006, we recorded an additional \$0.1 million of severance costs related to these closures. As of December 31, 2006, all of the employees had been terminated and all severance and other facility closure costs had been paid. These closures were completed to improve our ongoing cost structure and to reduce SG&A expenses. These rationalizations are more fully described in Note 3 to our Consolidated Financial Statements.

***Valtra Finland administrative and European parts rationalizations***

During the fourth quarter of 2004, we initiated the restructuring of certain administrative functions within our Finnish operations, resulting in the termination of approximately 58 employees. During 2004, we recorded severance costs of approximately \$1.4 million associated with this rationalization. We recorded an additional \$0.1 million of severance costs during the first quarter of 2005 associated with this rationalization, and during the fourth quarter of 2005, we reversed \$0.1 million of previously established provisions related to severance costs as severance claims were

finalized during the quarter. As of March 31, 2006, all of the 58 employees had been terminated. The \$0.6 million of severance payments accrued at December 31, 2006 are expected to be paid through 2009. In addition, during 2005, we incurred and expensed approximately \$0.3 million of contract termination costs associated with the rationalization of our Valtra European parts distribution

operations. These rationalizations were completed to improve our ongoing cost structure and SG&A expenses. These rationalizations are more fully described in Note 3 to our Consolidated Financial Statements.

### ***Randers, Denmark rationalization***

During the third quarter of 2004, we announced and initiated a plan to restructure our European combine manufacturing operations located in Randers, Denmark in order to reduce the cost and complexity of the Randers manufacturing operation by simplifying the model range and eliminating the facility's component manufacturing operations. Component manufacturing operations ceased in February 2005. We now outsource manufacturing of the majority of parts and components to suppliers and have retained critical key assembly operations at the Randers facility. By retaining only the facility assembly operations, we reduced the Randers workforce by 298 employees and permanently eliminated 70% of the square footage utilized. Our plans also included a rationalization of the combine model range assembled in Randers, retaining the production of the high specification, high value combines. We achieved savings of approximately \$6.6 million in 2005 and an additional \$2.2 million in 2006 associated with the restructuring plan. These savings primarily impacted cost of goods sold. Total cash restructuring costs were approximately \$4 million. During 2004, we recorded an \$8.2 million write-down of property, plant and equipment, as well as \$3.3 million of severance costs, employee retention payments and facility closure costs. We also recorded approximately \$3.7 million of inventory write-downs during 2004, reflected in costs of goods sold, related to inventory that was identified as obsolete as a result of the restructuring plan. During 2005, we recorded an additional \$0.8 million of restructuring costs related to the rationalization, primarily related to employee retention payments and other facility closure costs. During the second quarter of 2005, we completed auctions of remaining machinery and equipment and recorded a gain of approximately \$1.5 million associated with such actions. The gain was reflected in Restructuring and other infrequent expenses within our Consolidated Statements of Operations. As of December 31, 2005, all of the 298 employees had been terminated. The components of the restructuring expenses incurred during 2004 and 2005 are summarized in Note 3 to our Consolidated Financial Statements.

### ***Coventry Rationalization***

During 2002, we announced and initiated a restructuring plan related to the closure of our tractor manufacturing facility in Coventry, England and the relocation of existing production at Coventry to our Beauvais, France and Canoas, Brazil manufacturing facilities, resulting in the termination of 1,049 employees. The closure of this facility was consistent with our strategy to reduce excess manufacturing capacity. In 2003, we completed the transfer of production to our Beauvais facility. We estimate that we have reduced manufacturing overhead costs as a result of the Coventry rationalization project by approximately \$20 million when adjusted for changes in production volume from year to year. During 2004, we recorded a gain of \$6.9 million on the sale of our Coventry facility, as well as gains totaling approximately \$2.3 million related to the sale of machinery and equipment at the Coventry facility and certain Coventry closure reserve reductions. During 2004, we also recorded a \$4.1 million reversal of a previously established provision related to our pension plan in the United Kingdom. The components of the restructuring expenses incurred and paid during 2004 and 2005 related to the Coventry rationalization are summarized in Note 3 to our Consolidated Financial Statements.

### ***DeKalb Rationalization***

In March 2003, we announced the closure of our Challenger track tractor facility located in DeKalb, Illinois and the relocation of production to our facility in Jackson, Minnesota. Production at the DeKalb facility ceased in May 2003 and was relocated and resumed in the Minnesota facility in June 2003. The DeKalb plant assembled Challenger track tractors in the range of 235 to 500 horsepower. After a review of cost reduction alternatives, it was determined that current and future production levels at that time were not sufficient to support a stand-alone track tractor site. We sold the DeKalb facility real estate during the fourth quarter of 2004 for approximately \$3.0 million before associated

selling costs, and recorded a net loss on the sale of the facilities of approximately \$0.1 million. The loss was reflected in Restructuring and other infrequent expenses in our Consolidated Statements of Operations.

### ***2002, 2003 and 2004 Functional Rationalizations***

In addition, during 2002 through 2004, we initiated several rationalization plans and recorded restructuring and other infrequent expenses which in aggregate totaled approximately \$5.0 million during 2002, 2003 and 2004. The expenses primarily related to severance costs and certain lease termination and other exit costs associated with the rationalization of our European engineering and marketing personnel, the rationalization of certain components of our German manufacturing facilities located in Kempten and Marktoberdorf, Germany, the rationalization of our European combine engineering operations and the closure and consolidation of our Valtra United States and Canadian sales organizations. These rationalizations were completed to improve our ongoing cost structure and to reduce cost of goods sold, as well as engineering and SG&A expenses. These expenses are discussed more fully in Note 3 to our Consolidated Financial Statements.

### **Critical Accounting Policies**

We prepare our Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles. In the preparation of these financial statements, we make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The significant accounting policies followed in the preparation of the financial statements are detailed in Note 1 to our Consolidated Financial Statements. We believe that our application of the policies discussed below involves significant levels of judgment, estimates and complexity.

Due to the level of judgment, complexity and period of time over which many of these items are resolved, actual results could differ from those estimated at the time of preparation of the financial statements. Adjustments to these estimates would impact our financial position and future results of operations.

### ***Allowance for Doubtful Accounts***

We determine our allowance for doubtful accounts by actively monitoring the financial condition of our customers to determine the potential for any nonpayment of trade receivables. In determining our allowance for doubtful accounts, we also consider other economic factors, such as aging trends. We believe that our process of specific review of customers combined with overall analytical review provides an effective evaluation of ultimate collectibility of trade receivables. Our loss or write-off experience was approximately 0.1% of net sales in 2006.

### ***Discount and Sales Incentive Allowances***

Allowances for discounts and sales incentives are made at the time of sale based on retail sales incentive programs available to the dealer or retail customer. The cost of these programs depends on various factors including the timing of the retail sale and the programs in place at that time. These retail sales incentives may also be revised between the time we record the sale and the time the retail sale occurs. We monitor these factors and revise our provisions when necessary. At December 31, 2006, we had recorded an allowance for discounts and sales incentives of approximately \$82.6 million. If we were to allow an additional 1% of sales incentives and discounts at the time of retail sale, for those sales subject to such discount programs, our reserve would increase by approximately \$7.3 million as of December 31, 2006. Conversely, if we were to decrease our sales incentives and discounts by 1% at the time of retail sale, our reserve would decrease by approximately \$7.3 million as of December 31, 2006.

### ***Inventory Reserves***

Inventories are valued at the lower of cost or market. Determination of cost includes estimates for surplus and obsolete inventory based on estimates of future sales and production. Changes in demand and product design can impact these estimates. We periodically evaluate and update our assumptions when assessing the adequacy of inventory adjustments.

### ***Deferred Income Taxes***

We establish valuation allowances for deferred tax assets when we estimate it is more likely than not that the tax assets will not be realized. We base these estimates on projections of future income, including tax-planning strategies, in certain tax jurisdictions. Changes in industry conditions and the competitive environment may impact the accuracy of our projections. SFAS No. 109 requires the establishment of a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In accordance with SFAS No. 109, we periodically assess the likelihood that our deferred tax assets will be recovered from estimated future taxable income and available tax planning strategies and determine if adjustments to the valuation allowance are appropriate. As a result of these assessments, there are certain tax jurisdictions where we do not benefit further losses. We have not benefited losses generated in the United States in 2004, 2005 or 2006 or with respect to the losses incurred in Denmark in 2004. During the fourth quarter of 2005, we recognized a non-cash deferred income tax charge of \$90.8 million related to increasing the valuation allowance against our United States deferred tax assets. In accordance with SFAS No. 109, we assessed the likelihood that our United States deferred tax assets would be recovered from future taxable income and determined that an adjustment to the valuation allowance was appropriate. At December 31, 2006 and 2005, we had gross deferred tax assets of \$472.5 million and \$429.8 million, respectively, including \$246.6 million and \$192.9 million, respectively, related to net operating loss carryforwards. At December 31, 2006 and 2005, we had recorded total valuation allowances as an offset to the gross deferred tax assets of \$291.4 million and \$252.8 million, respectively, primarily related to net operating loss carryforwards in Brazil, Denmark and the United States. Realization of the remaining deferred tax assets as of December 31, 2006 depends on generating sufficient taxable income in future periods, net of reversing deferred tax liabilities. We believe it is more likely than not that the remaining net deferred tax assets will be realized.

### ***Warranty and Additional Service Actions***

We make provisions for estimated expenses related to product warranties at the time products are sold. We base these estimates on historical experience of the nature, frequency and average cost of warranty claims. In addition, the number and magnitude of additional service actions expected to be approved, and policies related to additional service actions, are taken into consideration. Due to the uncertainty and potential volatility of these estimated factors, changes in our assumptions could materially affect net income.

Our estimate of warranty obligations is reevaluated on a quarterly basis. Experience has shown that initial data for any product series line can be volatile; therefore, our process relies upon long-term historical averages until sufficient data is available. As actual experience becomes available, it is used to modify the historical averages to ensure that the forecast is within the range of likely outcomes. Resulting balances are then compared with present spending rates to ensure that the accruals are adequate to meet expected future obligations.

See Note 1 to our Consolidated Financial Statements for more information regarding costs and assumptions for warranties.

### ***Insurance Reserves***

We provide insurance reserves for our estimates of losses due to claims for worker's compensation, product liability and other liabilities for which we are self-insured. We base these estimates on the ultimate settlement amount of claims, which often have long periods of resolution. We closely monitor the claims to maintain adequate reserves.

### ***Pensions***

We have defined benefit pension plans covering certain employees principally in the United States, the United Kingdom, Germany, Finland, Norway, France, Australia and Argentina. Our primary plans cover certain employees in the United States and the United Kingdom.



In the United States, we sponsor a funded, qualified plan for our salaried employees, as well as a separate funded qualified plan for our hourly employees. Both plans are frozen, and we fund at least the minimum contributions required under ERISA and the Internal Revenue Code to both plans. In addition, we sponsor an unfunded, nonqualified pension plan for our executives. We also provide postretirement health care and life insurance benefits for certain employees in the United States. Participation in these plans has been limited to older employees and existing retirees.

In the United Kingdom, we sponsor a funded pension plan that provides an annuity benefit based on participants' final average earnings and service. Participation in this plan is limited to certain older, longer service employees and existing retirees. No future employees will participate in this plan. See Note 8 to our Consolidated Financial Statements for more information regarding costs and assumptions for employee retirement benefits.

*Nature of Estimates Required.* The measurement of our pension obligations, costs and liabilities is dependent on a variety of assumptions used by our actuaries as provided by management. These assumptions include estimates of the present value of projected future pension payments to all plan participants, taking into consideration the likelihood of potential future events such as salary increases and demographic experience. These assumptions may have an effect on the amount and timing of future contributions.

*Assumptions and Approach Used.* The assumptions used in developing the required estimates include the following key factors:

Discount rates	Inflation
Salary growth	Expected return on plan assets
Retirement rates	Mortality rates

For the year ended December 31, 2006, we based the discount rate used to determine the projected benefit obligation for our U.S. pension plans by matching the projected cash flows of our plans to the Citibank pension discount curve. Prior to December 31, 2006, we based the discount rate used to determine the projected benefit obligation for our U.S. pension plans on the Moody's Investor Service Aa bond yield as of December 31 of each year. For our non-U.S. plans, we based the discount rate on comparable indices within each of those countries, such as the 15-year iBoxx AA corporate bond yield in the United Kingdom. The indices used in the United States, the United Kingdom and other countries were chosen to match our expected plan obligations and related expected cash flows. The measurement date with respect to our U.K. pension plan is September 30 of each year. The measurement date with respect to our U.S. pension plan and all other defined benefit plans is December 31 of each year. We adopted the provisions of SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, an amendment of FASB Statements No. 87, 88, 106 and 132(R), (SFAS No. 158), as of the year ended December 31, 2006. SFAS No. 158 will require us to measure all defined benefit plan assets and obligations as of the date of our fiscal year end for years beginning after December 15, 2008, and therefore, the measurement date with respect to our U.K. pension plan will change upon adoption of that provision during 2008. Our inflation assumption is based on an evaluation of external market indicators. The salary growth assumptions reflect our long-term actual experience, the near-term outlook and assumed inflation. The expected return on plan asset assumptions reflects asset allocations, investment strategy, historical experience and the views of investment managers. Retirement and termination rates are based primarily on actual plan experience and actuarial standards of practice. The mortality rates were updated during 2006 to reflect the most recent study released by the Society of Actuaries, which reflects pensioner experience and distinctions for blue and white collar employees. The effects of actual results differing from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such periods.

Our U.S. and U.K. pension plans represent approximately 92% of our consolidated projected benefit obligation as of December 31, 2006. If the discount rate used to determine the 2006 projected benefit obligation for our U.S. plans was decreased by 25 basis points, our projected benefit obligation would have increased by approximately \$1.2 million at December 31, 2006, and our 2007 pension expense would increase by a nominal amount. If the discount rate used to determine the 2006 projected benefit obligation for our U.S. plans was increased by 25 basis points, our projected benefit obligation would have decreased by

approximately \$1.2 million, and our 2007 pension expense would decrease by a nominal amount. If the discount rate used to determine the projected benefit obligation for our U.K. plan was decreased by 25 basis points, our projected benefit obligation would have increased by approximately \$28.4 million at December 31, 2006, and our 2007 pension expense would increase by approximately \$2.3 million. If the discount rate used to determine the projected benefit obligation for our U.K. plan was increased by 25 basis points, our projected benefit obligation would have decreased by approximately \$26.7 million at December 31, 2006, and our 2007 pension expense would decrease by approximately \$2.2 million.

Unrecognized actuarial losses related to our pension plans were \$241.4 million as of December 31, 2006 as compared to \$251.3 million as of December 31, 2005. The decrease in unrecognized losses between years primarily reflects increasing discount rates worldwide and gains as a result of better than expected asset returns, partially offset by currency translation. The unrecognized actuarial losses will be impacted in future periods by actual asset returns, discount rate changes, currency exchange rate fluctuations, actual demographic experience and certain other factors. These losses will be amortized on a straight-line basis over the average remaining service period of active employees expected to receive benefits under most of our defined benefit pension plans. For some plans, the population covered is predominantly inactive participants, and losses related to those plans will be amortized over the average remaining lives of those participants while covered by the respective plan. As of December 31, 2006, the average amortization period was 18 years for our U.S. pension plans, and 11 years for our non-U.S. pension plans. The estimated net actuarial loss for defined benefit pension plans that will be amortized from our accumulated other comprehensive loss during the year ended December 31, 2007 is approximately \$15.0 million compared to approximately \$19.8 million during the year ended December 31, 2006.

The weighted average asset allocation of our U.S. pension benefit plans at December 31, 2006 and 2005 are as follows:

<b>Asset Category</b>	<b>2006</b>	<b>2005</b>
Large cap domestic equity securities	43%	47%
International equity securities	15%	12%
Domestic fixed income securities	19%	28%
Other investments	23%	13%
Total	100%	100%

The weighted average asset allocation of our non-U.S. pension benefit plans at December 31, 2006 and 2005 are as follows:

<b>Asset Category</b>	<b>2006</b>	<b>2005</b>
Equity securities	49%	51%
Fixed income securities	31%	38%
Other investments	20%	11%
Total	100%	100%

All tax qualified pension fund investments in the United States are held in the AGCO Corporation Master Pension Trust. Our global pension fund strategy is to diversify investments across broad categories of equity and fixed income securities with appropriate use of alternative investment categories to minimize risk and volatility. Our U.S. target allocation of retirement fund investments is 50% large cap domestic equity securities, 10% international equity securities, 20% domestic fixed income securities, and 20% invested in other investments. We have noted that over very long periods, this mix of investments would achieve an average return in excess of 9%. In arriving at the choice of an expected return assumption of 8% for our U.S. based plans, we have tempered this historical indicator with lower expectations for returns on equity investments in the future, as well as considered administrative costs of the plans. To date, we have not invested pension funds in our own stock, and we have no intention of doing so in the future. Our non-U.S. target allocation of retirement fund investments is 50% equity securities, 30% fixed income securities and 20%

percent invested in other investments. The majority of our non-U.S. pension fund investments are related to our pension plan in the United Kingdom. We have noted that over very long periods, this target mix of investments would achieve an average return in excess of 7.5%. In arriving at the choice of an expected return assumption of 7% for our U.K. pension plan, we have tempered this historical indicator with a slightly lower expectation of future returns on equity investments, as well as plan expenses.

As of December 31, 2006, we had approximately \$238.6 million in unfunded or underfunded obligations related to our pension plans, due primarily to our pension plans in the United States and the United Kingdom. In 2006, we contributed approximately \$26.6 million towards those obligations, and we expect to fund approximately \$28.1 million in 2007. Future funding is dependent upon compliance with local laws and regulations and changes to those laws and regulations in the future, as well as the generation of operating cash flows in the future. We currently have an agreement in place with the trustees of the U.K. defined benefit plan, which obligates us to fund approximately £10.0 to £12.0 million per year (or approximately \$19.6 to \$23.5 million) towards that obligation for the next 12 years. The funding arrangement is based upon the current underfunded status and could change in the future as discount rates, local laws and regulations and other factors change.

***Other Postretirement Benefits (Retiree Health Care and Life Insurance)***

We provide certain postretirement health care and life insurance benefits for certain employees, principally in the United States. See Note 8 to our Consolidated Financial Statements for more information regarding costs and assumptions for other postretirement benefits.

*Nature of Estimates Required.* The measurement of our obligations, costs and liabilities associated with other postretirement benefits, such as retiree health care and life insurance, requires that we make use of estimates of the present value of the projected future payments to all participants, taking into consideration the likelihood of potential future events such as health care cost increases, salary increases and demographic experience, which may have an effect on the amount and timing of future payments.

*Assumptions and Approach Used.* The assumptions used in developing the required estimates include the following key factors:

Health care cost trends	Inflation
Discount rates	Expected return on plan assets
Salary growth	Mortality rates
Retirement rates	

Our health care cost trend assumptions are developed based on historical cost data, the near-term outlook, efficiencies and other cost-mitigating actions (including further employee cost sharing, administrative improvements and other efficiencies) and an assessment of likely long-term trends. For the year ended December 31, 2006, we based the discount rate used to determine the projected benefit obligation for our U.S. postretirement benefit plans by matching the projected cash flows of our plans to the Citibank pension discount curve. Prior to December 31, 2006, we based the discount rate used to determine the projected benefit obligation for our U.S. postretirement benefit plans on the Moody's Investor Service Aa bond yield as of December 31 of each year. The index used was chosen to match our expected plan obligations and related expected cash flows. Our inflation assumption is based on an evaluation of external market indicators. The salary growth assumptions reflect our long-term actual experience, the near-term outlook and assumed inflation. Retirement and termination rates are based primarily on actual plan experience and actuarial standards of practice. The mortality rates were updated during 2006 to reflect the most recent study released by the Society of Actuaries, which reflects pensioner experience and distinctions for blue and white collar employees.

The effects of actual results differing from our assumptions are accumulated and amortized over future periods and, therefore, generally affect our recognized expense in such future periods.

If the discount rate used to determine the 2006 projected benefit obligation for our U.S. postretirement benefit plans was decreased by 25 basis points, our projected benefit obligation would have increased by approximately \$0.7 million at December 31, 2006, and our 2007 postretirement benefit expense would increase

by a nominal amount. If the discount rate used to determine the 2006 projected benefit obligation for our U.S. postretirement benefit plans was increased by 25 basis points, our projected benefit obligation would have decreased by approximately \$0.7 million, and our 2007 pension expense would decrease by a nominal amount.

Unrecognized actuarial losses related to our U.S. postretirement benefit plans were \$3.7 million as of December 31, 2006 compared to \$10.1 million as of December 31, 2005. The decrease in losses primarily reflects decreasing participation in our retiree medical plans as a result of changes made to the plans during 2004 and 2005. In addition, discount rate increases and lower than anticipated medical inflation also contributed to the decrease. The unrecognized actuarial losses will be impacted in future periods by discount rate changes, actual demographic experience, actual health care inflation and certain other factors. These losses will be amortized on a straight-line basis over the average remaining service period of active employees expected to receive benefits, or the average remaining lives of inactive participants, covered under the postretirement benefit plans. As of December 31, 2006, the average amortization period was 15 years for our U.S. postretirement benefit plans. The estimated net actuarial loss for postretirement health care benefits that will be amortized from our accumulated other comprehensive loss during the year ended December 31, 2007 is approximately \$0.1 million, compared to approximately \$0.6 million during the year ended December 31, 2006.

As of December 31, 2006, we had approximately \$26.7 million in unfunded obligations related to our U.S. postretirement health and life insurance benefit plans. In 2006, we contributed approximately \$2.6 million towards these obligations and we expect to contribute approximately \$2.2 million towards these obligations in 2007.

For measuring the expected postretirement benefit obligation at December 31, 2006, a 9% health care cost trend rate was assumed for 2007, decreasing 1% per year to 5% and remaining at that level thereafter. Changing the assumed health care cost trend rates by one percentage point each year and holding all other assumptions constant would have the following effect to service and interest cost for 2007 and the accumulated postretirement benefit obligation at December 31, 2006 (in millions):

	<b>One Percentage Point Increase</b>	<b>One Percentage Point Decrease</b>
Effect on service and interest cost	\$	\$
Effect on accumulated benefit obligation	\$ 2.7	\$ (2.3)

### ***Litigation***

We are party to various claims and lawsuits arising in the normal course of business. We closely monitor these claims and lawsuits and frequently consult with our legal counsel to determine whether or not they may, when resolved, have a material adverse effect on our financial position or results of operations.

### ***Goodwill and Indefinite-Lived Assets***

SFAS No. 142 establishes a method of testing goodwill and other indefinite-lived intangible assets for impairment on an annual basis or on an interim basis if an event occurs or circumstances change that would reduce the fair value of a reporting unit below its carrying value. Our initial assessment and our annual assessments involve determining an estimate of the fair value of our reporting units in order to evaluate whether an impairment of the current carrying amount of goodwill and other indefinite-lived intangible assets exists. Fair values are derived based on an evaluation

of past and expected future performance of our reporting units. A reporting unit is an operating segment or one level below an operating segment (e.g., a component). A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and our executive management team regularly reviews the operating results of that component. In addition, we combine and aggregate two or more components of an operating segment as a single reporting unit if the components have similar economic characteristics. Our reportable segments reported under the guidance of SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, are not our reporting units, with the exception of our Asia/Pacific geographical segment.



We utilized a combination of valuation techniques, including a discounted cash flow approach and a market multiple approach when making our annual and interim assessments. As stated above, goodwill is tested for impairment on an annual basis and more often if indications of impairment exist. The results of our analyses conducted as of October 1, 2005 and 2004 indicated that no reduction in the carrying amount of goodwill was required. As a result of our analysis as of October 1, 2006, we concluded that the goodwill associated with our Sprayer operations was impaired, and recognized a write-down of the total amount of recorded goodwill of approximately \$171.4 million during the fourth quarter of 2006. The results of our analyses conducted as of October 1, 2006 associated with our other reporting units indicated that no reduction in their carrying amounts of goodwill was required.

### **Liquidity and Capital Resources**

Our financing requirements are subject to variations due to seasonal changes in inventory and receivable levels. Internally generated funds are supplemented when necessary from external sources, primarily our revolving credit facility and accounts receivable securitization facilities.

Our current financing and funding sources, with balances outstanding as of December 31, 2006, are our \$201.3 million principal amount 11/4% convertible senior subordinated notes due 2036, \$201.3 million principal amount 13/4% convertible senior subordinated notes due 2033, 200.0 million (or approximately \$264.0 million) principal amount 67/8% senior subordinated notes due 2014, approximately \$495.2 million of accounts receivable securitization facilities (with approximately \$429.6 million in outstanding funding as of December 31, 2006), a \$300.0 million multi-currency revolving credit facility (with no amounts outstanding as of December 31, 2006), a \$73.3 million United States dollar denominated term loan facility and a 28.9 million (or approximately \$38.1 million) term loan facility.

On December 4, 2006, we issued \$201.3 million of 11/4% convertible senior subordinated notes due December 15, 2036 and received proceeds of approximately \$196.4 million, after related fees and expenses. The notes are unsecured obligations and are convertible into cash and shares of our common stock upon satisfaction of certain conditions, as discussed below. The notes provide for (i) the settlement upon conversion in cash up to the principal amount of the notes with any excess conversion value settled in shares of our common stock, and (ii) the conversion rate to be increased under certain circumstances if the notes are converted in connection with certain change of control transactions occurring prior to December 15, 2013. Interest is payable on the notes at 11/4% per annum, payable semi-annually in arrears in cash on June 15 and December 15 of each year, beginning on June 15, 2007. The notes are convertible into shares of our common stock at an effective price of \$40.73 per share, subject to adjustment. Holders may convert the notes only under the following circumstances: (1) during any fiscal quarter, if the closing sales price of our common stock exceeds 120% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter; (2) during the five business day period after a five consecutive trading day period in which the trading price per note for each day of that period was less than 98% of the product of the closing sale price of our common stock and the conversion rate; (3) if the notes have been called for redemption; or (4) upon the occurrence of certain corporate transactions. Beginning December 15, 2013, we may redeem any of the notes at a redemption price of 100% of their principal amount, plus accrued interest. Holders of the notes may require us to repurchase the notes at a repurchase price of 100% of their principal amount, plus accrued interest, on December 15, 2013, 2016, 2021, 2026 and 2031. Holders may also require us to repurchase all or a portion of the notes upon a fundamental change, as defined in the indenture, at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus any accrued and unpaid interest. The notes are senior subordinated obligations and are subordinated to all of our existing and future senior indebtedness and effectively subordinated to all debt and other liabilities of our subsidiaries. The notes are equal in right of payment with our 67/8% senior subordinated notes due 2014 and our 13/4% convertible senior subordinated notes due 2033.

We used the net proceeds received from the issuance of the 11/4% convertible senior subordinated notes, as well as available cash, to repay \$196.9 million of our outstanding United States dollar denominated term loan and 79.1 million of our outstanding Euro denominated term loan. In addition, we recorded interest expense of approximately \$2.0 million for the proportionate write-off of deferred debt issuance costs

associated with the term loan balances that were repaid. Our United States dollar denominated and Euro denominated term loans are discussed further below.

On June 29, 2005, we exchanged our \$201.3 million of 13/4% convertible senior subordinated notes due 2033 for new notes which provide for (i) the settlement upon conversion in cash up to the principal amount of the converted new notes with any excess conversion value settled in shares of our common stock, and (ii) the conversion rate to be increased under certain circumstances if the new notes are converted in connection with certain change of control transactions occurring prior to December 10, 2010, but otherwise are substantially the same as the old notes. The notes are unsecured obligations and are convertible into cash and shares of our common stock upon satisfaction of certain conditions, as discussed below. Interest is payable on the notes at 13/4% per annum, payable semi-annually in arrears in cash on June 30 and December 31 of each year. The notes are convertible into shares of our common stock at an effective price of \$22.36 per share, subject to adjustment. Holders may convert the notes only under the following circumstances: (1) during any fiscal quarter, if the closing sales price of our common stock exceeds 120% of the conversion price for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter; (2) during the five business day period after a five consecutive trading day period in which the trading price per note for each day of that period was less than 98% of the product of the closing sale price of our common stock and the conversion rate; (3) if the notes have been called for redemption; or (4) upon the occurrence of certain corporate transactions. Beginning January 1, 2011, we may redeem any of the notes at a redemption price of 100% of their principal amount, plus accrued interest. Holders of the notes may require us to repurchase the notes at a repurchase price of 100% of their principal amount, plus accrued interest, on December 31, 2010, 2013, 2018, 2023 and 2028.

The impact of the exchange completed in June 2005, as discussed above, reduces the diluted weighted average shares outstanding in future periods. The initial reduction in the diluted shares was approximately 9.0 million shares but varies based on our stock price, once the market price trigger or other specified conversion circumstances have been met.

As of December 31, 2006, the closing sales price of our common stock had exceeded 120% of the conversion price of \$22.36 per share for at least 20 trading days in the 30 consecutive trading days ending December 31, 2006, and, therefore, we classified the 13/4% convertible senior subordinated notes as a current liability. Future classification of the notes between current and long-term debt is dependent on the closing sales price of our common stock during future quarters. We believe it is unlikely the holders of the notes would convert the notes under the provisions of the indenture agreement, as typically convertible securities are not converted prior to expiration unless called for redemption, thereby requiring us to repay the principal portion in cash. In the event the notes were converted, we believe we could repay the notes with available cash on hand, funds from our existing \$300.0 million multi-currency revolving credit facility, or a combination of these sources.

We redeemed our \$250 million 91/2% senior notes on June 23, 2005 at a price of approximately \$261.9 million, which represented a premium of 4.75% over the senior notes face amount. The premium of approximately \$11.9 million was reflected in interest expense, net during the second quarter of 2005. In connection with the redemption, we also wrote off the remaining balance of deferred debt issuance costs of approximately \$2.2 million. The funding sources for the redemption was a combination of cash generated from the transfer of wholesale interest-bearing receivables to our United States and Canadian retail finance joint ventures, AGCO Finance LLC and AGCO Finance Canada, Ltd., as discussed below, revolving credit facility borrowings, and available cash on hand.

On January 5, 2004, we entered into a new credit facility that provides for a \$300.0 million multi-currency revolving credit facility, a \$300.0 million United States dollar denominated term loan and a 120.0 million Euro denominated term loan. The maturity date of the revolving credit facility is December 2008 and the maturity date for the term loan facility is June 2009. We are required to make quarterly payments towards the United States dollar denominated term

loan and Euro denominated term loan of \$0.75 million and 0.3 million, respectively (or an amortization of one percent per annum until the maturity date of each term loan). The revolving credit and term loan facilities are secured by a majority of our U.S.,

Canadian, Finnish and U.K. based assets and a pledge of a portion of the stock of our domestic and material foreign subsidiaries. Interest accrues on amounts outstanding under the revolving credit facility, at our option, at either (1) LIBOR plus a margin ranging between 1.25% and 2.0% based upon our senior debt ratio or (2) the higher of the administrative agent's base lending rate or one-half of one percent over the federal funds rate plus a margin ranging between 0.0% and 0.75% based on our senior debt ratio. Interest accrues on amounts outstanding under the term loans at LIBOR plus 1.75%. The credit facility contains covenants restricting, among other things, the incurrence of indebtedness and the making of certain payments, including dividends. We also must fulfill financial covenants including, among others, a total debt to EBITDA ratio, a senior debt to EBITDA ratio and a fixed charge coverage ratio, as defined in the facility. As of December 31, 2006, we had total borrowings of \$111.4 million under the credit facility, which included \$73.3 million under the United States dollar denominated term loan facility, 28.9 million (approximately \$38.1 million) under the Euro denominated term loan facility and no amounts outstanding under the multi-currency revolving credit facility. As of December 31, 2006, we had availability to borrow \$292.2 million under the revolving credit facility. As of December 31, 2005, we had total borrowings of \$401.5 million under the credit facility, which included \$272.5 million under the United States dollar denominated term loan facility, 108.9 million (approximately \$129.0 million) under the Euro denominated term loan facility and no amounts outstanding under the multi-currency revolving credit facility. As of December 31, 2005, we had availability to borrow \$292.9 million under the revolving credit facility.

On April 7, 2004, we sold 14,720,000 shares of our common stock in an underwritten public offering and received net proceeds of approximately \$300.1 million. We used the net proceeds to repay a \$100.0 million interim bridge loan facility that we used in part to acquire Valtra, to repay borrowings under our credit facility and to pay offering related fees and expenses.

On April 23, 2004, we sold 200.0 million of 67/8% senior subordinated notes due 2014 and received proceeds of approximately \$234.0 million, after offering related fees and expenses. The 67/8% senior subordinated notes are unsecured obligations and are subordinated in right of payment to any existing or future senior indebtedness. Interest is payable on the notes semi-annually on April 15 and October 15 of each year, beginning October 15, 2004. Beginning April 15, 2009, we may redeem the notes, in whole or in part, initially at 103.438% of their principal amount, plus accrued interest, declining to 100% of their principal amount, plus accrued interest, at any time on or after April 15, 2012. In addition, before April 15, 2009, we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount, plus accrued interest and a make-whole premium. Before April 15, 2007, we also may redeem up to 35% of the notes at 106.875% of their principal amount using the proceeds from sales of certain kinds of capital stock. The notes include covenants restricting the incurrence of indebtedness and the making of certain restricted payments, including dividends.

We used the net proceeds received from the issuance of the 67/8% senior subordinated notes, as well as available cash, to redeem our \$250.0 million principal amount of 81/2% senior subordinated notes on May 24, 2004.

Under our securitization facilities, we sell accounts receivable in the United States, Canada and Europe on a revolving basis to commercial paper conduits through a wholly-owned special purpose U.S. subsidiary and a qualifying special purpose entity (QSPE) in the United Kingdom. The United States and Canadian securitization facilities expire in April 2009 and the European facility expires in October 2011, but each is subject to annual renewal. The European facility was renewed in October 2006 and restructured so that wholesale receivables are sold through a QSPE. The new European securitization also eliminates the requirement to maintain certain debt rating levels from Standard and Poor's and Moody's Investor Services that was applicable to the previous securitization facility. As of December 31, 2006, the aggregate amount of these facilities was \$495.2 million. The outstanding funded balance of \$429.6 million as of December 31, 2006 has the effect of reducing accounts receivable and short-term liabilities by the same amount. Our risk of loss under the securitization facilities is limited to a portion of the unfunded balance of receivables sold, which is approximately 15% of the funded amount. We maintain reserves for doubtful accounts associated with this risk. If

the facilities were terminated, we would not be required to repurchase previously sold receivables but would be prevented from selling additional receivables to the commercial paper conduit.

These facilities allow us to sell accounts receivables through financing conduits which obtain funding from commercial paper markets. Future funding under securitization facilities depends upon the adequacy of receivables, a sufficient demand for the underlying commercial paper and the maintenance of certain covenants concerning the quality of the receivables and our financial condition. In the event commercial paper demand is not adequate, our securitization facilities provide for liquidity backing from various financial institutions, including Rabobank. These liquidity commitments would provide us with interim funding to allow us to find alternative sources of working capital financing, if necessary.

In May 2005, we completed an agreement to permit transferring, on an ongoing basis, the majority of our wholesale interest-bearing receivables in North America to our United States and Canadian retail finance joint ventures, AGCO Finance LLC and AGCO Finance Canada, Ltd. We have a 49% ownership interest in these joint ventures. The transfer of the wholesale interest-bearing receivables is without recourse to AGCO and we will continue to service the receivables. The initial transfer of wholesale interest-bearing receivables resulted in net proceeds of approximately \$94 million, which were used to redeem our \$250 million 91/2% senior notes. As of December 31, 2006 and 2005, the balance of interest-bearing receivables transferred to AGCO Finance LLC and AGCO Finance Canada, Ltd. under this agreement was approximately \$124.1 million and \$109.9 million, respectively.

Our business is subject to substantial cyclical variations, which generally are difficult to forecast. Our results of operations may also vary from time to time resulting from costs associated with rationalization plans and acquisitions. As a result, we have had to request relief from our lenders on occasion with respect to financial covenant compliance. While we do not currently anticipate asking for any relief, it is possible that we would require relief in the future. Based upon our historical working relationship with our lenders, we currently do not anticipate any difficulty in obtaining that relief.

Cash flow provided by operating activities was \$442.2 million during 2006, compared to \$246.3 million during 2005. The operating cash flows during 2005 reflect approximately \$124.1 million of interest-bearing receivables that were transferred to AGCO Finance LLC and AGCO Finance Canada Ltd., as discussed above. Operating cash flows in 2006 were higher than 2005 primarily due to reductions in working capital achieved in 2006.

Our working capital requirements are seasonal, with investments in working capital typically building in the first half of the year and then reducing in the second half of the year. We had \$685.4 million in working capital at December 31, 2006, as compared with \$825.8 million at December 31, 2005. Accounts receivable and inventories, combined, at December 31, 2006 were \$23.8 million higher than at December 31, 2005. Excluding the impact of currency translation of approximately \$110.8 million, accounts receivable and inventories at December 31, 2006 were approximately \$87.0 million lower than at December 31, 2005. Cash on hand at December 31, 2006 was approximately \$180.5 million higher than the prior year due to the increase in operating cash flow generated in 2006.

Capital expenditures for 2006 were \$129.1 million compared to \$88.4 million during 2005. Capital expenditures during 2006 were used to support the development and enhancement of new and existing products, as well as to expand our engine manufacturing facility.

In February 2005, we made a \$21.3 million investment in our retail finance joint venture with Rabobank in Brazil, as more fully described in [Related Parties](#) below.

Our debt to capitalization ratio, which is total indebtedness divided by the sum of total indebtedness and stockholders equity, was 34.5% at December 31, 2006 compared to 37.5% at December 31, 2005. The decrease is due to lower debt levels during 2006.

From time to time, we review and will continue to review acquisition and joint venture opportunities, as well as changes in the capital markets. If we were to consummate a significant acquisition or elect to take advantage of favorable opportunities in the capital markets, we may supplement availability or revise the terms under our credit facilities or complete public or private offerings of equity or debt securities.



We believe that available borrowings under the revolving credit facility, funding under the accounts receivable securitization facilities, available cash and internally generated funds will be sufficient to support our working capital, capital expenditures and debt service requirements for the foreseeable future.

### Contractual Obligations

The future payments required under our significant contractual obligations, excluding foreign currency forward contracts, as of December 31, 2006 are as follows (in millions):

	Total	2007	Payments Due By Period		
			2008 to 2009	2010 to 2011	2012 and Beyond
Long-term debt	\$ 785.0	\$ 207.6	\$ 108.5	\$ 1.7	\$ 467.2
Interest payments related to long-term debt <sup>(1)</sup>	154.2	27.5	49.0	36.6	41.1
Capital lease obligations	3.9	2.3	1.6		
Operating lease obligations	149.5	29.7	38.8	21.2	59.8
Unconditional purchase obligations <sup>(2)</sup>	128.4	64.1	50.0	9.2	5.1
Other short-term and long-term obligations <sup>(3)</sup>	286.9	32.1	47.4	46.9	160.5
Total contractual cash obligations	\$ 1,507.9	\$ 363.3	\$ 295.3	\$ 115.6	\$ 733.7

	Total	2007	Amount of Commitment Expiration Per Period		
			2008 to 2009	2010 to 2011	2012 and Beyond
Standby letters of credit and similar instruments	\$ 7.8	\$ 7.8	\$	\$	\$
Guarantees	88.0	79.1	8.9		
Total commercial commitments and lines of credit	\$ 95.8	\$ 86.9	\$ 8.9	\$	\$

(1) Estimated interest payments are calculated assuming current interest rates over minimum maturity periods specified in debt agreements. Debt may be repaid sooner or later than such minimum maturity periods.

(2) Unconditional purchase obligations exclude routine purchase orders entered into in the normal course of business. As a result of the rationalization of our European combine manufacturing operations during 2004, we entered into an agreement with a third-party manufacturer to produce certain combine model ranges over a five-year period. The agreement provides that we will purchase a minimum quantity of 200 combines per year, at a cost of approximately 16.2 million per year (or approximately \$21.4 million) through May 2009.

(3)

Other short-term and long-term obligations include estimates of future minimum contribution requirements under our U.S. and non-U.S. defined benefit pension and postretirement plans. These estimates are based on current legislation in the countries we operate within and are subject to change.

## **Off-Balance Sheet Arrangements**

### ***Guarantees***

At December 31, 2006, we were obligated under certain circumstances to purchase, through the year 2010, up to \$7.2 million of equipment upon expiration of certain operating leases between AGCO Finance LLC and AGCO Finance Canada Ltd., our retail finance joint ventures in North America, and end users. We also maintain a remarketing agreement with these joint ventures whereby we are obligated to repurchase repossessed inventory at market values. We have an agreement with AGCO Finance LLC which limits our purchase obligations under this arrangement to \$6.0 million in the aggregate per calendar year. We believe that any losses that might be incurred on the resale of this equipment will not materially impact our financial position or results of operations.

From time to time, we sell certain trade receivables under factoring arrangements to financial institutions throughout the world. We evaluate the sale of such receivables pursuant to the guidelines of SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities a

Replacement of FASB Statement No. 125, and have determined that these facilities should be accounted for as off-balance sheet transactions in accordance with SFAS No. 140.

At December 31, 2006, we guaranteed indebtedness owed to third parties of approximately \$80.8 million, primarily related to dealer and end-user financing of equipment. We believe the credit risk associated with these guarantees is not material to our financial position.

### ***Other***

At December 31, 2006, we had foreign currency forward contracts to buy an aggregate of approximately \$166.0 million United States dollar equivalents and foreign currency forward contracts to sell an aggregate of approximately \$172.3 million United States dollar equivalents. All contracts have a maturity of less than one year. See Foreign Currency Risk Management for additional information.

### ***Contingencies***

As a result of recent Brazilian tax legislative changes impacting value added taxes ( VAT ), we have recorded a reserve of approximately \$20.0 million and \$21.4 million against our outstanding balance of Brazilian VAT taxes receivable as of December 31, 2006 and 2005, respectively, due to the uncertainty as to our ability to collect the amounts outstanding.

In February 2006, we received a subpoena from the SEC in connection with a non-public, fact-finding inquiry entitled In the Matter of Certain Participants in the Oil for Food Program. This subpoena requested documents concerning transactions under the United Nations Oil for Food Program by AGCO and certain of our subsidiaries. The subpoena arises from sales by our subsidiaries of farm equipment to the Iraq ministry of agriculture. We are cooperating fully with the inquiry. The subpoena does not imply there have been any violations of the federal securities or other laws. However, should the SEC (or the U.S. Department of Justice, which is participating in the SEC's inquiry) determine that we have violated federal law, we could be subject to civil or criminal fines and penalties, or both. A similar proceeding has been initiated against one of our subsidiaries in Denmark, and on November 28, 2006, the French government initiated an investigation of one of our subsidiaries in France. It is not possible to predict the outcome of these inquiries or their impact, if any, on us.

We are a party to various legal claims and actions incidental to our business. We believe that none of these claims or actions, either individually or in the aggregate, is material to our business or financial condition.

### ***Related Parties***

Rabobank, a AAA rated financial institution based in the Netherlands, is a 51% owner in our retail finance joint ventures which are located in the United States, Canada, Brazil, Germany, France, the United Kingdom, Australia, Ireland and Austria. Rabobank is also the principal agent and participant in our revolving credit facility and our securitization facilities. The majority of the assets of our retail finance joint ventures represent finance receivables. The majority of the liabilities represent notes payable and accrued interest. Under the various joint venture agreements, Rabobank or its affiliates are obligated to provide financing to the joint venture companies, primarily through lines of credit. We do not guarantee the debt obligations of the retail finance joint ventures other than a portion of the retail portfolio in Brazil that is held outside the joint venture by Rabobank Brazil. Prior to 2005, our joint venture in Brazil had an agency relationship with Rabobank whereby Rabobank provided the funding. In February 2005, we made a \$21.3 million investment in our retail finance joint venture with Rabobank Brazil. With the additional investment, the joint venture's organizational structure is now more comparable to our other retail finance joint ventures and will result in the gradual elimination of our solvency guarantee to Rabobank for the portfolio that

was originally funded by Rabobank Brazil. As of December 31, 2006, the solvency requirement for the portfolio held by Rabobank was approximately \$8.3 million.

Our retail finance joint ventures provide retail financing and wholesale financing to our dealers. The terms of the financing arrangements offered to our dealers are similar to arrangements they provide to unaffiliated third parties. As discussed previously, at December 31, 2005 we were obligated under certain circumstances to purchase through the year 2010 up to \$7.2 million of equipment upon expiration of certain operating leases between AGCO Finance LLC and AGCO Finance Canada Ltd, our retail joint ventures in North America, and end users. We also maintain a remarketing agreement with these joint ventures, as discussed under Off-Balance Sheet Arrangements.

In addition, as part of sales incentives provided to end users, we may from time to time subsidize interest rates of retail financing provided by our retail joint ventures. The cost of those programs is recognized at the time of sale to our dealers. In addition, as discussed above, in May 2005, we completed an agreement to permit transferring, on an ongoing basis, the majority of our wholesale interest-bearing receivables in North America to AGCO Finance LLC and AGCO Finance Canada, Ltd. We have a 49% ownership interest in these joint ventures. The transfer of the wholesale interest-bearing receivables is without recourse to AGCO and we continue to service the receivables. As of December 31, 2006 and 2005, the balance of interest-bearing receivables transferred to AGCO Finance LLC and AGCO Finance Canada, Ltd. under this agreement was approximately \$124.1 million and \$109.9 million, respectively.

During 2006, 2005 and 2004, we had net sales of approximately \$190.9 million, \$153.8 million and \$162.8 million, respectively, to BayWa Corporation, a German distributor, in the ordinary course of business. The President and CEO of BayWa Corporation is a member of our Board of Directors.

During 2006 and 2005, we made license fee payments and purchased raw materials, including engines, totaling approximately \$211.3 million and \$184.5 million from Caterpillar Inc., in the ordinary course of business. One of the Group Presidents of Caterpillar Inc. is a member of our Board of Directors.

During 2006, 2005 and 2004, we purchased approximately \$1.4 million, \$4.4 million and \$2.4 million, respectively, of equipment components from our manufacturing joint venture, Deutz AGCO Motores SA, at prices approximating cost.

## **Outlook**

Our operations are subject to the cyclical nature of the agricultural industry. Sales of our equipment have been and are expected to continue to be affected by changes in net cash farm income, farm land values, weather conditions, the demand for agricultural commodities, farm industry related legislation and general economic conditions.

Worldwide industry retail sales of farm equipment in 2007 are expected to be flat compared to 2006 levels. In North America, 2007 farm income is projected to be modestly higher, but continued uncertainty surrounding the renewal of the farm bill is expected to keep industry retail sales flat compared to 2006. In South America, the income of soybean farmers is expected to improve; however, high farmer debt levels are expected to continue to pressure investment in farm equipment. Consequently, industry sales in South America are forecasted to be flat compared to 2006. In Europe, continued expansion in Eastern Europe is expected to offset a slight reduction in sales in Western Europe.

Based on this market outlook, net sales for the full year of 2007 are expected to be slightly higher than 2006 due to pricing, market share improvement, growth in Eastern Europe and the impact of favorable currency translation. Net income is expected to improve in 2007 compared to 2006 resulting from sales increases and lower interest expense due to debt refinancings. In 2007, strategic investments in the form of increased engineering expense, plant productivity initiatives, a European system initiative, new market development and distribution improvements are expected to limit operating margin improvement.

**Foreign Currency Risk Management**

We have significant manufacturing operations in France, Germany, Brazil, Finland and Denmark, and we purchase a portion of our tractors, combines and components from third-party foreign suppliers, primarily in various European countries and in Japan. We also sell products in over 140 countries throughout the world.

The majority of our net sales outside the United States is denominated in the currency of the customer location, with the exception of sales in the Middle East, Africa, Asia and parts of South America where net sales are primarily denominated in British pounds, Euros or United States dollars. See Note 14 to our Consolidated Financial Statements for net sales by customer location. Our most significant transactional foreign currency exposures are the Euro, Brazilian Real and the Canadian dollar in relation to the United States dollar. Fluctuations in the value of foreign currencies create exposures, which can adversely affect our results of operations.

We attempt to manage our transactional foreign exchange exposure by economically hedging foreign currency cash flow forecasts and commitments arising from the settlement of receivables and payables and from future purchases and sales. Where naturally offsetting currency positions do not occur, we hedge certain, but not all, of our exposures through the use of foreign currency forward contracts. Our hedging policy prohibits foreign currency forward contracts for speculative trading purposes. Our translation exposure resulting from translating the financial statements of foreign subsidiaries into United States dollars is not hedged. Our most significant translation exposures are the Euro, the British pound and the Brazilian Real in relation to the United States dollar. When practical, this translation impact is reduced by financing local operations with local borrowings.

All derivatives are recognized on our Condensed Consolidated Balance Sheets at fair value. On the date a derivative contract is entered into, we designate the derivative as either (1) a fair value hedge of a recognized liability, (2) a cash flow hedge of a forecasted transaction, (3) a hedge of a net investment in a foreign operation, or (4) a non-designated derivative instrument. We currently engage in derivatives that are non-designated derivative instruments. Changes in fair value of non-designated derivative contracts are reported in current earnings. During the second quarter of 2006, we designated certain foreign currency option contracts as cash flow hedges of expected sales. The effective portion of the fair value gains or losses on these cash flow hedges were recorded in other comprehensive income and subsequently reclassified into net sales as the sales were recognized. These amounts offset the effect of the changes in foreign exchange rates on the related sale transactions. The amount of the gain recorded in other comprehensive loss that was reclassified to net sales during the year ended December 31, 2006 was approximately \$4.0 million after-tax. These contracts all expired prior to December 31, 2006.

The following is a summary of foreign currency derivative contracts used to hedge currency exposures. All contracts have a maturity of less than one year. The net notional amounts and fair value gains or losses as of December 31, 2006 stated in United States dollars are as follows (in millions, except average contract rate):

	<b>Net Notional Amount Buy/(Sell)</b>	<b>Average Contract Rate*</b>	<b>Fair Value Gain/(Loss)</b>
Australian dollar	\$ (31.5)	1.29	\$ (0.5)
Brazilian Real	117.5	2.16	1.4
British pound	35.5	0.51	
Canadian dollar	(35.4)	1.14	1.0
Euro	(78.8)	0.76	(0.4)
Japanese yen	13.0	116.67	(0.3)
Mexican peso	(10.2)	10.81	
New Zealand dollar	(2.1)	1.42	
Norwegian krone	(5.5)	6.26	
Polish zloty	(2.6)	2.91	
Russian Rouble	(1.5)	26.29	
Swedish krona	(4.7)	6.87	

\$ 1.2

\* Per United States dollar

Because these contracts were entered into for hedging purposes, the gains and losses on the contracts would largely be offset by gains and losses on the underlying firm commitment.



## Interest Rates

We manage interest rate risk through the use of fixed rate debt and may in the future utilize interest rate swap contracts. We have fixed rate debt from our senior subordinated notes and our convertible senior subordinated notes. Our floating rate exposure is related to our revolving credit facility and our securitization facilities, which are tied to changes in United States and European LIBOR rates. Assuming a 10.0% increase in interest rates, interest expense, net and the cost of our securitization facilities for the year ended December 31, 2006 would have increased by approximately \$6.2 million.

We had no interest rate swap contracts outstanding during the years ended December 31, 2006, 2005 and 2004.

## Accounting Changes

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, ( SFAS No. 159 ). SFAS No. 159 provides companies with an option to report selected financial assets and liabilities at fair value and to provide additional information that will help investors and other users of financial statements to understand more easily the effect on earnings of the company's choice to use fair value. It also requires companies to display the fair value of those assets and liabilities for which the company has chosen to use fair value on the face of the balance sheet. We are required to adopt SFAS No. 159 on January 1, 2008 and are currently evaluating the impact, if any, of SFAS No. 159 on our Consolidated Financial Statements.

In September 2006, the SEC staff issued Staff Accounting Bulletin 108 *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements* ( SAB 108 ). SAB 108 requires that public companies utilize a *dual-approach* to assessing the quantitative effects of financial misstatements. This dual approach includes both an income statement focused assessment and a balance sheet focused assessment. The guidance in SAB 108 must be applied to annual financial statements for fiscal years ending after November 15, 2006. The adoption of SAB 108 had an impact of increasing our consolidated retained earnings balance by approximately \$13.6 million as of January 1, 2006. Refer to Note 1 of our Consolidated Financial Statements where the adoption of SAB 108 is discussed.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 158. SFAS No. 158 requires an employer that sponsors one or more single-employer defined benefit plans to (i) recognize the overfunded or underfunded status of a benefit plan in its statement of financial position, (ii) recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs or credits that arise during the period but are not recognized as components of net periodic benefit cost pursuant to SFAS No. 87, *Employers' Accounting for Pensions*, or SFAS No. 106, *Employers' Accounting for Postretirement Benefits Other Than Pensions*, (iii) measure defined benefit plan assets and obligations as of the date of the employer's fiscal year-end, and (iv) disclose in the notes to financial statements additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition assets or obligations. SFAS No. 158 is effective for the year ended December 31, 2006. The adoption of SFAS No. 158 had a \$26.8 million impact to our consolidated accumulated other comprehensive loss balance as of December 31, 2006, related to our underfunded defined benefit pension plans, primarily in the U.K. and the U.S. Refer to Note 8 of our Consolidated Financial Statements for a discussion of our defined benefit pension and postretirement health care benefit plans.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ( SFAS No. 157 ). SFAS No. 157 establishes a common definition for fair value to be applied to guidance regarding U.S. generally accepted accounting principles, requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about

such fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. We are currently assessing the impact the adoption of SFAS No. 157 will have on our 2008 consolidated financial position and results of operations.

In September 2006, the FASB issued FASB Staff Position ( FSP ) AUG AIR-1 Accounting for Planned Major Maintenance Activities ( FSP AUG AIR-1 ). FSP AUG AIR-1 amends the guidance on the accounting for planned major maintenance activities; specifically it precludes the use of the previously acceptable accrue in advance method. FSP AUG AIR-1 is effective for fiscal years beginning after December 15, 2006. The implementation of this standard is not expected to have a material impact on our consolidated financial position or results of operations, as we do not employ the accrue in advance method.

In June 2006, the EITF reached a consensus on EITF Issue No. 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements, ( EITF 06-4 ), which requires the application of the provisions of SFAS No. 106, Employers Accounting for Postretirement Benefits Other Than Pensions ( SFAS No. 106 ), to endorsement split-dollar life insurance arrangements. SFAS No. 106 would require us to recognize a liability for the discounted future benefit obligation that we will have to pay upon the death of the underlying insured employee. An endorsement-type arrangement generally exists when we own and control all incidents of ownership of the underlying policies. EITF 06-4 is effective for fiscal years beginning after December 15, 2007. We may have certain policies subject to the provisions of this new pronouncement, but we do not believe the adoption of EITF 06-4 will have a material impact on our consolidated results of operations or financial position during our 2008 fiscal year.

In June 2006, the FASB issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 ( FIN 48 ). FIN 48 clarifies the accounting for uncertainty in income taxes by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, and disclosure. FIN 48 is effective for fiscal years beginning after December 15, 2006. The adoption of FIN 48 is not expected to have a material effect on our 2007 Consolidated Financial Statements.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140 ( SFAS No. 156 ). SFAS No. 156 requires an entity to recognize a servicing asset or liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in specified situations. Such servicing assets or liabilities would be initially measured at fair value, if practicable, and subsequently measured at amortized value or fair value based upon an election of the reporting entity. SFAS No. 156 also specifies certain financial statement presentations and disclosures in connection with servicing assets and liabilities. SFAS No. 156 is effective for fiscal years beginning after September 15, 2006 and may be adopted earlier but only if the adoption is in the first quarter of the fiscal year. The adoption of SFAS No. 156 is not expected to have a material effect on our 2007 Consolidated Financial Statements.

In March 2006, the EITF reached a consensus on EITF Issue No. 06-3, How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (that is, Gross versus Net Presentation) ( EITF 06-3 ), which allows companies to adopt a policy of presenting taxes in the income statement on either a gross or net basis. Taxes within the scope of this EITF would include taxes that are imposed on a revenue transaction between a seller and a customer; for example, sales taxes, use taxes, value-added taxes and some types of excise taxes. EITF 06-3 is effective for interim and annual reporting periods beginning after December 15, 2006. EITF 06-3 will not impact the method for recording and reporting these sales taxes in our consolidated results of operations or financial position as our policy is to exclude all such taxes from net sales and present such taxes in the Consolidated Statements of Operations on a net basis.

In April 2005, the SEC adopted a new rule that changed the adoption date of SFAS No. 123R. We adopted SFAS No. 123R effective January 1, 2006, and are using the modified prospective method of adoption. The

application of the expensing provisions of SFAS No. 123R in 2006 resulted in pre-tax expense of approximately \$3.6 million. Refer to Notes 1 and 10 of our Consolidated Financial Statements where our stock compensation plans are discussed.

In November 2004, the FASB issued SFAS No. 151, Inventory Costs-An Amendment of ARB No. 43, Chapter 4 ( SFAS No. 151 ). SFAS No. 151 amends the guidance in Accounting Research Bulletin No. 43,

Chapter 4, Inventory Pricing ( ARB No. 43 ), to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage). Among other provisions, the new rule requires that items such as idle facility expense, excessive spoilage, double freight and rehandling costs be recognized as current-period charges regardless of whether they meet the criterion of so abnormal as stated in ARB No. 43. Additionally, SFAS No. 151 requires that the allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005. Our adoption of SFAS No. 151 in 2006 did not have a material impact on our consolidated results of operations or financial position.

**Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

The Quantitative and Qualitative Disclosures about Market Risk information required by this Item set forth under the captions Management's Discussion and Analysis of Financial Condition and Results of Operations Foreign Currency Risk Management and Interest Rates on pages 46 through 48 under Item 7 of this Form 10-K are incorporated herein by reference.

**Item 8. *Financial Statements and Supplementary Data***

The following Consolidated Financial Statements of AGCO and its subsidiaries for each of the years in the three-year period ended December 31, 2006 are included in this Item:

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	52
<u>Consolidated Statements of Operations for the years ended December 31, 2006, 2005 and 2004</u>	53
<u>Consolidated Balance Sheets as of December 31, 2006 and 2005</u>	54
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2006, 2005 and 2004</u>	55
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2006, 2005 and 2004</u>	56
<u>Notes to Consolidated Financial Statements</u>	57

The information under the heading "Quarterly Results" of Item 7 on page 31 of this Form 10-K is incorporated herein by reference.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
AGCO Corporation:

We have audited the accompanying consolidated balance sheets of AGCO Corporation and subsidiaries as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2006. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule as listed in Item 15(a)(2). These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of AGCO Corporation and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2006, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Notes 1, 8 and 10 to the consolidated financial statements, the Company changed its methods of accounting for share-based payment and defined benefit pension and other postretirement plans and its method of quantifying errors in 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of AGCO Corporation's internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 28, 2007 expressed an unqualified opinion on management's assessment of, and the effective operation of, internal control over financial reporting.

/s/ KPMG LLP

Atlanta, Georgia  
February 28, 2007

**AGCO CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in millions, except per share data)

	<b>Years Ended December 31,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
Net sales	\$ 5,435.0	\$ 5,449.7	\$ 5,273.3
Cost of goods sold	4,507.2	4,516.1	4,320.4
Gross profit	927.8	933.6	952.9
Selling, general and administrative expenses	541.7	520.7	509.8
Engineering expenses	127.9	121.7	103.7
Restructuring and other infrequent expenses	1.0		0.1
Goodwill impairment charge	171.4		
Amortization of intangibles	16.9	16.5	15.8
Income from operations	68.9	274.7	323.5
Interest expense, net	55.2	80.0	77.0
Other expense, net	32.9	34.6	22.1
(Loss) income before income taxes and equity in net earnings of affiliates	(19.2)	160.1	224.4
Income tax provision	73.5	151.1	86.2
(Loss) income before equity in net earnings of affiliates	(92.7)	9.0	138.2
Equity in net earnings of affiliates	27.8	22.6	20.6
Net (loss) income	\$ (64.9)	\$ 31.6	\$ 158.8
Net (loss) income per common share:			
Basic	\$ (0.71)	\$ 0.35	\$ 1.84
Diluted	\$ (0.71)	\$ 0.35	\$ 1.71
Weighted average number of common and common equivalent shares outstanding:			
Basic	90.8	90.4	86.2
Diluted	90.8	90.7	95.6

See accompanying notes to Consolidated Financial Statements.



**AGCO CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions, except share amounts)

	<b>December 31, 2006</b>	<b>December 31, 2005</b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 401.1	\$ 220.6
Accounts and notes receivable, net	677.1	655.7
Inventories, net	1,064.9	1,062.5
Deferred tax assets	36.8	39.7
Other current assets	129.1	107.7
Total current assets	2,309.0	2,086.2
Property, plant and equipment, net	643.9	561.4
Investment in affiliates	191.6	164.7
Deferred tax assets	105.5	84.1
Other assets	64.5	56.6
Intangible assets, net	207.9	211.5
Goodwill	592.1	696.7
Total assets	\$ 4,114.5	\$ 3,861.2
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current Liabilities:		
Current portion of long-term debt	\$ 6.3	\$ 6.3
Convertible senior subordinated notes	201.3	
Accounts payable	706.9	590.9
Accrued expenses	629.7	561.8
Other current liabilities	79.4	101.4
Total current liabilities	1,623.6	1,260.4
Long-term debt, less current portion	577.4	841.8
Pensions and postretirement health care benefits	268.1	241.7
Deferred tax liabilities	114.9	88.1
Other noncurrent liabilities	36.9	13.2
Total liabilities	2,620.9	2,445.2
Commitments and Contingencies (Note 12)		
Stockholders Equity:		
Preferred stock; \$0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding in 2006 and 2005	0.9	0.9

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Common stock; \$0.01 par value, 150,000,000 shares authorized, 91,177,903 and 90,508,221 shares issued and outstanding in 2006 and 2005, respectively		
Additional paid-in capital	908.9	894.7
Retained earnings	774.1	825.4
Unearned compensation		(0.1)
Accumulated other comprehensive loss	(190.3)	(304.9)
Total stockholders' equity	1,493.6	1,416.0
Total liabilities and stockholders' equity	\$ 4,114.5	\$ 3,861.2

See accompanying notes to Consolidated Financial Statements.

## AGCO CORPORATION

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in millions, except share amounts)

						Accumulated Other Comprehensive Loss				
						Defined	Cumulative	Deferred	Other	Total
		Additional	Retained	Unearned	Pension	Benefit	Translation	Gains	Comprehensive	Stockholders'
	Common Stock	Paid-In	Earnings	Compensation	Plans		Adjustmen	on	Income	Equity
	Shares	Capital					Derivatives	(Losses)	(Loss)	(Loss)
	Amount									
Balance, December 31, 2015	75,409,655	\$ 0.8	\$ 590.3	\$ 635.0	\$ (0.5)	\$ (128.4)	\$ (188.4)	\$ (2.7)	\$ (319.5)	\$ 906.1
Net income			158.8							158.8
Issuance of common stock, offering	14,720,000	0.1	299.4							299.5
Issuance of restricted stock	7,487		0.2							0.2
Options exercised	257,150		3.3							3.3
Share repurchase										
Share-based compensation				0.3						0.3
Share-based compensation expense, net of tax						(18.9)			(18.9)	(18.9)
Translation gains										
Translation losses										
Translation gains								3.8	3.8	3.8
Translation losses										
Translation gains							69.3		69.3	69.3
Translation losses										
Balance, December 31, 2016	90,394,292	0.9	893.2	793.8	(0.2)	(147.3)	(119.1)	1.1	(265.3)	1,422.4
Net income			31.6							31.6

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Balance of					
Restricted stock	4,449	0.1			0.1
Options					
Issued	109,480	1.4			1.4
Amortization					
Earnings					
Compensation		0.1			0.1
Additional					
Minimum					
Change in					
Liability, net of			(2.8)	(2.8)	(2.8)
Unrealized gains					
Losses on					
Derivatives					
Change in					
Liability, net				2.8	2.8
Change in					
Retirement			(39.6)	(39.6)	(39.6)
Benefit					